

**OFFICIAL NOTICE OF SALE AND BIDDING INSTRUCTIONS
BID FORM
AND
PRELIMINARY OFFICIAL STATEMENT**

\$9,950,000*

CITY OF SEGUIN, TEXAS
(A political subdivision of the State of Texas located in Guadalupe County)
**UTILITY SYSTEM REVENUE BONDS,
SERIES 2018**

**Bids Due
Tuesday, May 15, 2018
at 10:00 A.M., Central Time**

** Preliminary, subject to change. See "THE BONDS - Adjustment of Principal Amount and Maturity Schedule for the Bonds" herein.*

This Official Notice of Sale does not alone constitute an invitation for bids but is merely notice of sale of the Bonds described herein. The invitation for bids on such Bonds is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement.

OFFICIAL NOTICE OF SALE AND BIDDING INSTRUCTIONS

\$9,950,000* CITY OF SEGUIN, TEXAS *(A political subdivision of the State of Texas located in Guadalupe County, Texas)* **UTILITY SYSTEM REVENUE BONDS, SERIES 2018**

Sealed Bids Due on Tuesday, May 15, 2018 at 10:00 A.M. Central Time

THE SALE

BONDS OFFERED FOR SALE AT COMPETITIVE BIDDING. The City of Seguin, Texas (the "City") is offering for sale at competitive bid its \$9,950,000* Utility System Revenue Bonds, Series 2018 (the "Bonds").

PLACE AND TIME OF SALE. Bids for the purchase of the Bonds will be received until 10:00 A.M., Central Time, on Tuesday, May 15, 2018 at the City Hall, 210 E. Gonzales, Seguin, Texas 78155. All bids received will be publicly opened and read at such time and place, and the results will be reported to the City Council of the City (the "City Council") at a regular meeting on the same day scheduled to convene at 5:30 P.M., and during such meeting the City Council will make an award of the Bonds or take such other action as may be deemed appropriate.

BIDDING PROCEDURES. No later than 10:00 A.M., Central Time, on Tuesday, May 15, 2018, bidders who wish to submit their bids electronically or by facsimile must provide two signed copies of the "Official Bid Form," and two signed copies of the "Issue Price Certificate," together with an envelope addressed to the Mayor, City of Seguin, Seguin, Texas, and plainly marked "Bid for Bonds," to Duane Westerman, SAMCO Capital Markets, Inc., 1020 N.E. Loop 410, Suite 640, San Antonio, Texas 78209.

Bidders must submit bids for the Bonds by one of the following methods:

- (1) Deliver bids directly to the City as described below in "Bids Delivered Directly to the City;"
- (2) Submit bids electronically as described below in "Electronic Bidding Procedure;" or
- (3) Submit bids by facsimile as described below in "Facsimile Bidding Procedure."

Bids Delivered Directly to the City . . . Bids delivered directly to the City, which must be submitted in duplicate on the Official Bid Form and plainly marked "Bid for Bonds," are to be addressed to the Mayor, City of Seguin, 210 E. Gonzales, Seguin, Texas 78155. All such bids must be delivered at the above address no later than 10:00 A.M., Central Time, on Tuesday, May 15, 2018.

Electronic Bidding Procedure . . . Interested bidders may, at their option, submit their bid by electronic media, as described below, by 10:00 A.M., Central Time, on Tuesday, May 15, 2018.

Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of the Bidcomp/PARITY System ("PARITY"). Subscription to the Ipreo's BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. The City will neither confirm any subscription nor be responsible for the failure of any prospective bidder to subscribe. An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds on the terms provided in the Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the City. The City shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, PARITY, the use of such facilities being the sole risk of the prospective bidder. In the event of a malfunction in the electronic bidding process, bidders may submit their bids by facsimile as described below. Any bid received after the scheduled time for their receipt will not be accepted. If any provisions of the Official Notice of Sale shall conflict with information provided by PARITY as the approved provider of electronic bidding services, this Official Notice of Sale shall control. Further information about PARITY, including any fee charged, may be obtained from Donald Kursar, 1359 Broadway, New York, New York 10018, (212) 849-5021.

For purposes of both the written sealed bid process and the electronic bidding process, the time as maintained by PARITY shall constitute the official time for the receipt of bids. For information purposes only, bidders are requested to state in their electronic bids the net interest cost to the City, as described under "CONDITIONS OF THE SALE - Basis of Award" below. All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement.

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Facsimile Bidding Procedure . . . Interested bidders may, at their option, submit their bid by facsimile as described below.

Mr. Westerman will accept bids by facsimile until 10:00 A.M., Central Time, on Tuesday, May 15, 2018 at (210) 832-9794. Each bid received by facsimile will be attached to the corresponding signed Official Bid Form as mentioned above, after which Mr. Westerman will, on behalf of the bidders, submit such bids on the bid forms to the City in the manner provided above. Mr. Westerman will not be responsible for submitting bids received after the Tuesday, May 15, 2018, 10:00 A.M., Central Time deadline.

Neither the City nor SAMCO Capital Markets, Inc. is responsible for any failure of their or the sender's facsimile machine, any failed delivery of a facsimile, any incomplete or ambiguous transmittals, or the disclosure of the bid to any persons prior to bid opening. If any portion of a facsimile bid is illegible, the City and SAMCO Capital Markets, Inc. may, at their option, either call any provided reference number for clarification or reject the bid. **Bidders who fax bids do so at their own risk. All such bids shall be binding on the bidder.**

AWARD OF BONDS. The City intends to award the Bonds on the basis of the lowest net interest cost bid. The interest cost of each bid will be computed by determining, at the rate or rates specified, the total dollar value of all interest on the Bonds to their respective stated maturities.

THE BONDS

DESCRIPTION. The Bonds will be dated May 15, 2018 (the "Dated Date") with interest to accrue from the Dated Date and to be payable initially on August 1, 2018 and semiannually on February 1 and August 1 thereafter until stated maturity or prior redemption. The definitive Bonds will be issued as fully registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository"). Book-entry interests in the Bonds will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Bonds ("Beneficial Owners") will not receive physical delivery of Bonds representing their interest in the Bonds purchased. So long as DTC or its nominee is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by ZB, National Association, dba Amegy Bank, Houston, Texas, as Paying Agent/Registrar, to the Securities Depository, which will in turn remit such principal and interest to its participants, which will in turn remit such principal and interest to the Beneficial Owners of the Bonds. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.) The Bonds will be stated to mature on February 1 in each of the following years in the following amounts:

<u>Stated Maturity February 1</u>	<u>Principal* Amount (\$)</u>	<u>Stated Maturity February 1</u>	<u>Principal* Amount (\$)</u>
2019	125,000	2029	375,000
2020	125,000	2030	385,000
2021	140,000	2031	405,000
2022	150,000	2032	420,000
2023	150,000	2033	440,000
2024	335,000	2034	460,000
2025	350,000	2035	480,000
2026	350,000	2036	530,000
2027	355,000	2037	580,000
2028	365,000	2038	3,430,000

ADJUSTMENT OF PRINCIPAL AMOUNT AND MATURITY SCHEDULE FOR THE BONDS. After final computation of the bids, the City reserves the right in its sole discretion either to decrease or increase the principal amount of any stated maturity of the Bonds. The aggregate principal amount of the Bonds may be adjusted by no more than 10% of the proposed par amount by the City Council. Such adjustment(s), if any, shall be made within four (4) hours of the initial award of the Bonds. The price at which such adjusted principal amount of Bonds will be sold will be the same price per \$1,000 of Bonds as the price per \$1,000 for the original par amount of Bonds bid. In order to calculate the yield on the

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Bonds for federal tax law purposes and as a condition precedent to the award of the Bonds, bidders must disclose to the City in connection with their respective bids the price (or yield to stated maturity) at which each stated maturity of the Bonds will be reoffered and sold for (or expected to be sold) to the public.

In the event of any adjustment of the maturity schedule for the Bonds as described herein, no rebidding or recalculation of the proposals submitted will be required or permitted. Any such adjustment of the aggregate principal amount of the Bonds and/or the maturity schedule for the Bonds made by the City or its Financial Advisor shall be subsequent to the award of the Bonds to the winning bidder as determined pursuant to "CONDITIONS OF THE SALE - Basis of Award" herein and shall not affect such determination. The successful bidder may not withdraw its bid as a result of any changes made within the aforementioned limits.

There is no guarantee that adjustments and/or revisions will not be necessary in order to properly size the Bonds. Accordingly, the City reserves the right in its sole discretion to make adjustments as previously described above, even if the issue size of the Bonds does not change from the original par amount of Bonds. In the event of any such adjustment and or revision, no rebidding will be permitted, and the purchase price as may have been bid on the Bonds shall be adjusted accordingly.

PURPOSE. Proceeds from the sale of the Bonds will be used for (i) constructing, acquiring, purchasing, renovating, equipping, enlarging, and improving the City's utility system and the purchase of materials, supplies, equipment, machinery, land, and rights-of-way for authorized needs and purposes relating to the utility system improvements and (ii) paying professional services related to the design, construction, project management, and financing of the aforementioned projects, including the costs of issuing the Bonds. See "SOURCES AND USES OF FUNDS" in the Preliminary Official Statement.

OPTIONAL REDEMPTION. The City reserves the right, at its option, to redeem Bonds having a stated maturity on February 1, 2028, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, on February 1, 2027, or on any date thereafter, at a price of par, plus accrued interest to the date fixed for redemption.

SERIAL BONDS AND/OR TERM BONDS. Bidders may provide that all the Bonds be issued as serial bonds maturing in accordance with the Maturity Schedule shown above or may provide that any two or more consecutive annual principal amounts be combined into one or more term bonds (the "Term Bonds") provided that such Term Bonds shall be subject to mandatory sinking fund redemption in the amounts and in the years described in the Maturity Schedule above as if such Term Bonds remained serial bonds.

BOOK-ENTRY-ONLY SYSTEM. The City intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York ("DTC") with respect to the issuance of the Bonds. (See "BOOK-ENTRY-ONLY SYTEM" in the Official Statement.)

PAYING AGENT/REGISTRAR. The initial Paying Agent/Registrar shall be ZB, National Association, dba Amegy Bank, Houston, Texas (see "REGISTRATION, TRANSFER AND EXCHANGE" in the Preliminary Official Statement). If the Paying Agent/Registrar becomes unable for any reason to act as Paying Agent/Registrar, the City has covenanted to appoint a successor Paying Agent/Registrar.

SECURITY FOR PAYMENT. The Bonds are payable, together with the currently outstanding Previously Issued Bonds, solely from and equally and ratably secured by a first and prior lien on and pledge of the Net Revenues of the System. The Bonds do not constitute general obligations of the City, the State of Texas or any political subdivision of the State of Texas. The holder or owner of the Bonds shall never have the right to demand payment out of funds raised or to be raised from taxation. (See "THE BONDS – Security for Payment" in the Preliminary Official Statement.)

OFFICIAL STATEMENT AND OTHER TERMS AND COVENANTS IN THE ORDINANCE. Further details regarding the Bonds and certain covenants of the City contained in the Ordinance are set forth in the Preliminary Official Statement to which reference is made for all purposes.

CONDITIONS OF THE SALE

THE INITIAL BONDS AND DENOMINATIONS OF BONDS. The Bonds will be issued only as fully registered obligations in the denomination of \$5,000 or any integral multiple thereof within a maturity.

TYPES OF BIDS AND INTEREST RATES. The Bonds will be sold in one block on an "All or None" basis, and at a price of not less than 102.50% of their principal amount plus accrued interest from the Dated Date to the date of initial delivery of the Bonds to the Initial Purchaser (defined herein); provided, however, that any bid is subject to adjustment as described under the caption "THE BONDS - Adjustment of Principal Amount and Maturity Schedule for the Bonds," which adjustment could result in the price of the Bonds of the bidders premium to exceed the parameters provided above. Bidders are invited to name the rate or rates of interest the Bonds shall bear, provided that each rate bid must be stated in multiples of 1/8th of 1% or 1/20th of 1%, and the maximum rate bid must not exceed 6.00%. The highest rate bid may not exceed the lowest rate bid by more than 3.00% in rate. No limitation is imposed upon bidders as to the number of rates or changes that may be used, provided that all Bonds of one maturity must bear one and the same rate.

No bids with supplemental interest rates will be considered. Each bidder shall state in its bid the total interest cost in dollars and the net effective interest rate determined thereby, which shall be considered informative only and not a part of the bid.

BASIS OF AWARD. For the purpose of awarding sale of the Bonds, the interest cost of each bid will be computed by determining the total cost of all interest on the Bonds from the Dated Date to their respective stated maturities, using the table of Bond Years herein. Subject to the City's right to reject any or all bids and to waive irregularities, except time of filing, the Bonds will be awarded to the bidder (the "Initial Purchaser" or "Purchaser") whose bid, based on the above computation, produces the lowest net interest cost to the City. In case of a tie, the City reserves the right to determine which bidder will be awarded the Bonds in accordance with applicable Texas law.

After selecting the winning bid, the principal authorization schedule may be adjusted as determined by the City's Board and its Financial Advisor in cooperation with the Purchaser in \$5,000 increments to reflect the actual interest rates and to create level debt service to the City. Such adjustments will not change the principal amounts due on the Bonds in any year by more than 10%. The City will, in good faith, attempt to communicate such adjustment to the Initial Purchaser within four (4) hours after 3rd opening of the bids.

GOOD FAITH DEPOSIT. A Good Faith Deposit, in the form of a Cashier's Check payable to "City of Seguin, Texas," in the amount of \$199,000.00* is required. The Good Faith Deposit of the Purchaser will be retained uncashed by the City until the Bonds are delivered. At that time, it will be returned to the Purchaser uncashed; however, should the Purchaser fail or refuse to take up and pay for the Bonds, said check is to be cashed by the City and the proceeds accepted as full and complete liquidated damages. The above-mentioned Good Faith Deposit may accompany the bid or it may be submitted separately. However, if submitted separately, it shall be made available to the City prior to the opening of the bids. It shall be accompanied by instructions from the bank on which it is drawn which will authorize its use as a Good Faith Deposit by the Purchaser who shall be named in such instructions. No interest will be paid or allowed on any Good Faith Deposit. Checks accompanying the bids of unsuccessful bidders will be returned immediately after the bids are opened and the award of the sale of the Bonds has been made.

ADDITIONAL CONDITION OF AWARD - DISCLOSURE OF INTERESTED PARTY FORM:

New obligation of the City to receive information from winning bidder if bidder is not a publicly traded business entity (a "Privately Held Bidder"). Effective January 1, 2018, pursuant to Texas Government Code Section 2252.908 (the "Interested Party Disclosure Act"), the City may not award the Bonds to a winning bidder which is a Privately Held Bidder unless such party submits a Certificate of Interested Parties Form 1295 (the "Disclosure Form") to the City as prescribed by the Texas Ethics Commission ("TEC"). In the event that a Privately Held Bidder's bid for the Bonds is the best bid received, the City, acting through its financial advisor, will promptly notify the winning Privately Held Bidder. That notification will serve as the City's conditional verbal acceptance of the bid, and will obligate the winning Privately Held Bidder to establish (unless such winning Privately Held Bidder has previously so established) an account with the TEC, and promptly file a completed Disclosure Form, as described below, in order to allow the City to complete the award.

Process for completing the Disclosure Form. For purposes of illustration, the Disclosure Form is attached hereto, and reference should be made to such form for the following information needed to complete it: (a) item 2 - name of the governmental entity (City of Seguin, Texas) and (b) item 3 - the identification number assigned to this contract by the City (USRBonds Series2018-Bid Form) and description of the goods or services (Purchase of the City of Seguin, Texas Utility System Revenue Bonds, Series 2018). **The Interested Party Disclosure Act and the rules adopted by the TEC with respect thereto (the "Disclosure Rules") require a non-publically traded business entity contracting with the City to complete the Disclosure Form electronically at <https://www.ethics.state.tx.us/main/file.htm>, print, sign, and deliver, in physical form, the certified Disclosure Form that is generated by the TEC's "electronic portal" to the City. The executed Disclosure Form must be sent by email, to the City's financial advisor at dwesterman@samcocapital.com, as soon as possible following the notification of conditional verbal acceptance and prior to the final written award.** Upon receipt of the final written award, the Disclosure Form with original signatures must be submitted by mail to Clay Binford, c/o Norton Rose Fulbright US LLP, 300 Convent Street, Suite 2100, San Antonio, Texas 78205, along with a PDF executed version sent to clayton.binford@nortonrosefulbright.com.

Preparations for completion, and the significance of, the reported information. In accordance with the Interested Party Disclosure Act, the information reported by the winning Privately Held Bidder must be declared by an authorized agent of the Privately Held Winning Bidder. No exceptions may be made to that requirement. The Interested Party Disclosure Act and the Disclosure Form provides that such acknowledgment is made "under penalty of perjury." Consequently, a winning Privately Held Bidder should take appropriate steps prior to completion of the Disclosure Form to familiarize itself with the Interested Party Disclosure Act, the Disclosure Rules and the Disclosure Form. Time will be of the essence in submitting the form to the City, and no final award will be made by the City regarding the sale of the Bonds until a completed Disclosure Form is received. If applicable, the City reserves the right to reject any bid that does not satisfy the requirement of a completed Disclosure Form, as described herein. Neither the City nor its consultants have the ability to verify the information included in a Disclosure Form, and neither party has an obligation nor undertakes responsibility for advising any bidder with respect to (1) the bidder's obligation to submit the Disclosure Form or (2) the proper completion of the Disclosure Form.

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Consequently, an entity intending to bid on the Bonds should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form, if required, promptly upon notification from the City that its bid is the conditional winning bid. Instructional videos on logging in and creating a certificate are provided on the TEC's website at https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm.

ADDITIONAL CONDITION OF AWARD - COMPLIANCE WITH H.B. 89 AND S.B. 252, 85TH TEXAS LEGISLATURE: To the extent the sale of Bonds that is the subject of this Notice of Sale constitutes a contract for goods or services within the meaning of Section 2270.002 of the Texas Government Code, each bidder, through submittal of an executed Official Bid Form, verifies that, except to the extent otherwise required by applicable Federal law, it does not boycott Israel through the term of the agreement set forth in the Official Bid Form. For purposes of this verification, "boycott Israel" means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes.

Each bidder, through submittal of the executed Official Bid Form, acknowledges that it is not a company (as defined in Section 2270.0001(2), Texas Government Code) engaged in business with Iran, Sudan, or any "foreign terrorist organizations" (as defined in Section 2252.151(2), Texas Government Code), except to the extent permitted under federal law, if at all, and that it is not on a list prepared and maintained by the Texas Comptroller of Public Accounts under Sections 2270.0201 or 2252.153, Texas Government Code.

IMPACT OF BIDDING SYNDICATE ON AWARD: For purposes of contracting for the sale of the Bonds, the entity signing the Official Bid Form as Purchaser shall be solely responsible for the payment of the purchase price of the Bonds. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS

INITIAL DELIVERY OF INITIAL BOND. Initial delivery of the Bonds to the Purchaser (the "Initial Delivery") will be accomplished by the issuance of one Initial Bond (also called the "Bonds"), either in typed or printed form, in the aggregate principal amount of \$9,950,000,* payable in stated installments to the Purchaser, signed by manual or facsimile signature by the Mayor and City Secretary of Seguin, Texas, approved by the Texas Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Initial Delivery of the Bonds will be at the designated office of the Paying Agent/Registrar. Upon delivery of the Initial Bonds, they shall be immediately canceled and one definitive Bond for each maturity payable to Cede & Co. will be exchanged therefore and delivered to DTC in connection with DTC's Book-Entry-Only System. Payment for the Bonds must be made in immediately available funds for unconditional credit to the City, or as otherwise directed by the City. The Purchaser will be given seven (7) business days' notice of the time fixed for delivery of the Bonds. It is anticipated that delivery of the Initial Bond can be made on or about June 12, 2018. If for any reason the City is unable to make delivery by June 12, 2018, then the City shall immediately contact the Purchaser and offer to allow the Purchaser to extend for an additional up to thirty (30) days its obligation to take up and pay for the Bonds. If the Purchaser does not so elect within six (6) days thereafter, then its Good Faith Deposit will be returned and both the City and the Purchaser shall be relieved of further obligation. In no event shall the City be liable for any damages by reason of its failure to deliver the Bonds, provided such failure is due to circumstances beyond the City's reasonable control.

DTC DEFINITIVE BONDS. After delivery of the Initial Bond, the Bonds will be issued in Book-Entry-Only form. Cede & Co. is the nominee for DTC. All references herein to the registered owner of the Bonds shall mean Cede & Co. and not the Beneficial Owners of the Bonds. Purchasers of beneficial interests in the Bonds will be made in Book-Entry-Only form (without registered Bonds) in the denomination of \$5,000 principal amount or any integral multiple thereof. Under certain limited circumstances described herein, the City may determine to forego immobilization of the Bonds at DTC, or another securities depository, in which case such beneficial interests would become exchangeable for one or more fully registered obligations of like principal amount for the Bonds.

CUSIP NUMBERS. It is anticipated that CUSIP identification numbers will appear on the Bonds, but neither the failure to print or type such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Purchaser to accept delivery of and pay for the Bonds in accordance with the terms of the Official Bid Form and this Official Notice of Sale. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the City; however, the CUSIP Service Bureau charge for the assignment of the numbers shall be paid by the Purchaser.

CONDITIONS OF DELIVERY. The Purchaser's obligation to take up and pay for the Bonds is subject to the issuance of an approving opinion of the Texas Attorney General, the Purchaser's acknowledgment of the receipt of the Initial Bond, the opinion and the Purchaser's receipt of the legal opinion of Bond Counsel (hereafter defined), the no-litigation certificate, and a certificate as to Official Statement, all as described in the Preliminary Official Statement.

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In order to provide the City with information required to enable it to comply with certain conditions of the Internal Revenue Code of 1986, as amended (the "Code") relating to the exclusion of interest on the Bonds from the gross income of their owners, the Purchaser will be required to complete, execute, and deliver to the City (on or before the date of Initial Delivery of the Bonds) a certification as to their "issue price" (the "Issue Price Certificate") in the form and to the effect attached hereto or accompanying this Official Notice of Sale, subject to the conditions set forth in "ESTABLISHMENT OF ISSUE PRICE" below.

ESTABLISHMENT OF ISSUE PRICE:

The winning bidder shall assist the City in establishing the issue price of the Bonds and shall execute and deliver to the City by the date of Initial Delivery an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public, together with the supporting pricing wires or equivalent communications, such issue price certificate substantially in the form attached hereto, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the City, and Norton Rose Fulbright US LLP, the City's Bond Counsel (but not to the extent that would preclude the establishment of issue price of the Bonds under applicable federal regulations). All actions to be taken by the City under this Official Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the City by the City's Financial Advisor and any notice or report to be provided to the City may be provided to the City's Financial Advisor.

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

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

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

In the event that the competitive sale requirements are not satisfied, the City shall so advise the winning bidder. In such event, the City intends to treat the initial offering price to the public (defined below) as of the sale date (defined below) of each maturity of the Bonds as the issue price of that maturity (the "hold-the-offering-price rule"). The City shall promptly advise the winning bidder, at or before the time of award of the Bonds, if the competitive sale requirements were not satisfied, in which case the hold-the-offering-price rule shall apply to the Bonds. **Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied and the hold-the-offering-price rule applies.** In the event that the competitive sale requirements are not satisfied, resulting in the application of the hold-the-offering price rule, the issue price certificate shall be modified as necessary in the reasonable judgment of Bond Counsel and the City.

By submitting a bid, the winning bidder shall (i) confirm that the underwriters have offered or will offer the Bonds to the public on or before the date of award at the offering price or prices (the "initial offering price"), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the Bonds, that the underwriters will neither offer nor sell unsold Bonds of any maturity to which the hold-the-offering-price rule applies to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

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

The winning bidder shall promptly advise the City when the underwriters have sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the date of Initial Delivery has occurred, until the 10% test has been satisfied as to the Bonds of that maturity or until all Bonds of that maturity have been sold. The 10% test shall be considered satisfied with respect to a maturity when at least 10% of the Bonds of that maturity have been sold to the public at a particular price.

The City acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the retail distribution agreement and the related pricing wires. The City further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the Bonds.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) to comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to (A) report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public and (B) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Bonds to any person that is a related party (defined below) to an underwriter shall not constitute sales to the public for purposes of this Official Notice of Sale. Further, for purposes of this section of the Official Notice of Sale entitled "ESTABLISHMENT OF ISSUE PRICE":

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

LEGAL OPINIONS. The City will furnish to the representative of the Purchaser a complete transcript of proceedings incident to the authorization and issuance of the Bonds, including the approving legal opinion of the Attorney General of the State of Texas, that the Bonds are valid and legally binding obligations of the City and, based upon examination of such transcript of proceedings, the legal opinion of Norton Rose Fulbright US LLP, San Antonio, Texas ("Bond Counsel"). In addition, the City will receive an opinion from Bond Counsel to the effect that the interest on the Bonds, assuming continued compliance with the provisions of the Ordinance, (1) is excludable from the gross income of the owners thereof for federal income tax purposes under the law existing on the date of Initial Delivery of the Bonds, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof who are individuals or, except as described under "TAX MATTERS" in the Preliminary Official Statement, corporations. The opinion of Bond Counsel will be attached to the Bonds delivered to DTC. (See "TAX MATTERS" in the Preliminary Official Statement.)

NO-LITIGATION CERTIFICATE. The City will furnish an executed certificate to the Purchaser to the effect that no litigation of any nature has been filed or is then pending to restrain or enjoin the issuance or delivery of the Bonds, or which would affect the provisions for their payment or security, or in any manner questioning the validity of said Bonds.

CERTIFICATION OF OFFICIAL STATEMENT. At the time of payment for, and initial delivery of, the Initial Bond, the City will execute and deliver to the Purchaser a certificate in the form set forth in the Preliminary Official Statement. (See "OTHER PERTINENT INFORMATION - Authorization of the Official Statement" in the Preliminary Official Statement.)

CHANGES IN TAX-EXEMPT STATUS. At any time before the Bonds are tendered for delivery, the Purchaser may withdraw his bid if the interest received by private holders from obligations of the same type and character shall be declared to be taxable income under present federal income tax laws, either by ruling of the Internal Revenue Service or by a decision of any federal court, or shall be declared taxable or be required to be taken into account in computing any federal income taxes, by the terms of any federal income tax law (other than as described in the Preliminary Official Statement under "TAX MATTERS").

GENERAL CONSIDERATIONS

FINANCIAL ADVISOR. SAMCO Capital Markets, Inc. is employed as Financial Advisor to the City in connection with the issuance of the Bonds and will not submit a bid. SAMCO Capital Markets, Inc., has also been designated as the City's independent registered municipal advisor. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. SAMCO Capital Markets, Inc., in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

NOT AN OFFER TO SELL. The Official Notice of Sale does not alone constitute an offer to sell, but is merely a Notice of Sale of Bonds as directed by the City Council of the City. The offer by the City Council of the City to sell the Bonds to the successful bidder is being made by means of the Official Notice of Sale, the Preliminary Official Statement and the Official Bid Form. Prospective bidders are urged to examine the Preliminary Official Statement carefully to determine the investment quality of the Bonds.

REGISTRATION AND QUALIFICATION OF BONDS FOR SALE. The sale of the Bonds has not been registered under the federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Bonds have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been qualified under the securities acts of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for 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 provisions.

It is the obligation of the Purchaser to register or qualify the sale of the Bonds under the securities laws of any jurisdiction that so requires. The City agrees to cooperate, at the Purchaser's written request and expense, in registering or qualifying the Bonds, or in obtaining an exemption from registration or qualification in any state where such action is necessary; provided, however, that the City shall not be required to consent to a general consent to service of process in any jurisdiction.

MUNICIPAL BOND RATING. The City has made application to Fitch Ratings, Inc. ("Fitch") and S&P Global Ratings, ("S&P") for contract ratings on the Bonds. The results will be made available as soon as possible. See "OTHER PERTINENT INFORMATION - Municipal Bond Ratings" in the Preliminary Official Statement.

MUNICIPAL BOND INSURANCE. The City is requesting qualification for the issuance of a municipal bond insurance policy in conjunction with this issue of Bonds. If qualified and a municipal bond insurance policy is obtained, the associated premium is the responsibility of the Initial Purchaser. Any fees to be paid to Moody's as a result of said insurance will be paid by the Initial Purchaser. The fees of Fitch and S&P will be paid by the City. It will be the duty of the Initial Purchaser to disclose the existence of insurance, its terms and the effect thereof with respect to the reoffering of the Bonds and any other information or certifications which may be required to determine the effect of such insurance on the yield of the Bonds for federal income tax purposes. If the Initial Purchaser elects to purchase a municipal bond insurance policy, and between the date of purchase and the Closing Date, the claims paying ability of the provider of such policy is downgraded, such downgrade shall not provide a basis for the Initial Purchaser's failure to complete its purchase of the Bonds.

OFFICIAL STATEMENT

By accepting the winning bid, the City agrees to the following representations and covenants to assist the Purchaser in complying with Rule 15c2-12, as amended (the "Rule"), of the United States Securities and Exchange Commission ("SEC").

THE PRELIMINARY OFFICIAL STATEMENT AND COMPLIANCE WITH THE RULE. The City will approve and authorize the accompanying Preliminary Official Statement and, for the limited purpose of complying with the Rule, will deem such Preliminary Official Statement to be "final" as of its date within the meaning of the Rule for the purpose of review prior to bidding. To the best knowledge and belief of the City, the Preliminary Official Statement contains information, including financial information and operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Bonds. Representations made and to be made by the City concerning the absence of material misstatements and omissions in the Preliminary Official Statement are addressed elsewhere in this Official Notice of Sale and Bidding Instructions and in the Preliminary Official Statement.

The City will furnish to the Purchaser, acting through a designated senior representative, in accordance with instructions received from the Purchaser, within seven (7) business days after the sale date, an aggregate maximum of fifty (50) copies of the final Official Statement, together with information regarding interest rates and other terms relating to the reoffering of the Bonds. The City agrees to provide, or cause to be provided, to the Purchaser the Preliminary Official Statement and the Official Statement and any amendments or supplements thereto in a designated electronic format (or printed format with respect to the final Official Statement) as may be required for the Purchaser to comply with the Rule or the rules of the Municipal Securities Rulemaking Board ("MSRB"). The City consents to the distribution of such documents in a designated electronic format. Upon receipt, the Purchaser shall promptly file the Official Statement with the MSRB in accordance with the MSRB Rule G-32. The Purchaser will be responsible for providing information concerning the City and the Bonds to subsequent purchasers of the Bonds, and the City will undertake no responsibility for providing such information other than to make the Official Statement available to the Purchaser as provided herein. The City's obligation to supplement the Official Statement to correct key representations determined to be omitted or materially misleading, after the date of the Official Statement, shall terminate 25 days after the sale date.

The City Council has, in the Ordinance authorizing the issuance of the Bonds, confirmed its approval of the form and content of the Official Statement, and any addenda, supplement or amendment thereto, and authorized its use in the reoffering of the Bonds by the Purchaser.

CONTINUING DISCLOSURE AGREEMENT. The City will agree in the Ordinance to provide certain periodic information and notices of specified events in accordance with the Rule, as described in the Preliminary Official Statement under "CONTINUING DISCLOSURE OF INFORMATION." The Purchaser's obligation to accept and pay for the Bonds is conditioned upon delivery to the Purchaser or its agent of a certified copy of the Ordinance containing the agreement described under such heading.

COMPLIANCE WITH PRIOR UNDERTAKINGS. During the past five years, the City has complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule.

AUTHENTICITY OF FINANCIAL INFORMATION. The financial data and other information contained in the Preliminary Official Statement have been obtained from the City's records, audit reports and other sources which are believed to be reliable. Both the Official Notice of Sale and the Preliminary Official Statement, including the distribution thereof, will be approved by the City Council of the City pursuant to the Ordinance.

The City Council will approve the form and content of the Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement and will authorize the use thereof in its initial offering of the Bonds. On the date of the sale, the City Council will, in the Ordinance authorizing the issuance of the Bonds, reconfirm its approval of the form and content of the Preliminary Official Statement, and any addenda, supplements, and amendments thereto, and authorize its further use in the reoffering of the Bonds by the Initial Purchaser.

CITY OF SEGUIN, TEXAS

/s/

Mayor

ATTEST:

/s/

City Secretary

May 7, 2018

OFFICIAL BID FORM

May 15, 2018

The Honorable Mayor and
Members of the City Council
City of Seguin
205 N. River Street
Seguin, Texas 78155

Honorable Mayor and Members of the City Council:

Reference is made to your "Official Notice of Sale" and "Preliminary Official Statement" dated May 7, 2018, concerning \$9,950,000* CITY OF SEGUIN, TEXAS UTILITY SYSTEM REVENUE BONDS, SERIES 2018 (the "Bonds"), which are made a part hereof.

For your legally issued Bonds, as described in said "Official Notice of Sale" and "Preliminary Official Statement," we will pay a price of \$_____ (not less than 102.50% of the par value thereof), plus accrued interest, for Bonds maturing on February 1 in the year and in the amount and interest rate shown below:

<u>Principal Amount(\$)</u>	<u>Stated Maturity</u>	<u>Interest Rate(%)</u>	<u>Yield(%)</u>	<u>Principal Amount(\$)</u>	<u>Stated Maturity</u>	<u>Interest Rate(%)</u>	<u>Yield(%)</u>
125,000	2019	_____	_____	375,000	2029	_____	_____
125,000	2020	_____	_____	385,000	2030	_____	_____
140,000	2021	_____	_____	405,000	2031	_____	_____
150,000	2022	_____	_____	420,000	2032	_____	_____
150,000	2023	_____	_____	440,000	2033	_____	_____
335,000	2024	_____	_____	460,000	2034	_____	_____
350,000	2025	_____	_____	480,000	2035	_____	_____
350,000	2026	_____	_____	530,000	2036	_____	_____
355,000	2027	_____	_____	580,000	2037	_____	_____
365,000	2028	_____	_____	3,430,000	2038	_____	_____

As indicated below, Bidder has elected to bid one or more Term Bonds with each Term Bond consisting of two or more consecutive annual principal amounts accumulated from the maturity schedule above (subject to the City's ability to adjust the size of individual maturities) (the "Term Bonds"). For those years of the Bonds which have been combined into Term Bonds, the principal amounts shown in the maturity schedule above shall be redeemed in each such year except for the principal amounts shown in the year of the Term Bonds maturity date which shall be payable at maturity. The Term Bonds created are as follows:

<u>Term Bonds Maturity Date</u>	<u>Year of First Mandatory Redemption</u>	<u>Principal Amount of Term Bonds(\$)*</u>	<u>Interest Rate(%)</u>	<u>Initial Yield(%)</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Our calculation of the interest cost in accordance with the above bid is:

GROSS INTEREST COST	\$ _____
LESS: DOLLAR AMOUNT OF PREMIUM	_____
NET INTEREST COST	\$ _____
EFFECTIVE INTEREST RATE	_____ %

A Cashier's Check of Frost Bank, in the amount \$199,000.00, which represents our Good Faith Deposit (is attached hereto/has been made available to you prior to the opening of this bid) and is submitted in accordance with the terms as set forth in the Official Notice of Sale. Upon delivery of the Bonds, said check is to be applied to the purchase price of the Bonds, or is to be returned as directed by us.

* Preliminary, subject to change (see "THE BONDS - Adjustment of Principal Amount and Maturity Schedule for the Bonds" and "CONDITIONS OF THE SALE - Basis of Award").

We agree to accept delivery of and make payment for the Bonds utilizing the book-entry-only system through DTC and make payment for the Initial Bonds in immediately available funds in the Corporate Trust Division, ZB, National Association, dba Amegy Bank, Houston, Texas, not later than 10:00 A.M., Central Time, on June 12, 2018, or thereafter on the date the Bonds are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

The "Initial Bond" shall be registered in the name of _____, which will, upon payment for the Bonds, be cancelled by the Paying Agent/Registrar. The Bonds will then be registered in the name of Cede & Co. (DTC's partnership nominee), under the book-entry-only system.

Additionally, a bona fide public offering of the Bonds will be made. At or before the initial delivery of the Bonds the undersigned agrees to furnish the City a certificate regarding the offering price of the Bonds in substantially the form and content attached to the Official Notice of Sale. It will be the obligation of the Purchaser of the Bonds to complete and file the DTC Eligibility Questionnaire.

The undersigned agrees to the provisions of the Official Notice of Sale under the heading "DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS - ESTABLISHMENT OF ISSUE PRICE" and, as evidence thereof, agrees to complete, execute and deliver to the City by the date of Initial Delivery of the Bonds, a certificate relating to the "issue price" of the Bonds in the form and to the effect attached to or accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to the City (as provided under "DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS - ESTABLISHMENT OF ISSUE PRICE").

Through submittal of this executed Official Bid Form, the undersigned verifies that, except to the extent otherwise required by applicable Federal law, it does not and will not "boycott Israel" and is not a company that engages in business with Iran, Sudan, or any "foreign terrorist organizations" and it is not on the Texas Comptroller's list concerning the same prepared and maintained thereby under applicable Texas law, all as more fully provided in the Official Notice of Sale under the heading "ADDITIONAL CONDITION OF AWARD - COMPLIANCE WITH H.B. 89 AND S.B. 252, 85TH TEXAS LEGISLATURE".

For purposes of contracting for the sale of the Bonds, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Bonds. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

Upon notification of conditional verbal acceptance, and if required, the undersigned will submit an electronic form of the Certificate of Interested Parties Form 1295 (the "Disclosure Form") through the Texas Ethics Commission's (the "TEC") electronic portal and the resulting certified Disclosure Form that is generated by the TEC's electronic portal will be printed, signed, notarized and sent by email to the City's financial advisor at dwesterman@samcocapital.com. The undersigned understands that the failure to provide the certified Disclosure Form, if required, will prohibit the City from providing final written award of the enclosed bid.

Respectfully submitted,

(Purchaser)

(Signature – Title)

(Telephone)

(The remainder of this page has been left blank intentionally.)

ACCEPTANCE CLAUSE

ACCEPTED this ___ day of May, 2018 by the City Council of the City of Seguin, Texas subject to and in accordance with the Official Notice of Sale.

Title: _____

(this page intentionally left blank)

EXHIBIT I
\$9,950,000*
CITY OF SEGUIN, TEXAS
UTILITY SYSTEM REVENUE BONDS, SERIES 2018

ISSUE PRICE CERTIFICATE

The undersigned, on behalf of _____, _____, _____ (“_____”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Bonds”) of the City of Seguin, Texas (the “Issuer”).

1. Reasonably Expected Initial Offering Price.

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

(b) _____ was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by _____ constituted a firm offer to purchase the Bonds.

2. Defined Terms.

(a) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

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

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is May 15, 2018.

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

* Preliminary. Subject to change.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents _____ interpretation of any laws, including specifically sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate with respect to the Bonds and with respect to compliance with the federal income tax rules affecting the Bonds, and by Norton Rose Fulbright US LLP in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

By: _____

Name: _____

Title: _____

Dated: _____

EXECUTED and DELIVERED this ____ day of May 2018

(Name of Purchaser or Manager of Purchasing Syndicate)

By: _____

Title: _____

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PRELIMINARY OFFICIAL STATEMENT
Dated May 7, 2018

NEW ISSUE - BOOK-ENTRY-ONLY

Ratings: Fitch - Applied For
S&P - Applied For
(See "BOND INSURANCE," "BOND INSURANCE
GENERAL RISKS," and "OTHER PERTINENT
INFORMATION - Municipal Bond Ratings" herein)

In the opinion of Bond Counsel (defined herein), assuming continuing compliance by the City (defined herein) after the date of initial delivery of the Bonds (defined herein) with certain covenants contained in the Ordinance (defined herein) and subject to the matters set forth under "TAX MATTERS" herein, interest on the Bonds for federal income tax purposes under existing statutes, regulations, published rulings, and court decisions (1) will be excludable from the gross income of the owners thereof pursuant to section 103 of the Internal Revenue Code of 1986, as amended to the date of initial delivery of the Bonds, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof. See "TAX MATTERS" herein.

\$9,950,000*
CITY OF SEGUIN
(A political subdivision of the State of Texas located in Guadalupe County, Texas)
UTILITY SYSTEM REVENUE BONDS,
SERIES 2018

Dated Date: May 15, 2018

Due: February 1, as shown on page -ii- herein

The City of Seguin, Texas Utility System Revenue Bonds, Series 2018 (the "Bonds") are special obligations payable solely from the net revenues derived by the City of Seguin, Texas (the "City") from its combined electric, water and wastewater system (the "System"). The Bonds, together with certain currently outstanding Previously Issued Bonds and any Additional Parity Bonds hereafter issued, are payable solely from and equally and ratably secured by a first lien on and pledge of the Net Revenues of the System. The Bonds do not constitute general obligations of the City, the State of Texas or any political subdivision of the State of Texas. The holder or owner of the Bonds shall never have the right to demand payment out of funds raised or to be raised from taxation.

Interest on the Bonds will accrue from the Dated Date as shown above, will be payable on February 1 and August 1 of each year, commencing August 1, 2018 until stated maturity or prior redemption, and will be calculated on the basis of a 360-day year of twelve 30-day months. The definitive Bonds will be issued as fully registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository. Book-entry interests in the Bonds will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Bonds ("Beneficial Owners") will not receive physical delivery of Bonds representing their interest in the Bonds purchased. So long as DTC or its nominee is the registered owner of the Bonds, the principal of and interest on the Bonds will be payable by Amegy Bank, a division of ZB, National Association, Houston, Texas, as the initial Paying Agent/Registrar, to Cede & Co., which will in turn remit such principal and interest to its participants, which will in turn remit such principal and interest to the Beneficial Owners of the Bonds. (See "BOOK -ENTRY-ONLY SYSTEM" herein.)

Proceeds from the sale of the Bonds will be used for (i) constructing, acquiring, purchasing, renovating, equipping, enlarging, and improving the City's utility system and the purchase of materials, supplies, equipment, machinery, land, and rights-of-way for authorized needs and purposes relating to the utility system improvements and (ii) paying professional services related to the design, construction, project management, and financing of the aforementioned projects, including the costs of issuing the Bonds. (See "SOURCES AND USES OF FUNDS" and "THE BONDS - Use of Proceeds" herein.)

The City has made application to municipal bond insurance companies to have the payment of the principal of and interest on the Bonds insured by a municipal bond guaranty policy and will consider the purchase of such insurance after an analysis of the bids from such companies has been made. The purchase of such Insurance, if available, and the payment of all associated costs will be at the option and expense of the Purchasers (defined herein). (See "BOND INSURANCE" and "BOND INSURANCE GENERAL RISKS.")

The City has made application to municipal bond insurance companies to have the payment of the principal of and interest on the Bonds insured by a municipal bond guaranty policy. The purchase of such insurance, if available, and the payment of all associated costs will be at the option and expense of the initial Purchasers. (See "BOND INSURANCE" and "BOND INSURANCE GENERAL RISKS.")

SEE MATURITY SCHEDULE, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL YIELDS,
CUSIP NUMBERS, AND REDEMPTION PROVISIONS FOR THE BONDS ON PAGE -II- HEREOF

The Bonds are offered for delivery when, as and if issued and received by the initial purchasers thereof at a competitive sale (the "Purchasers") pursuant to a competitive sale and are subject to the approving opinion of the Attorney General of the State of Texas and the approval of certain legal matters by Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel. See "LEGAL MATTERS" herein for a discussion of Bond Counsel's opinion. It is expected that the Bonds will be available for delivery through the services of DTC, New York, New York, on or about June 12, 2018.

* Preliminary, subject to change.

**MATURITY SCHEDULE, PRINCIPAL AMOUNTS, INTEREST RATES,
INITIAL YIELDS, CUSIP NUMBERS, AND REDEMPTION PROVISIONS**

\$9,950,000⁽¹⁾
CITY OF SEGUIN
(A political subdivision of the State of Texas located in Guadalupe County, Texas)
UTILITY SYSTEM REVENUE BONDS,
SERIES 2018

CUSIP NO. PREFIX⁽²⁾: 815883

<u>Maturity 2/1</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Initial Yield (%)</u>	<u>CUSIP No. Suffix⁽²⁾</u>
2019	125,000			
2020	125,000			
2021	140,000			
2022	150,000			
2023	150,000			
2024	335,000			
2025	350,000			
2026	350,000			
2027	355,000			
2028	365,000			
2029	375,000			
2030	385,000			
2031	405,000			
2032	420,000			
2033	440,000			
2034	460,000			
2035	480,000			
2036	530,000			
2037	580,000			
2038	3,430,000			

(Interest to accrue from Dated Date)

The City reserves the right to redeem the Bonds maturing on and after February 1, 2027, in whole or in part, in the principal amount of \$5,000 or any integral multiple thereof, on February 1, 2026 or any date thereafter, at the redemption price of par plus accrued interest to the date fixed for redemption. If two or more serial bonds of consecutive maturity are combined into one or more "term" Bonds (the "Term Bonds") by the Purchaser, such Term Bonds will be subject to mandatory sinking fund redemption in accordance with the provisions of the Ordinance. See "THE BONDS - Redemption Provisions of the Bonds" herein.

⁽¹⁾ Preliminary, subject to change.

⁽²⁾ CUSIP numbers are included solely for the convenience of the owners of the Bonds. CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Global Markets Intelligence on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. None of the Purchaser, the City, or the Financial Advisor is responsible for the selection or correctness of the CUSIP numbers set forth herein.

CITY OF SEGUIN, TEXAS
205 North River Street
Seguin, Texas 78155

CITY COUNCIL

<u>Name</u>	<u>Position</u>	<u>Years of Service</u>	<u>Term Expires November</u>	<u>Occupation</u>
Don Keil*	Mayor	8	2020	Business Owner
Donna Dodgen	Mayor Pro Tem District 7	3	2018	Businesswoman
Ernest Leal	Councilperson District 1	3	2020	Business Manager
Jeannette Crabb	Councilperson District 2	3	2020	Retired
Phil Seidenberger	Councilperson District 3	1	2018	Retired
Chris Rangel	Councilperson District 4	1	2020	Training Instructor, Seguin ISD
Carlos Medrano	Councilperson District 5	4	2018	Retired
Fonda Mathis	Councilperson District 6	3	2020	Businesswoman
Mark Herbold	Councilperson District 8	1	2018	Retired

* Mr. Keil served as a councilmember from 2006 until his election as Mayor in November 2012.

ADMINISTRATION

<u>Name</u>	<u>Position</u>	<u>Length of Service With City</u>
Douglas G. Faseler ⁽¹⁾	City Manager	18 years
Ricardo Cortes	Assistant City Manager	8 years
Naomi Manski	City Secretary	10 years
Susan Caddell	Director of Finance	24 years
Tracy Stalnaker	Assistant Director of Finance	3 year
Andrew Quittner	City Attorney	4 years

⁽¹⁾ Mr. Faseler was appointed as the City Manager on January 17, 2006. Prior to that date he served as the Assistant City Manager for 10 years.

CONSULTANTS AND ADVISORS

Armstrong, Vaughn & Associates, P.C. Universal City, Texas	Auditors
Norton Rose Fulbright US LLP San Antonio, Texas	Bond Counsel
SAMCO Capital Markets, Inc. San Antonio, Texas	Financial Advisor

For Additional Information Contact:

Duane L. Westerman, Managing Director
 Allen R. Westerman, Managing Director
 SAMCO Capital Markets, Inc.
 1020 N.E. Loop 410., Suite 640
 San Antonio, Texas 78209
 (210) 832-9760
 Fax (210) 832-9794
 Email: dwesterman@samcocapital.com

Douglas G. Faseler, City Manager
 Susan Caddell, Director of Finance
 City of Seguin
 Post Office Box 591
 Seguin, Texas 78155
 (830) 401-2300
 Fax (830) 401-2450
 Email: scaddell@seguintexas.gov

USE OF INFORMATION IN OFFICIAL STATEMENT

For purposes of compliance with Rule 15c2-12 of the United States Securities and Exchange Commission, as amended (the "Rule") and in effect on the date of this Preliminary Official Statement, this document constitutes an "official statement" of the City with respect to the Bonds that has been "deemed final" by the City as of its date except for the omission of no more than the information permitted by the Rule.

No dealer, broker, salesman, or other person has been authorized by the City to give any information or to make any representation with respect to the Bonds, other than as 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 either of the foregoing.

This Official Statement, which includes the cover page, and appendices hereto, does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale. The information set forth herein has been obtained from sources which are believed to be reliable but is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the Purchasers.

The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder will under any circumstances create any implication that there has been no change in the information or opinions set forth herein after the date of this Official Statement. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

The Purchasers have provided the following sentence for inclusion in this Official Statement. The Purchasers have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Purchasers do not guarantee the accuracy or completeness of such information.

THE BONDS ARE EXEMPT FROM REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION AND CONSEQUENTLY HAVE NOT BEEN REGISTERED THEREWITH. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE BONDS IN ACCORDANCE WITH APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THESE BONDS HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION FOR THE PURCHASE THEREOF.

None of the City, the Purchasers, or the Financial Advisor makes any representation or warranty with respect to the information contained in this Official Statement regarding The Depository Trust Company or its Book-Entry-Only System as described herein under the caption "BOOK-ENTRY-ONLY SYSTEM" or with respect to any information concerning any potential Bond insurer or its municipal bond guaranty policy as described herein (or incorporated by reference) under the captions "BOND INSURANCE," "BOND INSURANCE GENERAL RISKS" and "APPENDIX F - Specimen Municipal Bond Insurance Policy."

IN CONNECTION WITH THIS OFFERING, THE PURCHASERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE THE MARKET PRICE OF THIS ISSUE AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

The agreements of the City and others related to the Bonds are contained solely in the contracts described herein. Neither this Official Statement, nor any other statement made in connection with the offer or sale of the Bonds, is to be construed as constituting an agreement with the purchasers of the Bonds. INVESTORS SHOULD READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING ALL APPENDICES ATTACHED HERETO, TO OBTAIN INFORMATION ESSENTIAL TO MAKING AN INFORMED INVESTMENT DECISION WITH RESPECT TO THE BONDS.

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The cover page hereof, the appendices herein and any addenda, supplement or amendment hereto are part of this Official Statement.

OFFICIAL STATEMENT SUMMARY INFORMATION

The following information is qualified in its entirety by more detailed information and financial statements appearing elsewhere in this Official Statement:

THE ISSUER	City of Seguin, Texas (the "City").
THE BONDS.....	The Bonds are issued as "City of Seguin, Texas Utility System Revenue Bonds, Series 2018." Semi-annual interest payments begin on August 1, 2018 and continue on each February 1 and August 1 thereafter until stated maturity or prior redemption. The Bonds are being issued in the principal amount of \$9,950,000.* The Bonds will mature on the dates and pay interest at the rates indicated on the inside cover page hereof.
DATED DATE	May 15, 2018.
REDEMPTION	The Bonds stated to mature on and after February 1, 2027 are subject to optional redemption on February 1, 2026, or any date thereafter, at a price of par plus accrued interest to the date fixed for redemption. (See "THE BONDS - Redemption Provisions of the Bonds" herein.)
SECURITY FOR THE BONDS	The Bonds constitute special obligations of the City and, together with certain currently outstanding Previously Issued Bonds and any Additional Parity Bonds hereafter issued, are payable solely from and equally and ratably secured by a first and prior lien on and pledge of the Net Revenues of the System. (See "THE BONDS - Security for Payment," "BOND INSURANCE," and "BOND INSURANCE GENERAL RISKS" herein.)
BOND INSURANCE	The City has made application to municipal bond insurance companies to have payment of the principal and interest on the Bonds insured by a municipal bond insurance policy. (See "BOND INSURANCE" and "BOND INSURANCE GENERAL RISKS" herein.)
BOOK-ENTRY-ONLY SYSTEM ..	The City intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York relating to the method and timing of payment as to principal and interest of the Bonds and the method of transfer.
TAX EXEMPTION	In the opinion of Bond Counsel, the interest on the Bonds will be excludable from the gross income of the owners thereof for federal income tax purposes under existing law. (See "TAX MATTERS" and "APPENDIX D - Form of Opinion of Bond Counsel" herein.)
USE OF PROCEEDS	Proceeds from the sale of the Bonds will be used for (i) constructing, acquiring, purchasing, renovating, equipping, enlarging, and improving the City's utility system and the purchase of materials, supplies, equipment, machinery, land, and rights-of-way for authorized needs and purposes relating to the utility system improvements and (ii) paying professional services related to the design, construction, project management, and financing of the aforementioned projects, including the costs of issuing the Bonds. (See "SOURCES AND USES OF FUNDS" and "THE BONDS - Use of Proceeds" herein.)
RATINGS.....	The City has made application to Fitch Ratings, Inc. ("Fitch") and S&P Global Ratings ("S&P") for contract ratings on the Bonds. See "BOND INSURANCE" and "OTHER PERTINENT INFORMATION - Municipal Bond Ratings" herein.
FUTURE BOND ISSUES	The City does not anticipate issuing additional utility system revenue debt in the next twelve months.
PAYMENT RECORD	The City has never defaulted on the payment of its bonded indebtedness.
DELIVERY	When issued, anticipated on or about June 12, 2018.
LEGALITY	The Bonds are subject to the approval of legality by the Attorney General of the State of Texas and the approval of certain legal matters by Norton Rose Fulbright US LLP, San Antonio, Texas, as Bond Counsel. See "APPENDIX D - Form of Opinion of Bond Counsel" herein.

* Preliminary, subject to change.

PRELIMINARY OFFICIAL STATEMENT

RELATED TO
\$9,950,000*
CITY OF SEGUIN
(A political subdivision of the State of Texas located in Guadalupe County, Texas)
UTILITY SYSTEM REVENUE BONDS,
SERIES 2018

INTRODUCTION

This Official Statement, which includes the cover page, and the appendices hereto, provides certain information in connection with the issuance by the City of Seguin, Texas (the "City" or the "Issuer") of its Utility System Revenue Bonds, Series 2018 (the "Bonds") in the aggregate principal amount of \$9,950,000.* Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the ordinance authorizing the issuance of the Bonds (the "Ordinance"), except as otherwise indicated herein.

This Official Statement contains descriptions of the Bonds and certain other information about the City and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained upon request from the City and, during the offering period, from the City's Financial Advisor, SAMCO Capital Markets, Inc., 1020 N.E. Loop 410, Suite 640, San Antonio, Texas 78209, upon request by electronic mail or upon payment of reasonable copying, mailing, and handling charges.

This Official Statement speaks only as to its date, and the information contained herein is subject to change. A copy of the Official Statement pertaining to the Bonds will be filed by the Purchasers with the Municipal Securities Rulemaking Board through its Electronic Municipal Markets Access ("EMMA") system. See "CONTINUING DISCLOSURE OF INFORMATION" herein for a description of the City's undertaking to provide certain information on a continuing basis.

THE BONDS

Authority for Issuance

The Bonds are being issued by the City under and pursuant to the provisions of the laws of the State of Texas (the "State"), including Chapter 1502, as amended, Texas Government Code, the City's Home Rule Charter, and the Ordinance.

General Description

The Bonds are dated May 15, 2018 (the "Dated Date") and accrue interest from the Dated Date, and such interest shall be payable on February 1 and August 1 in each year, commencing February 1, 2019, until stated maturity or prior redemption. The Bonds will mature on the dates, in the principal amounts and will bear interest at the rates set forth on the inside cover page of this Official Statement.

Interest on the Bonds is payable to the registered owners appearing on the bond registration books of the Paying Agent/Registrar on the Record Date (defined below) and such interest shall be paid by the Paying Agent/Registrar (i) by check sent by United States mail, first class postage prepaid, to the address of the registered owner recorded in the bond register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. The principal of the Bonds is payable at maturity or redemption, upon their presentation and surrender to the Paying Agent/Registrar. The Bonds will be issued only in fully registered form in any integral multiple of \$5,000 principal for any one maturity.

Initially the Bonds will be registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described herein. **No physical delivery of the Bonds will be made to the owners thereof.** Notwithstanding the foregoing, as long as the Bonds are held in the Book-Entry-Only System, principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See "BOOK-ENTRY-ONLY SYSTEM" herein.

Use of Proceeds

Proceeds from the sale of the Bonds will be used for constructing, acquiring, purchasing, renovating, equipping, enlarging, and improving the City's utility system and the purchase of materials, supplies, equipment, machinery, land, and rights-of-way for authorized needs and purposes relating to the utility system improvements and paying professional services related to the design, construction, project management, and financing of the aforementioned projects, including the costs of issuing the Bonds. See "SOURCES AND USES OF FUNDS" herein.

* Preliminary, subject to change.

Security for Payment

The Bonds constitute special obligations of the City and, together with certain currently outstanding Previously Issued Bonds and any Additional Parity Bonds hereafter issued, are payable solely from and equally and ratably secured by a first and prior lien on and pledge of the Net Revenues of the System. Net Revenues of the System are defined in the Ordinance to be "Gross Revenues of the System, with respect to any period, after deducting the System's Maintenance and Operating Expenses during such period."

Maintenance and Operating Expenses are defined in the Ordinance to be all current expenses of operating and maintaining the System, including all salaries, labor, materials, repairs and extensions necessary to render efficient service; provided, however, that only such repairs and extensions, as in the judgment of the City Council, reasonably and fairly exercised, are necessary to maintain the operations and render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair obligations payable from Net Revenues shall be deducted in determining "Net Revenues". Depreciation charges shall not be considered Maintenance and Operating Expenses. Maintenance and Operating Expenses shall include payments under contracts for the purchase of water supply, treatment of sewage or other materials, goods or services for the System to the extent authorized by law and the provisions of such contract. See "Selected Provisions of the Ordinance" in APPENDIX E.

The owners of the Bonds shall never have the right to demand payment of the Bonds out of any funds raised or to be raised by taxation. The Ordinance does not create a lien or mortgage on properties of the System, except for the Net Revenues. See "THE BONDS - Defaults and Remedies" and "APPENDIX E - Selected Provisions of the Ordinance - Security for the Bonds."

Redemption Provisions of the Bonds

The City reserves the right to redeem the Bonds maturing on February 1, 2027, at the option of the District, in whole or in part, in the principal amount of \$5,000 or any integral multiple thereof, on February 1, 2026 or any date thereafter, at the redemption price of par plus accrued interest to the date of redemption. Additionally, if two or more serial bonds of consecutive maturity are combined into one or more "term" Bonds (the "Term Bonds") by the Purchaser, such Term Bonds will be subject to mandatory sinking fund redemption in accordance with the provisions of the Order.

Selection of Bonds for Redemption

If less than all of the Bonds are to be redeemed, the City shall determine the amounts and maturities thereof to be redeemed and shall direct the Paying Agent/Registrar to select by lot the Bonds or portions thereof, to be redeemed.

Notice of Redemption

Not less than 30 days prior to a redemption date for the Bonds, the City shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to each registered owner of a Bond to be redeemed, in whole or in part, at the address of the registered owner appearing on the registration books relating to the Bonds kept by the Paying Agent/Registrar (the "Security Register") at the close of business on the business day next preceding the date of mailing such notice. ANY NOTICE OF REDEMPTION SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN IRRESPECTIVE OF WHETHER ONE OR MORE BONDHOLDERS FAILED TO RECEIVE SUCH NOTICE.

All notices of redemption shall (i) specify the date of redemption for the Bonds, (ii) identify the Bonds to be redeemed and, in the case of a portion of the principal amount to be redeemed, the principal amount thereof to be redeemed, (iii) state the redemption price, (iv) state the Bonds, or the portion of the principal amount thereof to be redeemed, shall become due and payable on the redemption date specified, and the interest thereon, or on the portion of the principal amount thereof to be redeemed, shall cease to accrue from and after the redemption date, and (v) specify that payment of the redemption price for the Bonds, or the principal amount thereof to be redeemed, shall be made at the designated corporate trust office of the Paying Agent/Registrar only upon presentation and surrender thereof by the registered owner. If a Bond is subject by its terms to redemption and has been called for redemption and notice of redemption thereof has been duly given or waived as provided in the Ordinance, such Bond (or the principal amount thereof to be redeemed) so called for redemption shall become due and payable, and on the redemption date designated in such notice, interest on said Bond (or the principal amount thereof to be redeemed) called for redemption shall cease to accrue and such Bond shall not be deemed to be Outstanding.

The Paying Agent/Registrar and the City, so long as a Book-Entry-Only System is used for the Bonds, will mail any notice of redemption, notice of proposed amendment to the Ordinance or other notices with respect to the Bonds only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the Beneficial Owner, shall not affect the validity of the redemption of the Bonds called for redemption or any other action premised on any such notice. Redemption of portions of the Bonds held by the City will reduce the outstanding principal amount of such Bonds held by DTC. In such event, DTC may implement, through its Book-Entry-Only System, a redemption of such Bonds held for the account of DTC participants in accordance with its rules or other agreements with DTC participants and then DTC participants and indirect participants may implement a redemption of such Bonds from the

Beneficial Owners. Any such selection of Bonds to be redeemed will not be governed by the Ordinance and will not be conducted by the City or the Paying Agent/Registrar. Neither the City nor the Paying Agent/Registrar will have any responsibility to DTC participants, indirect participants or the persons for whom DTC participants act as nominees, with respect to the payments on the Bonds or the providing of notice to DTC participants, indirect participants, or Beneficial Owners of the selection of portions of the Bonds for redemption. See "BOOK-ENTRY-ONLY SYSTEM" herein.

Reserve Fund

Current Reserve Fund. Subject to the springing covenant provisions described below, the Ordinance reaffirms the establishment and maintenance of a Reserve Fund for the payment of the principal of and interest on the Bonds Similarly Secured (which includes the Bonds) when money in the Bond Fund maintained for such purposes is insufficient on any payment date. The amount to be accumulated and maintained as a reserve amount (the "Required Reserve") in such Fund shall be equal to the Average Annual Debt Service Requirement of the Bonds Similarly Secured (calculated on a Fiscal Year basis as of the date the last series of Bonds Similarly Secured Outstanding was delivered). As of the date hereof, the amount in the Reserve Fund is \$2,919,610 (the "Current Reserve"), which is satisfied in its entirety by a debt service reserve surety policy provided by Build America Mutual; following the delivery of the Bonds the new Required Reserve is calculated to be \$_____. Subject to the acquisition of a surety bond policy, if any, beginning on or before the last day of the month next following the month the Bonds are delivered to the purchasers and on or before the last day of each following month until the Required Reserve has been fully accumulated, there shall be deposited into the Reserve Fund from the Net Revenues of the System an amount equal to at least 1/60th of the difference between the Required Reserve and the Current Reserve. After the Required Reserve has been accumulated, monthly deposits to such Fund may be terminated; provided, however, should a deficiency thereafter exist (other than as a result of the issuance of Additional Parity Bonds) in the Required Reserve, the City shall resume monthly deposits to the Reserve Fund calculated to cure the deficiency within 12 months from the date the deficiency occurred. See "APPENDIX E - Selected Provisions of the Ordinance." and "APPENDIX G - Specimen Municipal Bond Debt Service Reserve Insurance Policy."

Under the Ordinance (and the City ordinances authorizing the other currently-outstanding Bonds Similarly Secured), the City is permitted to fund all or part of the Required Reserve by purchasing an insurance policy that will unconditionally obligate the insurance company to pay all or the applicable part of the Required Reserve covered by such policy.

Springing Reserve Fund Covenant. The Ordinance provides that, at such time that no Bonds Similarly Secured that were outstanding as of December 2, 2014 remain outstanding, the following provision will apply to the City's obligation to fund the Reserve Fund in the amount of the Required Reserve:

The City's obligation to fund the Reserve Fund in an amount equal to the Required Reserve shall be suspended for so long as the Net Revenues for each Fiscal Year are equal to at least 110% of the average annual debt services requirements of all Bonds Similarly Secured at such time outstanding. In the event that the Net Revenues for any two consecutive Fiscal Years are less than 110% (unless such percentage is below 100% in any Fiscal Year, in which case the hereinafter-specified requirements will commence after such Fiscal Year) of the average annual debt service requirements of all Bonds Similarly Secured at such time outstanding, the City will be required to commence making the deposits to the Reserve Fund, as provided above, and to continue making such deposits until the earlier of (i) such time as the Reserve Fund contains the Required Reserve or (ii) the Net Revenues for the Fiscal Year have been equal to not less than 110% of the average annual debt service requirements of all Bonds Similarly Secured at such time outstanding.

Upon the effectiveness of this aforementioned "springing" covenant, the City may, at its option (and assuming compliance at such time with the terms that will allow a suspension of the obligation to fund the Reserve Fund), withdraw any cash then on deposit in the Reserve Fund and use such funds for any lawful purpose.

Rate Covenant

The City has covenanted in the Ordinance that it will at all times maintain rates and charges for the sale of electric energy, water, wastewater, or other services furnished, provided, and supplied by the System to the City and all other consumers which will be reasonable and nondiscriminatory and which will produce income and revenues sufficient to pay all expenses of maintenance and operation of the System, to produce Net Revenues equal to at least 1.20 times the debt service requirements on all Bonds Similarly Secured outstanding, to establish and maintain all funds and accounts created for the payment and security of the Bonds Similarly Secured, and to pay all other obligations of the System as and when the same become due. The City's rate covenant is consistent with and supported by the relevant Texas statute concerning rate setting for municipally-owned utilities such as the System. Section 1502.057, Texas Government Code provides that the rates charged by encumbered municipal systems, such as the City, must be "at least a sufficient rate to pay all operating, maintenance, depreciation, replacement, improvement and interest charges in connection with the utility system, and for interest and sinking fund sufficient to pay any public securities issued or obligations incurred to acquire, purchase, construct, improve, enlarge, equip, operate or maintain any property, buildings, structures, activities, services, operations, or other facilities with respect to a utility system." This statute could be amended or repealed by the Texas Legislature. See "APPENDIX E - Selected Provisions of the Ordinance."

Selected Provisions of the Ordinance

The Ordinance authorizing the issuance of the Bonds provides, among other things, for the following:

(1) The Bonds Similarly Secured are payable from and secured by a first lien on and a pledge of the Net Revenues of the System.

(2) All income and revenues derived from the operation and ownership of the System is required to be deposited into a Utility System Fund. The first priority on money expended from the Utility System Fund is the payment of all the reasonable expenses of maintenance and operations of the System. The second priority on money expended from the Utility System Fund is the payment of debt service requirements of the Bonds Similarly Secured (including the Bonds) in equal monthly payments to meet the annual principal payment and the semi-annual payments of interest as they come due and the payment of the amounts to be deposited into the Reserve Fund maintained for the Bonds Similarly Secured to accumulate the Required Reserve. The third priority on money expended from the Utility System Fund is to the payment of other obligations or indebtedness payable from and secured by a lien on and pledge of the Net Revenues of the System that is junior and subordinate to the lien and pledge securing the payment of the Bonds Similarly Secured, including any Inferior Lien Obligations. Any Net Revenues remaining in the Utility System Fund after satisfying the foregoing payments, or making adequate and sufficient provision for the payment thereof, may be appropriated and used by the City for any purpose now or hereafter permitted by law, including a transfer to the City’s general fund as permitted by Chapter 1502, as amended, Texas Government Code.

(3) Among the conditions required to be satisfied for the issuance of additional parity revenue bonds is the requirement that the Net Earnings of the System for the previous fiscal year or for any consecutive twelve month period out of the fifteen months preceding the passage of the ordinance authorizing the issuance of such additional parity revenue bonds, equal (i) 1.40 times the Average Annual Debt Service Requirements of the Bonds Similarly Secured then Outstanding and (ii) 1.10 times the maximum annual debt service to be paid in a Fiscal Year for Bonds Similarly Secured plus the additional parity revenue bonds then being issued.

(4) While the Bonds are Outstanding, rates and charges will be established, revised and modified to provide revenues sufficient to pay the costs of operation and maintenance of the System, and to pay the principal and interest of all of the Bonds Similarly Secured, and subordinate utility system revenue obligations and to maintain the Reserve Funds as provided in their authorizing ordinances.

(5) Insurance coverage on property of the System is to be maintained of a kind and in an amount normally carried by municipalities in Texas operating a similar business or businesses.

See APPENDIX E attached hereto for selected portions of the Ordinance and a more detailed description of covenants, agreements and provisions pertaining to the Bonds and with respect to the System.

Legality

The Bonds are subject to the approval of legality by the Attorney General of the State of Texas and the approval of certain legal matters by Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel. The legal opinion of Bond Counsel will accompany the Bonds deposited with DTC or will be printed on the Bonds. A form of the legal opinion of Bond Counsel appears in APPENDIX D attached hereto.

Delivery

When issued; anticipated on or about June 12, 2018.

Payment Record

The City has never defaulted with respect to the payment of the principal and interest requirements on any of its bonded indebtedness.

Future Bond Issues

The City does not anticipate issuing additional utility system revenue debt in the next twelve months.

Defeasance

Any Bond will be deemed paid and shall no longer be considered to be outstanding within the meaning of the Ordinance when payment of the principal of and interest on such Bond to its stated maturity or redemption date will have been made or will have been provided by depositing with the Paying Agent/Registrar, or an authorized escrow agent, (1) cash in an amount sufficient to make such payment, (2) Government Obligations of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest

earnings therefrom, be sufficient to make such payment, or (3) a combination of money and Government Obligations. The foregoing deposits shall be certified by an independent accounting firm, the City's Financial Advisor, the Paying Agent/Registrar, or such other qualified institution as specified in the Order

The Ordinance provides that "Government Obligations" means (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the City authorizes the defeasance, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that on the date the governing body of the City adopts or approves the proceedings authorizing the financial arrangements have been refunded and are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (d) any additional securities and obligations hereafter authorized by State law as eligible for use to accomplish the discharge of obligations such as the Bonds. City officials are authorized to restrict such eligible securities as deemed appropriate. The City has additionally reserved the right in the Ordinance, subject to satisfying the requires of (1) and (2) above, to substitute other Government Obligations originally deposited, to reinvest the uninvested money on deposit for such defeasance and to withdraw for the benefit of the City money in excess of the amount required for the defeasance. City official are authorized to limit these eligible securities as deemed necessary in connection with the sale of the Bonds. There is no assurance that the ratings for U.S. Treasury securities acquired to defease any Bonds, or those for any other Government Obligations, will be maintained at any particular rating category. Further, there is no assurance that current State law will not be amended in a manner that expands or contracts the list of permissible defeasance securities (such list consisting of these securities identified in clauses (a) through (c) above), or any rating requirement thereon, that may be purchased with defeasance proceeds relating to the Bonds ("Defeasance Proceeds"), though the City has reserved the right to utilize any additional securities for such purpose in the event the aforementioned list is expanded. Because the Ordinance does not contractually limit such permissible defeasance securities and expressly recognizes the ability of the City to use lawfully available Defeasance Proceeds to defease all or any portion of the Bonds, registered owners of Bonds are deemed to have consented to the use of Defeasance Proceeds to purchase such other defeasance securities, notwithstanding the fact that such defeasance securities may not be of the same investment quality as those currently identified under State law as permissible defeasance securities.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid for purposes of applying any debt limitation on indebtedness or for purposes of taxation. 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 City 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 City: (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.

Amendments

The City may amend the Ordinance without the consent of or notice to any registered owners in any manner not detrimental to the interests of the registered owners, including the curing of any ambiguity, inconsistency, or formal defect or omission therein. In addition, the City may, with the written consent of the holders of a majority in aggregate principal amount of the Bonds then outstanding, amend, add to, or rescind any of the provisions of the Ordinance; except that, without the consent of all of the registered owners of the Bonds then outstanding, no such amendment, addition, or rescission may (1) change the date specified as the date on which the principal of, or any installment of interest on any Bond is due and payable, reduce the principal amount thereof, or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the percentage of the aggregate principal amount of Bonds required to be held for consent to any amendment, addition, or waiver.

Default and Remedies

If the City defaults in the payment of principal or interest on the Bonds when due, or if it fails to make payments into any fund or funds created in the Ordinance, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Ordinance, the registered owners may seek a writ of mandamus to compel City officials to carry out their legally imposed duties with respect to the Bonds if there is no other available remedy at law to compel performance of the Bonds or Ordinance and the City's obligations are not uncertain or disputed. The issuance of a writ of mandamus is controlled by equitable principles, and with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinance does not provide for the appointment of a trustee to represent the interest of the bondholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On June 30, 2006, the Texas Supreme

Court ruled in *Tooke v. City of Mexia* 197 S.W.3d 325 (Tex. 2006) that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in “clear and unambiguous” language. Furthermore, *Tooke*, and subsequent jurisprudence, held that a municipality is not immune from suit for torts committed in the performance of its proprietary functions, as it is for torts committed in the performance of its governmental functions (the “Proprietary-Governmental Dichotomy”). Governmental functions are those that are enjoined on a municipality by law and are given by the State as a part of the State’s sovereignty, to be exercised by the municipality in the interest of the general public, while proprietary functions are those that a municipality may, in its discretion, perform in the interest of the inhabitants of municipality.

In *Wasson Interests, Ltd., v. City of Jacksonville*, No. 14-0645 at 18, (Tex. April 1, 2016), available at <http://docs.texasappellate.com/scotx/op/14-0645/2016-04-01.brown.pdf> (“*Wasson*”) the Texas Supreme Court (the “Court”) addressed whether the distinction between governmental and proprietary acts (as found in tort-based causes of action) applies to breach of contract claims against municipalities. The Court analyzed the rationale behind the Proprietary-Governmental Dichotomy to determine that “a city’s proprietary functions are not done pursuant to the ‘will of the people’” and protecting such municipalities “via the [S]tate’s immunity is not an efficient way to ensure efficient allocation of [S]tate resources”. While the Court recognized that the distinction between government and proprietary functions is not clear, the *Wasson* opinion held that Proprietary-Governmental Dichotomy applies in contract-claims context. Therefore, in regard to municipal contract cases (as in tort claims), it is incumbent on the courts to determine whether a function is proprietary or governmental based upon the statutory guidance and definitions found in the Texas Civil Practice and Remedies Code.

Notwithstanding the foregoing new case law issued by the Court, such sovereign immunity issues have not been adjudicated in relation to bond matters (specifically, in regard to the issuance of municipal debt). Each situation will be prospectively evaluated based on the facts and circumstances surrounding the contract in question to determine if a suit, and subsequently, a judgment, is justiciable against a municipality.

If a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City’s property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code (“Chapter 9”). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, such as the Net Revenues, such provision is subject to judicial construction. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or bondholders of an entity which has sought protection under Chapter 9. Therefore, should the City avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Ordinance and the Bonds are qualified with respect to the customary rights of debtors relative to their creditors and general principles of equity that permit the exercise of judicial discretion

Perfection of Security for the Bonds

Chapter 1208, as amended, Texas Government Code, applies to the issuance of the Bonds and the pledge of the Net Revenues, and such pledge is therefore, valid, effective and perfected. Should Texas law be amended while the Bonds are outstanding and unpaid, the result of such amendment being that the pledge of the Net Revenues is to be subject to the filing requirements of Chapter 9, Texas Business and Commerce Code, in order to preserve to the registered owners of the Bonds a security interest in such pledge, the City agrees to take such measures as it determines are reasonable and necessary to enable a filing to perfect a security interest in said pledge to occur.

Prior Springing Covenants

The ordinances of the City authorizing the currently outstanding Previously Issued Bonds contained a covenant (the “No Competition Covenant”) that provides that, to the extent the City legally may, and for so long as any Bonds Similarly Secured or any interest thereon are Outstanding, no franchise shall be granted for the installation or operation of any competing utility system other than that owned by the City, and the operation of any such systems by anyone other than the City is thereby prohibited. However, as described herein, the City has modified the language of the No Competition Covenant, which as modified is included in Section 25(d) of the Ordinance, to add a “springing provision” to the No Competition Covenant which does not take effect until such time as the Bonds Similarly Secured issued on or before December 16, 1997 are no longer Outstanding. This “springing provision” amending the No Competition Covenant provides that when the Bonds Similarly Secured issued on or before December 16, 1997 are no longer outstanding, the City expressly reserves the right to eliminate or modify the No Competition Covenant at its sole discretion for any purpose or in order to comply with then existing federal or Texas law. The City previously enacted this “springing provision” in order to maximize its flexibility in addressing the City’s options to compete in the deregulated electric market under federal and Texas law. As noted above, the “springing provision” does not become legally effective until such time as the Bonds Similarly Secured issued on or before December 16, 1997 are no longer Outstanding. Given that no Bonds Similarly Secured issued on or before December 16, 1997, are currently outstanding, the City may

exercise its right reserved in the "springing provision" to eliminate or modify the No Competition Covenant. Such action, however, is not intended to signal that the City intends to open its boundaries to competition, as the City Council has not formally considered taking such action, and the management of the City does not expect that any decision in that respect will be made by the City Council in the immediate future. The City has also included changes applicable to the defeasance section of the Ordinance by revising the definition of "Government Obligations" as defeasance obligations to effectuate changes in Texas law that became effective on September 1, 1999. See "APPENDIX E - Selected Provisions of the Ordinance."

REGISTRATION, TRANSFER AND EXCHANGE

Paying Agent/Registrar

The initial Paying Agent/Registrar is Amegy Bank, a division of ZB, National Association, Houston, Texas. The Bonds will be issued in fully registered form in multiples of \$5,000 for any one stated maturity, and principal and semiannual interest will be paid by the Paying Agent/Registrar. If the Bonds are not held in the Book-Entry-Only System, interest on the Bonds will be paid by check or draft mailed on each interest payment date by the Paying Agent/Registrar to the registered owner at the last known address as it appears on the Paying Agent/Registrar's books on the Record Date (see "REGISTRATION, TRANSFER AND EXCHANGE - Record Date" herein) or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the registered owner, and principal of the Bonds will be paid to the registered owner at stated maturity or earlier redemption upon presentation to the Paying Agent/Registrar.

Successor Paying Agent/Registrar

The City covenants that until the Bonds are paid it will at all times maintain and provide a Paying Agent/Registrar. In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the City, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar selected by the City shall be a bank, trust company, financial institution or other entity duly qualified and legally authorized to serve and perform the duties of Paying Agent/Registrar for the Bonds. Upon any change in the Paying Agent/Registrar for the Bonds, the City will promptly cause a notice thereof to be sent to each registered owner of the Bonds by United States mail, first class, postage prepaid, which notice shall give the address of the new Paying Agent/Registrar.

Record Date

The record date ("Record Date") for determining the person entitled to the payment of interest on a Bond is the fifteenth day of the month next preceding each interest payment date.

If the date for the payment of the principal or interest on the Bonds is a Saturday, a Sunday, a legal holiday or a day on which banking institutions in the city where the corporate trust office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment is the next succeeding day which is not such a day and payment on such date will have the same force and effect as if made on the original date payment was due.

Special Record Date for Interest Payment

In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be 15 days after the Special Record Date) must be sent at least five business days prior to the Special Record Date by United States mail, first class, postage prepaid, to the address of each registered owner of a Bond appearing on the books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Registration, Transferability and Exchange

In the event the Book-Entry-Only System shall be discontinued, printed bonds will be issued to the registered owners of the Bonds and thereafter the Bonds may be transferred, registered, and assigned on the registration books of the Paying Agent/Registrar only upon presentation and surrender thereof to the Paying Agent/Registrar, and such registration and transfer shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration and transfer. A Bond may be assigned by the execution of an assignment form on the Bond or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond or Bonds will be delivered by the Paying Agent/Registrar in lieu of the Bonds being transferred or exchanged at the designated office of the Paying Agent/Registrar, or sent by United States registered mail to the new registered owner at the registered owner's request, risk and expense. New Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner or assignee of the registered owner in not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New

Bonds registered and delivered in an exchange or transfer shall be in denominations of \$5,000 for any one stated maturity or any integral multiple thereof and for a like aggregate principal amount and at the same maturity or maturities as the Bond or Bonds surrendered for exchange or transfer. See "BOOK-ENTRY-ONLY SYSTEM" herein.

Limitation on Transferability of Bonds Called for Redemption

Neither the City nor the Paying Agent/Registrar are required (1) to make any transfer or exchange during a period beginning at the opening of business 45 days before the day of the first mailing of a notice of redemption of Bonds and ending at the close of business on the day of such mailing, or (2) to transfer or exchange any Bonds so selected for redemption when such redemption is scheduled to occur within 45 calendar days; provided however, that such limitation of transfer is not applicable to an exchange by the registered owner of the uncalled balance of a Bond.

Replacement Bonds

If any Bond is mutilated, destroyed, stolen or lost, a new Bond of like kind and in the same amount as the Bond so mutilated, destroyed, stolen or lost will be issued. In the case of a mutilated Bond, such new Bond will be delivered only upon surrender and cancellation of such mutilated Bond. In the case of any Bond issued in lieu of and in substitution for a Bond which has been destroyed, stolen, or lost, such new Bond will be delivered only (a) upon filing with the City and the Paying Agent/Registrar evidence satisfactory to establish to the City and the Paying Agent/Registrar that such Bond has been destroyed, stolen or lost and proof of the ownership thereof, and (b) upon furnishing the City and the Paying Agent/Registrar with Bond or indemnity satisfactory to them. The person requesting the authentication and delivery of a new Bond must comply with such other reasonable regulations as the Paying Agent/Registrar may prescribe and pay such expenses as the Paying Agent/Registrar may incur in connection therewith.

BOOK-ENTRY-ONLY SYSTEM

The following describes how ownership of the Bonds is to be transferred and how the principal of and interest on the Bonds are to be paid to and credited by The Depository Trust Company ("DTC"), New York, New York, while the Bonds are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City, the Financial Advisor and the Purchasers believe the source of such information to be reliable, but take no responsibility for the accuracy or completeness thereof.

The City cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the United States Securities and Exchange Commission, and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered 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 security certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation

from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the Book-Entry-Only system for the Bonds is discontinued.

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

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

Redemption notices shall be sent to DTC. If less than all of the Bonds within 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 Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the Record Date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with 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 (nor its nominee), the Paying Agent/Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption price and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC (or its nominee), and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC's Book-Entry-Only System has been obtained from sources that the City believes to be reliable, but none of the City, the Financial Advisors, or the Purchasers take responsibility for the accuracy thereof.

Use of Certain Terms in Other Sections of This Official Statement

In reading this Official Statement it should be understood that while the Bonds are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Ordinance will be given only to DTC.

Effect of Termination of Book-Entry-Only System

In the event that the Book-Entry-Only System is discontinued by DTC or the use of the Book-Entry-Only System is discontinued by the City, printed certificates will be issued to the respective holders and the Bonds will be subject to transfer, exchange and registration provisions as set forth in the Ordinance and summarized under the caption "REGISTRATION, TRANSFER AND EXCHANGE" above.

SOURCES AND USES OF FUNDS

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

<u>Sources</u>	
Principal	\$ _____
[Net] Original Issue Premium on the Bonds	
Accrued Interest	
Total Sources	\$ _____
 <u>Uses</u>	
Deposit to Project Fund	\$ _____
Deposit to Bond Fund	
Purchasers' Discount (includes insurance premium)	
Bond Insurance Premium	
Surety Bond Premium	
Cost of Issuance	
Contingency	
Total Uses	

BOND INSURANCE

The City has made application to municipal bond insurance companies to have the payment of the principal of and interest on the Bonds insured by a municipal bond insurance policy (the "Policy"). The City shall notify the Purchasers upon obtaining a commitment from a bond insurance company (the "Insurer") concerning this matter. The Final Official Statement shall disclose, to the extent necessary, any relevant information relating to this municipal bond insurance policy.

BOND INSURANCE GENERAL RISKS

As described above, the City may purchase a Policy from an Insurer in connection with the issuance of the Bonds. If this occurs, the following general municipal bond insurance policy risk factors will apply.

In the event of default of the scheduled payment of principal of or interest on the Bonds when all or a portion thereof becomes due, any owner of the Bonds shall have a claim under the Policy for such payments. The payment of principal and interest in connection with mandatory or optional prepayment of the Bonds by the City which is recovered by the City from the Beneficial Owners as a voidable preference under applicable bankruptcy law is covered by the Policy; however, such payments will be made by the Insurer at such time and in such amounts as would have been due absence such prepayment by the City (unless the Insurer chooses to pay such amounts at an earlier date).

Payment of principal of and interest on the Bonds is not subject to acceleration, but other legal remedies upon the occurrence of non-payment do exist (see "THE BONDS - Defaults and Remedies"). The Insurer may direct the pursuit of available remedies, and generally must consent to any remedies available to and requested by the Beneficial Owners. Additionally, the Insurer's consent may be required in connection with amendments to the Resolution. In the event the Insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the City revenues described in "THE BONDS - Security for Payment". In the event the Insurer becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price or the marketability (liquidity) of the Bonds.

The enhanced long-term ratings on the Bonds will be dependent on the financial strength of the Insurer and its claims paying ability. The Insurer's financial strength and claims paying ability are predicated upon a number of factors which could change over time. No assurance can be given that the long-term ratings of the Insurer and of the ratings on the Bonds, whether or not subject to the Policy, will not be subject to downgrade and such event could adversely affect the market price or the marketability (liquidity) for the Bonds. (See the disclosure described in "OTHER PERTINENT INFORMATION - Municipal Bond Ratings" herein.)

INVESTMENT POLICIES

Investments

The City invests its funds in investments authorized by Texas law in accordance with investment policies approved by the City Council of the City. Both state law and the City's investment policies are subject to change.

Legal Investments

Under the Texas Public Funds Investment Act (the "Act"), the City is authorized to invest in (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States, (4) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities, (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than "A" or its equivalent, (6) bonds issued, assumed, or guaranteed by the State of Israel, (7) interest-bearing banking deposits that are guaranteed or insured by the Federal Deposit Insurance Corporation or its successor or the national Credit Union Share Insurance Fund or its successors, or otherwise if (A) the funds invested in the banking deposits are invested through (i) a broker with a main office or branch office in this State that the District selects from a list the governing body or designated investment committee of the District adopts as required by Section 2256.025, Texas Government Code; or (ii) a depository institution with a main office or branch office in this state that the District selects; (B) the broker or depository institution as described in clause (7)(A), above, arranges for the deposit of the funds in the banking deposits in one or more federally insured depository institutions, regardless of where located, for the District's account; (C) the full amount of the principal and accrued interest of the banking deposits is insured by the United States or an instrumentality of the United States; and (D) the investing District appoints as the District's custodian of the banking deposits issued for the District's account: (i) the depository institution selected as described by Paragraph (A); (ii) an entity described by Section 2257.041(d) of the Texas Government Code; or (iii) a clearing broker dealer registered with the Securities and Exchange Commission and operating under Securities and Exchange Commission Rule 15c3-3 (17 C.F.R. Section 240.15c3-3), (8) certificates of deposit and share certificates issued by a state or national bank domiciled in the State of Texas, a savings bank domiciled in the State of Texas, or a state or federal credit union domiciled in the State of Texas, that are guaranteed or insured by the Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor, or are secured as to principal by obligations described in clauses (1) through (7), or in any other manner and amount provided by law for City deposits, (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1) and require the security being purchased by the City to be pledged to the City, held in the City's name and deposited at the time the investment is made with the City or with a third party selected and approved by the City, and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas, (10) securities lending programs if (a) the securities loaned under the program are 100% collateralized, including accrued income, (b) a loan made under the program allows for termination at any time, (c) a loan made under the program is either secured by (i) obligations that are described in clauses (1) through (7) above, (ii) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than "A" or its equivalent or (iii) cash invested in obligations described in clauses (1) through (8) above; (a) securities held as collateral under a loan are pledged to the City, held in the City's name and deposited at the time the investment is made with the City or a third party designated by the City, (b) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas, and (c) the agreement to lend securities has a term of one year or less, (11) certain bankers' acceptances with the remaining term of 270 days or less from the date of issuance (and will be, in accordance with their terms, liquidated in fully at maturity, are eligible for collateral for borrowing from a Federal Reserve Bank, and are accepted by a State or Federal bank), if the short-term obligations of the accepting bank or its parent are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency, (12) commercial paper with the remaining term of 270 days or less from the date of issuance that is rated at least "A-1" or "P-1" or the equivalent by either (i) two nationally recognized credit rating agencies or (ii) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank, (13) no-load money market mutual funds registered with and regulated by the United States Securities and Exchange Commission that comply with Federal Securities and Exchange Commission Rule 2a-7, (14) no-load mutual fund registered with the United States Securities and Exchange Commission that: have an average weighted maturity of less than two years and have a duration of one year or more and are invested exclusively in obligations described in this paragraph or have a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities, and (15) interest-bearing banking deposits that are guaranteed or insured by the Federal Deposit Insurance Corporation or its successor or the National Credit Union Share Insurance Fund or its successor. Texas law also permits the City to invest bond proceeds in a guaranteed investment contract subject to the limitations set forth in Chapter 2256, Texas Government Code, as amended.

The City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pool are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Under Texas law, the City may contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance or resolution. The City has not contracted with, and has no present intention of contracting with, any such investment management firm or the State Securities Board to provide such services.

Investment Policies

Under Texas law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that includes a list of authorized investments for City funds, maximum allowable stated maturity of any individual investment owned by the City and the maximum average dollar-weighted maturity allowed for pooled fund groups. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

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

Additional Provisions

Under Texas law, the City is additionally required to: (1) annually review its adopted policies and strategies, (2) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution, (3) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and the City Council; (4) require the qualified representative of firms offering to engage in an investment transaction with the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the City and the business organization that are not authorized by the City's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the City's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement in a form acceptable to the City and the business organization attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the Treasurer, Chief Financial Officer and investment officers; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements, and (10) at least annually review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Current Investments*

As of January 1, 2018, the following percentages of the City's investable funds were invested as indicated below:

<u>Category of Investments</u>	<u>Amount</u>	<u>Percentage</u>	<u>Term of Investments</u>
Depository Bank - Cash	\$ 4,268,282	5.17%	Daily liquidity
Money Market Fund	254,812	.31%	Daily liquidity
Investment Pools	64,133,905	77.74%	Daily liquidity
Certificates of Deposit	6,717,000	8.14%	1-2 years
US Treasuries/Agencies	<u>7,125,888</u>	<u>8.64%</u>	14 months
Total	\$82,499,887	100.00%	

* Unaudited.

As of such date, the "fair" value of such investments (as determined by the City by reference to published quotations, dealer bids, and comparable information) was approximately 100% their book "balance". No funds of the City are invested in derivative securities, *i.e.*, securities whose rate of return is determined by reference to some other instrument, index, or commodity.

PENSION FUND AND OTHER POST-EMPLOYMENT BENEFITS

In June 1999, the Governmental Accounting Standards Board issued Statement No. 34, "Basic Financial Statements - Management's Discussion and Analysis - for State and Local Governments." The objective of this Statement is to enhance the clarity and usefulness of the general-purpose external financial reports of state and local governments to the citizenry, legislative and oversight bodies, and investors and creditors. The City implemented GASB 34 for its fiscal year ending September 30, 2003. While adoption of this Statement altered the presentation of some financial information, there was no material adverse impact to the City's financial position, results of operation, or cash flows. See Note J - Employees' Retirement Systems in the Notes to Basic Financial Statements September 30, 2017 included in "APPENDIX C - Audited Financial Statements."

The City provides certain other post-retirement benefits to retired employees and their dependents that fall within the scope of Governmental Accounting Standards Board's Statement of General Accounting Standards No. 45 ("GASB 45"), Accounting by Employers for Other Post-Employment Benefits ("OPEB").

GASB 45, which sets forth standards for the measurement, recognition, and display of post-employment benefits other than pensions (such as health and life insurance for current and future retirees), applies to the City and requires implementation by the City for the fiscal year that began October 1, 2009. GASB 45 requires the City to: (i) measure the cost of benefits, and recognize other post-employment benefits expense, on the accrual basis of accounting over the working lifetime of the employees; (ii) provide information about the actuarial liabilities for promised benefits associated with past services and whether, or to what extent, the future costs of those benefits have been funded; and provide information useful in assessing potential demands on the employer's future cash flows. The employer's contributions to OPEB costs that are less than an actuarially determined annual required contribution will result in a net OPEB cost, which under GASB 45 must be recorded as a liability in the employer's financial statements.

During fiscal year 2009, the City implemented GASB 45. See Note K - Post Employment Benefits Other Than Pensions - Retiree Health Benefits in the Notes to Basic Financial Statements September 30, 2017 included in "APPENDIX C - Excerpts from the City of Seguin Audited Financial Statement."

TAX MATTERS

Tax Exemption

The delivery of the Bonds is subject to the opinion of Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel, to the effect that interest on the Bonds for federal income tax purposes (1) is excludable from the gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), of the owners thereof pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof who are individuals or, except as hereinafter described, corporations. The statute, regulations, rulings, and court decisions on which such opinion is based are subject to change. A form of Bond Counsel's opinion appears as APPENDIX D hereto.

For taxable years that began before January 1, 2018, interest on the Bonds owned by a corporation will be included in such corporation's adjusted current earnings for purposes of computing the alternative minimum tax on such corporation, other than an S corporation, a qualified mutual fund, a real estate investment trust, a real estate mortgage investment conduit, or a financial asset securitization investment trust. The alternative minimum tax on corporations has been repealed for taxable years beginning on or after January 1, 2018.

In rendering the foregoing opinions, Bond Counsel will rely upon representations and certifications of the City made in certificates pertaining to the use, expenditure, and investment of the proceeds of the Bonds and will assume continuing compliance by the City with the provisions of the Ordinance subsequent to the issuance of the Bonds. The Ordinance contains covenants by the City with respect to, among other matters, the use of the proceeds of the Bonds and the facilities financed therewith by persons other than state or local governmental units, the manner in which the proceeds of the Bonds are to be invested, the periodic calculation and payment to the United States Treasury of arbitrage "profits" from the investment of the proceeds, and the reporting of certain information to the United States Treasury. Failure to comply with any of these covenants may cause interest on the Bonds to be includable in the gross income of the owners thereof from the date of the issuance of the Bonds.

Except as described above, Bond Counsel will express no other opinion with respect to any other federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Bond Counsel's opinion is not a guarantee of a result, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the City described above. No ruling has been sought from the Internal Revenue Service (the "IRS") with respect to the matters addressed in the opinion of Bond Counsel, and Bond Counsel's opinion is not binding on the IRS. The IRS has an ongoing program of auditing the tax-exempt status of the interest on municipal obligations. If an audit of the Bonds is commenced, under current procedures the IRS is likely to treat the City as the "taxpayer," and the owners of the Bonds would have no right to participate in the audit process. In responding to or defending an audit of the tax-exempt status of the interest on the Bonds, the City may have different or conflicting interests from the owners of the Bonds. 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 its ultimate outcome.

Tax Changes

Existing law may change to reduce or eliminate the benefit to Registered Owners of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation or administrative action, whether or not taken, could also affect the value and marketability of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed or future changes in tax law.

Ancillary Tax Consequences

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, property and casualty insurance companies, life insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of an interest in a FASIT, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

Tax Accounting Treatment of Discount Bonds

The initial public offering price to be paid for certain Bonds may be less than the amount payable on such Bonds at maturity (the "Discount Bonds"). An amount equal to the difference between the initial public offering price of a Discount Bond (assuming that a substantial amount of the Discount Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes original issue discount to the initial purchaser of such Discount Bonds. A portion of such original issue discount, allocable to the holding period of a Discount Bond by the initial purchaser, will be treated as interest for federal income tax purposes, excludable from gross income on the same terms and conditions as those for other interest on the Bonds. Such interest is considered to be accrued actuarially in accordance with the constant interest method over the life of a Discount Bond, taking into account the semiannual compounding of accrued interest, at the yield to maturity on such Discount Bond and generally will be allocated to an initial purchaser in a different amount from the amount of the payment denominated as interest actually received by the initial purchaser during his taxable year.

However, such accrued interest may be required to be taken into account in determining the alternative minimum taxable income of a corporation, for taxable years that began before January 1, 2018, for purposes of calculating a corporation's alternative minimum tax imposed by section 55 of the Code, and the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, property and casualty insurance companies, life insurance companies, S corporations with subchapter C earnings and profits, owners of an interest in a FASIT, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

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

Owners of Discount Bonds should consult with their own tax advisors with respect to the determination for federal income tax purposes of accrued interest upon disposition of Discount Bonds and with respect to the state and local tax consequences of owning Discount Bonds. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on the Discount Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

Tax Accounting Treatment of Premium Bonds

The initial public offering price to be paid for certain Bonds may be greater than the stated redemption price on such Bonds at maturity (the "Premium Bonds"). An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and its stated redemption price at maturity constitutes premium to the initial purchaser of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial purchaser must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium with respect to the Premium Bonds. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity.

Purchasers of the Premium Bonds should consult with their own tax advisors with respect to the determination of amortizable bond premium on Premium Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Bonds.

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreements for the benefit of the holders and Beneficial Owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually and timely notice of specified events to the MSRB. The information provided to the MSRB through EMMA is available free of charge at www.emma.msrb.org.

Annual Reports

Under Texas law, including, but not limited to, Chapter 103, as amended, Texas Local Government Code, the City must keep its fiscal records in accordance with generally accepted accounting principles, must have its financial accounts and records audited by a certified public accountant and must maintain each audit report within 180 days after the close of the City's fiscal year. The City's fiscal records and audit reports are available for public inspection during the regular business hours, and the City is required to provide a copy of the City's audit reports to any bondholder or other member of the public within a reasonable time on request upon payment of charges prescribed by the Texas General Services Commission.

The City will provide certain updated financial information and operating data to the MSRB annually. The information to be updated with respect to the City includes all quantitative financial information and operating data of the general type included in this Official Statement. The information is of the type included in APPENDIX A and in APPENDIX C. The City will update and provide this information within six months after the end of each of its fiscal years ending in and after 2018.

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by Rule 15c2-12. The updated information will include audited financial statements, if it commissions an audit and the audit is completed by the required time. If audited financial statements are not provided with annual information, the City will provide unaudited financial statements at such time and later provide audited financial statements when and if the audited financial statements become available. Any such financial statements will be prepared in accordance with the accounting principles described in APPENDIX C or such other accounting principles as the City may be required to employ from time to time pursuant to state law or regulation.

The City's current fiscal year end is September 30. Accordingly, it must provide updated information by the last day of March in each year, unless it changes its fiscal year. If the City changes its fiscal year, it will notify the MSRB.

Notice of Certain Events

The City will file with the MSRB notice of any of the following events with respect to the Bonds in a timely manner (and not more than 10 business days after occurrence of the event): (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 holders 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 City, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, 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; and (14) appointment of a successor or additional Paying Agent/Registrar or the change of name of a Paying Agent/Registrar, if material. Neither the Bonds nor the Ordinance make any provision for liquidity enhancement. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement described above under "Annual Reports". The City will provide each notice described in this paragraph to the MSRB.

For these purposes, any event described in clause (12) in the immediately preceding paragraph is considered to occur when any of the following occur; the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

Availability of Information from MSRB

Effective July 1, 2009 (the "EMMA Effective Date"), the SEC implemented amendments to the Rule which approved the establishment by the MSRB of EMMA, which is now the sole successor to the national municipal securities information repositories with respect to filings made in connection with undertakings made under the Rule after the EMMA Effective Date. Commencing with the EMMA Effective Date, all information and documentation filing required to be made by the City in accordance with its undertaking made for the Bonds will be made with the MSRB in electronic format in accordance with MSRB guidelines. Access to such filings will be provided, without charge to the general public, by the MSRB.

With respect to debt of the City issued prior to the EMMA Effective Date, the City remains obligated to make annual required filings, as well as notices of material events, under its continuing disclosure obligations relating to those debt obligations (which includes a continuing obligation to make such filings with the Texas state information repository (the "SID")). Prior to the EMMA Effective Date, the Municipal Advisory Council of Texas (the "MAC") had been designated by the State and approved by the SEC staff as a qualified SID. Subsequent to the EMMA Effective Date, the MAC has entered into a Subscription Agreement with the MSRB pursuant to which the MSRB makes available to the MAC, in electronic format, all Texas-issuer continuing disclosure documents and related information posted to EMMA's website simultaneously with such posting. Until the City receives notice of a change in this contractual agreement between the MAC and EMMA or of a failure of either party to perform as specified thereunder, the City has determined, in reliance on guidance from the MAC, that making its continuing disclosure filings solely with the MSRB will satisfy its obligations to make filings with the SID pursuant to its continuing disclosure agreements entered into prior to the EMMA Effective Date.

Limitations and Amendments

The City has agreed to update information and to provide notices of material events only as described above. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The City 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 City 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 holders or Beneficial Owners of Bonds may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, if (1) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering described herein 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 (2) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent or (b) any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the Beneficial Owners of the Bonds. The City may also repeal or amend these provisions if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but in either case only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the

Rule. If the City amends its agreement, it must include with the next financial information and operating data 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 information and data provided.

Compliance with Prior Undertakings

Except as hereafter described, the City has during the past five years complied in all material respects with continuing disclosure agreements made by it in accordance with the Rule.

S&P (defined herein) provides ratings on the Bonds Similarly Secured (see "OTHER PERTINENT INFORMATION - Municipal Bond Ratings"). On December 13, 2011, as part of a routine surveillance, S&P upgraded the underlying ratings on the then-outstanding Bonds Similarly Secured from "A-" to "A". On November 25, 2014, S&P again upgraded the underlying ratings on the then-outstanding Bonds Similarly Secured from "A" to "A+". On November 26, 2014, the City filed notice of the second credit rating upgrade with the MSRB (the "MSRB") through EMMA; the City, however, did not file notice of the first upgrade. The City filed notice of the first credit rating upgrade applicable to the Bonds Similarly Secured that remain outstanding, as well as notice of its initial failure to timely file notice of the same, with the MSRB through EMMA on January 26, 2016.

The City has outstanding multiple series of obligations whose repayment is guaranteed pursuant to bond insurance policies issued by various monoline bond insurance companies including Syncora Guarantee Inc. (formerly XL Capital Assurance Inc.) and Assured Guaranty Municipal Corp. (formerly Financial Security Assurance). Beginning in 2008, the ratings on municipal bond insurers were downgraded or withdrawn with frequency; more recently, certain of these insurers have been upgraded. The City's continuing disclosure undertakings made in accordance with the Rule with respect to these insured series of obligations require that notice of rating changes be given only if such change was material within the meaning of federal securities laws. Information about these rating actions was widely and publicly reported, particularly throughout the municipal bond industry. The City is of the position that because the occurrence of these events was widely reported or known, their occurrence was, therefore, not material within the meaning of federal securities laws. Nevertheless, the City has, as of November 25, 2014, filed a notice with EMMA indicating the current enhanced ratings on its outstanding and insured indebtedness. That notice was, however, filed under the wrong CUSIP number (filed under the CUSIP number for the City's general obligation debt). It has since been filed under the correct CUSIP number as of January 12, 2016 and is available through EMMA.

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Bonds are subject to the unqualified approval of the Attorney General of the State of Texas and the approval of certain legal matters by Norton Rose Fulbright US LLP ("Bond Counsel"). Though it represents the Financial Advisor and Purchasers from time to time in matters unrelated to the issuance of the Bonds, Bond Counsel has been engaged by and only represents the City in connection with the issuance of the Bonds. Bond Counsel was not requested to participate, and did not take part, in the preparation of this Official Statement except as hereinafter noted and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained herein, except that, in their capacity as Bond Counsel, such firm has reviewed the information under the captions "THE BONDS" (except under the subcaptions "Use of Proceeds", "Delivery", "Payment Record", "Future Bond Issues", "Default and Remedies", and "Perfection of Security for the Bonds" as to which no opinion is expressed), "REGISTRATION, TRANSFER, AND EXCHANGE", "TAX MATTERS", "CONTINUING DISCLOSURE OF INFORMATION" (except matters discussed under the subcaption "Compliance with Prior Undertakings", as to which no opinion is expressed), and information under the captions "LEGAL MATTERS" (except for the last two sentences of the first paragraph, as to which no opinion is expressed), "LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS", and the subcaption "Registration and Qualification of Bonds for Sale" under the heading "OTHER PERTINENT INFORMATION", and the information set forth in "Appendix E - Selected Provisions of the Ordinance", in this Official Statement, and such firm is of the opinion that the information relating to the Bonds, the Ordinance and the legal issues contained under such captions and subcaptions is an accurate and fair description of the laws and the legal issues addressed therein and, with respect to the Bonds, such information conforms to the Ordinance. The legal fees to be paid to Bond Counsel in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds. The legal opinion of Bond Counsel will accompany the Bonds deposited with DTC or will be printed on definitive bonds in the event of discontinuance of the Book-Entry-Only System.

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.

LITIGATION

In the opinion of certain officials of the City, the City is not a party to any litigation or other proceedings pending or, to its knowledge, threatened, in any court, agency or other administrative body (either state or federal), which, if decided adversely to the City, would have a material adverse effect on the financial statements of the City. The City Attorney, however, provides the following disclosure:

The Lower Colorado River Authority v. The City of Seguin, on Appeal to the Texas Supreme Court from the 261st Judicial District Court, Travis County, Texas, Trial Court No. D-1-GN-12-2156 (District Court).

The Lower Colorado River Authority (LCRA) provided electric power to the City of Seguin Utilities (City) for several decades under a Wholesale Power Agreement (WPA) entered into by and between the City of Seguin and the LCRA. The WPA was set to terminate in 2016 and the City was required to give its renewal notice in 2011. The City properly and timely filed its notice of intent not to renew the WPA. Shortly thereafter, the LCRA allegedly began breaching various terms of the WPA.

As required by the WPA, the City gave notice of this breach and instituted the LCRA's contractually required time to cure such breach. Instead of attempting to cure the breach, the LCRA filed a lawsuit against the City seeking a declaratory judgment confirming that it had neither breached the WPA nor violated its enabling legislation. After the time to cure had elapsed, the City believes it properly terminated the WPA under its terms and conditions. The LCRA then amended its petition to include a claim for breach of contract and damages. The City halted the litigation by filing a plea to the jurisdiction, asserting governmental immunity as to LCRA's declaratory judgment claims, and as to LCRA's extra-contractual and collateral damage claims. The District Court denied the City's plea to the jurisdiction.

The City filed an appeal to the District Court decision in the Third Court of Appeals in Austin. The City argued that the District Court erred in determining that a bifurcation in contract law exists and that Texas Local Government Code Section 271.152 (which would act as a legislative waiver of the defense of sovereign immunity in certain contract cases) does not apply because the City was engaged in a proprietary function when it entered into and agreed to the contract with LCRA. In spite of a contrary ruling by the Fourth Court of Appeals in San Antonio, the Third Court of Appeals affirmed the judgment of the District Court. The City appealed the Third Court's judgment to the Texas Supreme Court. In a parallel case essentially over the identical contract (*The Lower Colorado River Authority v. City of Boerne*) the Fourth Court of Appeals in San Antonio held that the City of Boerne was immune from suit by LCRA. LCRA appealed the *City of Boerne* case to the Texas Supreme Court. Since the issues and facts are identical, the City's appeal was consolidated for briefing purposes with LCRA's appeal of the Fourth Court of Appeals decision in the *City of Boerne* case. As a matter of conservative fiscal policy and to protect its ratepayers in the event that the LCRA obtained a favorable judgment, the City elected to set aside funds equal to the differential between the cost of power under the terminated WPA and the monthly amount currently paid by the City under its wholesale power contract.

In December 2014, LCRA and the City agreed to settle the claim against the City, and the case has been dismissed with no City liability due to LCRA. The funds set aside by the City had, by the time of settlement, accrued to \$4,616,322. This accrued liability was closed, which resulted in an increase in the City's net position.

At the time of initial delivery of the Bonds, the City will provide the Purchasers with a certificate to the effect that no litigation of any nature has been filed or is then pending challenging the issuance of the Bonds or that affects the payment and security of the Bonds or in any other manner questioning the issuance, sale, or delivery of the Bonds.

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Section 1201.041 of the Public Securities Procedures Act (Chapter 1201, Texas Government Code) provides that the Bonds are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State of Texas. With respect to investment in the Bonds by municipalities or other political subdivisions or public agencies of the State of Texas, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Bonds be assigned a rating of at least "A" or its equivalent as to investment quality by a national rating agency. See "OTHER PERTINENT INFORMATION - Municipal Bond Ratings" herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with at least \$1 million of capital, and savings and loan associations. The Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value.

The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to such institutions or entities or which might limit the suitability of the Bonds for any of the foregoing purposes or limit the authority of such institutions or entities to purchase or invest in the Bonds for such purposes. The City has made no review of laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

OTHER PERTINENT INFORMATION

Authenticity of Financial Data and Other Information

The financial data and other information contained herein have been obtained from the City's records, audited financial statements and other sources that are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

Municipal Bond Ratings

The City has made application to Fitch Ratings, Inc. ("Fitch") and S&P Global Ratings ("S&P") for contract ratings on the Bonds.

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

Registration and Qualification of Bonds for Sale

The sale of the Bonds has not been registered under the federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Bonds have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been qualified under the securities act of any other jurisdiction. The City assumes no responsibility for qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for 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 provisions.

It is the obligation of the Purchasers to register or qualify the sale of the Bonds under the securities laws of any jurisdiction which so requires. The City agrees to cooperate, at the Purchasers' written request and sole expense, in registering or qualifying the Bonds or in obtaining an exemption from registration or qualification in any state where such action is necessary; provided, however, that the City shall not be required to qualify as a foreign corporation or to execute a general or special consent to service of process in any jurisdiction.

Forward-Looking Statements Disclaimer

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

It is important to note that the City's actual results could differ materially from those discussed in such forward-looking statements.

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

Financial Advisor

SAMCO Capital Markets, Inc. (the "Financial Advisor") is employed as the Financial Advisor to the City in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. In the normal course of business, the Financial Advisor may

also from time to time sell investment securities to the City for the investment of bond proceeds or other funds of the City upon the request of the City. SAMCO Capital Markets, Inc., in its capacity as Financial Advisor, has relied on the opinion of Bond Counsel and has not verified and does not assume any responsibility for the information, covenants, and representations contained in any of the bond documentation with respect to the federal income tax status of the Bonds.

Initial Purchaser

After requesting bids for the Bonds, the City accepted the bid of _____ (the "Purchasers") to purchase the Bonds at the interest rates shown on page ii of the Official Statement at a price of _____%, which is inclusive of a Purchasers' discount of \$_____, plus accrued interest from their dated date through their date of initial delivery. The Purchasers' discount includes the cost of the bond insurance premium, \$_____, which was paid by the Purchasers. The City can give no assurance that any trading market will be developed for the Bonds after their sale by the City to the Purchasers. The City has no control over the price at which the Bonds are subsequently sold and the initial yield at which the Bonds will be priced and reoffered will be established by and will be the responsibility of the Purchasers.

Certification of the Official Statement

At the time of payment for and delivery of the Bonds, the Purchasers will be furnished a certificate, executed by proper officers, acting in their official capacity, to the effect that to the best of their knowledge and belief: (a) the description and statements of or pertaining to the City contained in its Official Statement, and any addenda, supplement or amendment thereto, on the date of such Official Statement and the receipt of bids for the Bonds, and on the date of the initial delivery of the Bonds, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of circumstances under which they are made, not misleading; (c) insofar as the description and statements, including financial data, of or pertaining to entities, other than the City, and their activities contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable and that the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City since September 30, 2017, the date of the last audited financial statements of the City.

Information from External Sources

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

Authorization of the Official Statement

No 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 City.

This Official Statement has been approved by the City Council of the City for distribution in accordance with provisions of the United States Securities and Exchange Commission's rule codified at 17 C.F.R. Section 240.15c-12, as amended.

The Ordinance also approved the form and content of this Official Statement and any addenda, supplement or amendment thereto and authorized its further use in the reoffering of the Bonds by the Purchasers.

CITY OF SEGUIN, TEXAS

/s/ _____
Mayor

ATTEST:

/s/ _____
City Secretary

APPENDIX A

**Utility System Bonded Indebtedness,
Description of Utility System, and Rate Schedules**

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UTILITY DEBT STATEMENT

<u>Utility System Revenue Debt Outstanding ^(a)</u>	<u>Original Amount</u>	<u>Outstanding At 5-01-18</u>
Series dated 10-01-2010	\$ 7,835,000	\$ 7,325,000
Series dated 12-01-2014	21,045,000	20,635,000
Series dated 01-15-2016	4,430,000	4,230,000
Series dated 02-01-2017	8,415,000	8,225,000
Series dated 05-15-2018 (the "Bonds")	9,950,000	<u>9,950,000</u>
Total		50,365,000
Less Utility System Restricted Debt Service (at 04/01/18)		<u>496,887</u>
Net Utility System Revenue Indebtedness		\$49,869,113

^(a) These issues are paid from the combined revenues of the City's electric, water, and wastewater systems.

UTILITY SYSTEM CUSTOMER COUNT

Customer Count:	<u>2016-17</u>	<u>2015-16</u>	<u>2014-15</u>	<u>2013-14</u>	<u>2012-13</u>
Electric	8,538	8,438	8,500	8,314	8,293
Water	7,511	7,298	7,257	7,120	7,091
Wastewater		6,809	6,770	6,415	6,379

**FIVE-YEAR CONSOLIDATED OPERATING STATEMENT SHOWING COMBINED
EARNINGS OF CITY'S ELECTRIC, WATER AND SEWER SYSTEM AND
APPLICATION OF NET EARNINGS FOR PAYMENT OF INDEBTEDNESS**

Fiscal Year Ending	<u>9-30-2017</u>	<u>9-30-2016</u>	<u>9-30-2015</u>	<u>9-30-2014</u>	<u>9-30-2013</u>
Income:	\$50,369,518	\$46,694,348	\$42,679,943	\$42,038,404	\$40,866,954
Expenses:					
Power Purchased	18,351,972	16,367,503	17,997,644	14,837,534	18,526,887
Other	<u>23,355,181</u>	<u>21,986,954</u>	<u>19,834,315</u>	<u>18,283,965</u>	<u>17,243,027</u>
Total Expenses	\$41,707,153	\$38,354,457	\$37,931,959	\$33,121,499	\$35,769,914
Net Revenue Available for Debt Service	\$ 8,662,365	\$ 8,339,891	\$ 4,747,984	\$ 8,916,905	\$ 5,097,040
Annual Requirement Prior Lien Debt	\$ 1,761,445	\$ 1,881,744	\$ 1,613,175	\$ 1,114,038	\$ 1,473,771
Coverage of Outstanding Annual Requirement for Prior Lien Debt	4.92x	4.43%	2.94x	8.00x	3.46x

Source: City's audited financial statements and City Officials.

COVERAGE

Debt service coverage, including the Bonds, based upon the net revenues shown above, using requirements as shown below are as follows:

Average Annual Debt Service Requirement of all Debt	
Paid from Utility System Revenue 2018-2038	\$3,631,939
Coverage by 2017 Net Revenues	2.38x
Maximum Debt Service Requirement (2027)	\$4,128,214
Coverage by 2017 Net Revenues	2.10x

**UTILITY SYSTEM REVENUE BONDS
CONSOLIDATED DEBT REQUIREMENT SCHEDULE**

Fiscal Year 09/30	Outstanding Debt Service Requirements	The Bonds at Assumed Rates				Total All Debt Requirements
		Principal Due 2/01	Interest Due 2/01	Interest Due 8/01	Total New Debt	
2018	\$ 2,176,951.26			\$ 221,387.50	\$ 221,387.50	\$ 2,398,338.76
2019	2,237,776.26	\$ 125,000.00	\$ 221,387.50	221,387.50	567,775.00	2,805,551.26
2020	2,285,751.26	125,000.00	218,606.25	218,606.25	562,212.50	2,847,963.76
2021	2,325,476.26	140,000.00	215,825.00	215,825.00	571,650.00	2,897,126.26
2022	2,347,926.26	150,000.00	212,710.00	212,710.00	575,420.00	2,923,346.26
2023	2,387,651.26	150,000.00	209,372.50	209,372.50	568,745.00	2,956,396.26
2024	2,290,226.26	335,000.00	206,035.00	206,035.00	747,070.00	3,037,296.26
2025	3,037,951.26	350,000.00	198,581.25	198,581.25	747,162.50	3,785,113.76
2026	3,044,651.26	350,000.00	190,793.75	190,793.75	731,587.50	3,776,238.76
2027	3,407,201.26	355,000.00	183,006.25	183,006.25	721,012.50	4,128,213.76
2028	3,405,213.76	365,000.00	175,107.50	175,107.50	715,215.00	4,120,428.76
2029	3,409,451.26	375,000.00	166,986.25	166,986.25	708,972.50	4,118,423.76
2030	3,411,101.26	385,000.00	158,642.50	158,642.50	702,285.00	4,113,386.26
2031	3,409,616.88	405,000.00	150,076.25	150,076.25	705,152.50	4,114,769.38
2032	3,412,016.88	420,000.00	141,065.00	141,065.00	702,130.00	4,114,146.88
2033	3,414,329.38	440,000.00	131,720.00	131,720.00	703,440.00	4,117,769.38
2034	3,406,060.63	460,000.00	121,930.00	121,930.00	703,860.00	4,109,920.63
2035	3,406,948.00	480,000.00	111,695.00	111,695.00	703,390.00	4,110,338.00
2036	3,379,272.50	530,000.00	101,015.00	101,015.00	732,030.00	4,111,302.50
2037	3,343,568.75	580,000.00	89,222.50	89,222.50	758,445.00	4,102,013.75
2038		3,430,000.00	76,317.50	76,317.50	3,582,635.00	3,582,635.00
		\$9,950,000.00	\$3,280,095.00	\$3,501,482.50	\$16,731,577.50	\$76,270,719.40

DESCRIPTION OF THE UTILITY SYSTEM

The complete management and control of the City of Seguin Utilities (the "CSU") is the responsibility of the City Council. The City Council consists of a Mayor and eight Council members elected by district for staggered four year terms. The approval of the policies governing the CSU by the City Council is pursuant to the authority granted by the statutes of the State of Texas and by the Home Rule Charter of the City (the "Charter"). The City Council appoints a City Manager who services as the Chief Executive Officer. The overall management of the CSU is the responsibility of the City Manager and the day-to-day management of the CSU is the responsibility of the Director of Utilities appointed by the City Manager.

The CSU is a municipally owned utility providing electric, water, and wastewater services to a population of 26,660 in a 31.26 square mile area in the City. The service territory is completely within Guadalupe County. Brief biographical data on the key members of the senior management staff of the City and detailed descriptions of the individual systems and rate schedules follows.

Douglas Faseler – City Manager

Mr. Faseler graduated with a Masters in Public Administration from Southwest Texas State University in 1989 and a Bachelor of Arts in Political Science with a concentration in Government Administration and Planning from Southwest Texas State University in 1981. He was hired as City Manager by the City Council on January 17, 2006. Mr. Faseler was initially hired by the City of Seguin in April 1996 as Interim Director of Public Works and Utilities and was appointed to Assistant City Manager & Director of Utilities in July 1996. Prior to coming to Seguin, he was City Manager of the City of Live Oak, Texas for ten years.

Susan Caddell – Director of Finance

Ms. Caddell graduated with a Bachelor in Arts Degree in Business Administration with a specialization in Accounting from Texas Lutheran College in 1987. She was appointed at her current position in September 1997. She previously served as Assistant Director of Finance for the City for seven years. Prior to coming to the City, she worked for a local accounting firm specializing in income tax preparation, bookkeeping and audits of school districts and municipalities.

Naomi Manski – City Secretary

Ms. Manski was appointed as City Secretary on October 1, 2017. Ms. Manski has twenty-seven years of employment with the City of Seguin with twelve of those years as Assistant to the City Manager. She has been recognized as Employee of the Month, served on several task force groups, and is the secretary for the Geronimo Lions Club. Ms. Manski attended Amarillo College for two years studying business/bookkeeping prior to moving to South Texas.

UTILITY RATE REGULATIONS

Under existing law, the City is free from the rate setting jurisdiction and control of any federal, state, or local agency and has the exclusive authority to set rates and charges for electric, water, and wastewater services. The City is, however, subject to the Public Utility Commission of Texas' ("PUCT") jurisdiction for its electric service areas outside the City limits and is subject to certain rate review procedures by the Texas Commission on Environmental Quality for its water and wastewater service areas beyond the City limits. Approximately 2.0% of the City's electric customers are located outside the City limits. The number of water customers located outside the City limits is approximately 2.2% of the total and there are no wastewater customers outside the City limits.

THE ELECTRIC SYSTEM

The City serves 8,538 electric meters while supplying a total energy requirement of 312.410 and a peak system demand of 81.28 MW. Sales of electricity to individual City electric customers are made in accordance with one of five consumer rate classifications.

The residential customer classification includes service to 7,034 single family residential consumers where all energy is taken through a single meter, as well as domestic use multiple dwelling units individually metered.

The small commercial classification includes all commercial customers having peak demands no greater than 25 kilowatts. This class currently has 959 accounts.

The medium commercial and industrial category included service to all large power customers whose monthly peak demand is between 25 and 500 kilowatts. The number of customers in this classification is 349 meters. This growth trend is expected to continue in light of the City's ongoing efforts to attract outside concerns and the anticipation of continued development in the industrial parks.

The large commercial and industrial classification is comprised of all electric customers whose peak demand is equal to or exceeds 500 kilowatts. At present, this class includes 8 accounts. Additional customers are anticipated as the industrial parks continue to grow.

The energy requirements of the City are supplied through three delivery points; these include the Lower Colorado River Authority's (the "LCRA") Seguin, Cushman and Seguin West Substations. Together, these three substations supply all of the City's energy requirements. Currently CPS Energy supplies 100% of the City's wholesale electric power needs through 2023, with an option for an additional three years.

The present installed capacity of the LCRA Seguin Substations is 120 MVA, Seguin Substation has a capacity of 50MVA and is supplied by one 12/16/20 MVA transformer and one 18/24/30 MVA transformer. Cushman Substation has a capacity of 40 MVA, and is supplied by two 12/16/20 MVA transformers. Seguin West Substation has a capacity of 30 MVA and is supplied by a single 18/24/30 MVA transformer. The measured peak demand for the summer of 2012 on the Seguin T-4, Seguin T-5, and Cushman T-1, Cushman T-2 substation and Seguin West substation transformers were 17.56MVA, 18.63MVA, 8.97MVA, 7.60MVA and 17.77MVA, respectively.

The City's electric system is currently served by sixteen distribution feeder circuits to be increased to 19 in the year 2017. The distribution system is comprised of 120 miles of overhead distribution line to include single phase, two phase and three phase. The City also has 26 miles of underground distribution lines to include three-phase, two-phase, single-phase, and underground.

Electric Rate Regulation

General Regulation of Rates... Under existing law, the City is free from the rate-making jurisdiction and control of any federal, state or local agency and has the exclusive authority to set rates and charges for electric, water, and wastewater services. However, the City is subject to the Texas Public Utility Commission's jurisdiction for its electric service areas located beyond the City limits (see discussion below) and is subject to certain rate review procedures by the Texas Commission on Environmental Quality for its water and wastewater service areas beyond the City limits. Approximately 0.06% of the City's electric customers are located outside the city limits.

The City has exclusive original jurisdiction within the corporate boundaries of the City and original jurisdiction within its certified service area outside the boundaries of the City to fix all rates for all retail services furnished by the System,

subject to the approval of the City Council of the City. In areas outside the boundaries of the City, retail rates are subject to review under the PUCT's appellate jurisdiction upon the proper filing of a petition by the lesser of 10,000, or 5% of the ratepayers situated outside the boundaries of the City. The City reports that there are currently no petitions on file, and it is not aware of any planned filings. The System currently is not subject to federal regulation in the fixing of rates.

Electric Retail Service Rates...Under the Texas Public Utility Regulatory Act ("PURA"), significant original jurisdiction over the rates, services, and operations of "electric utilities" is vested in the PUCT. In this context, "electric utility" means an electric investor-owned utility. Since the electric deregulation aspects of SB 7 (hereinafter described) became effective on January 1, 2002, the PUCT's jurisdiction over electric investor-owned utility ("IOU") companies primarily encompasses only the transmission and distribution functions. PURA generally excludes municipally-owned utilities ("Municipal Utilities"), such as the System, from PUCT jurisdiction, although the PUCT has jurisdiction over electric wholesale transmission rates. See "Transmission Access and Rate Regulation" herein. Under the PURA, a municipal governing body or the body vested with the power to manage and operate a Municipal Utility such as the System has exclusive jurisdiction to set rates applicable to all services provided by the Municipal Utility with the exception of electric wholesale transmission activities and rates.

The City has covenanted and is obligated under the ordinances authorizing its utility system indebtedness to establish and maintain rates and collect charges in an amount sufficient to pay all maintenance and operating expenses of the System and to pay the debt service requirements on all revenue debt of the System and to make all other payments prescribed in the respective bond ordinances relating thereto.

Electric Transmission Access and Rate Regulation...Pursuant to amendments made by the Texas Legislature in 1995 to the PURA ("PURA95"), Municipal Utilities, including the System, became subject to the regulatory jurisdiction of the PUCT for transmission of wholesale energy. PURA95 requires the PUCT to establish open access transmission on the interconnected Texas grid for all utilities, co-generators, power marketers, independent power producers and other transmission customers.

The 1999 Texas Legislature amended the PURA95 to expressly authorize rate authority over Municipal Utilities for wholesale transmission and to require that the postage stamp method be used exclusively for pricing wholesale transmission transactions, for purposes of recovery of the cost of capital investment in transmission by transmission owners. The PUCT in late 1999 amended its transmission rule to incorporate fully the postage stamp pricing method which sets the price for transmission at the system average for ERCOT. The System's wholesale open access transmission charges are set out in tariffs filed at the PUCT, and are based on its transmission cost of service approved by the PUCT, representing the System's input to the calculation of the statewide postage stamp pricing method. The PUCT's rule, consistent with provisions in PURA §35.005(b), also provides that the PUCT may require construction or enlargement of transmission facilities in order to facilitate wholesale transmission service. With respect to the costs of transmission congestion, pursuant to P.U.C. Docket No. 31540, "Proceeding to Consider Protocols to Implement a Nodal Market in the Electric Reliability Council of Texas Pursuant SUBST. R. 25.501", the PUCT has made substantial progress in implementing the shift from zonal congestion pricing to nodal congestion pricing. Until the PUCT takes final action in implementing the nodal system, it will not be possible to predict the effects on the System's congestion costs. Additional information on recovery of ERCOT transmission fees is discussed in "Governmentally Imposed Fees, Taxes or Payments" below and the transition to the nodal market is discussed in "REGULATORY MATTERS - Post Senate Bill 7 Wholesale Market Design Developments" herein.

Governmentally Imposed Fees, Taxes or Payments...System retail rates, as previously approved by various rate ordinances adopted by the City Council, may be adjusted without further action by the City Council to reflect the increase or decrease of fees, taxes or other required payments to governmental entities or for governmental or municipal purposes which may be hereafter assessed, imposed, or otherwise required and which are payable out of or are based upon Net Revenues of the System.

In March 2000, two new governmental assessments resulting from regulatory changes in the Texas electric utility industry, including the open access wholesale transmission charges, were added to the City's electric billings as regulatory adjustments and are updated annually or as needed. The first assessment recovers additional ERCOT-related transmission expenditures not recovered through the System's current base rates. For residential System customer rates, this adjustment (effective September 2006) currently adds an additional \$0.00154 per kWh sold. The second assessment relates to the System's share of the cost to fund the staffing and operation of the Independent System Operator ("ISO") for ERCOT, the implementation of the nodal market within ERCOT, as well as other market-related costs due to congestion and voltage reliability issues. The PUCT retains oversight authority over ERCOT. For residential System customers, this charge increases bills by an additional \$0.00059 per kWh sold.

The Electric Utility Industry Generally...The electric utility industry in general has been, and in the future may be, affected by a number of factors which could impact the business affairs, financial condition and competitiveness of an electric utility, and the level of utilization of generating facilities, such as those of the Seguin System. One of the most significant of these factors has been the effort on national and local levels to restructure the electric utility industry from a heavily regulated monopoly to an industry in which there is open competition for power supply on both the wholesale and retail level.

Such factors include, among others, (i) effects of compliance with rapidly changing environmental, safety, licensing, regulatory, and legislative requirements; (ii) changes resulting from conservation and demand-side management programs on the timing and use of electric energy; (iii) changes that might result from a national energy policy; (iv) increased competition from independent power producers; (v) “self-generation” by certain industrial and commercial customers; (vi) issues relating to the ability to issue tax-exempt obligations; (vii) severe restrictions on the ability to sell to nongovernmental entities electricity from generation projects financed with outstanding tax-exempt obligations; (viii) changes from previously projected future electricity requirements; (ix) increases in costs; (x) shifts in the availability and relative costs of different fuels; and (xi) effects of the financial difficulties confronting the power marketers. Any of these factors (as well as other factors) could have an effect on the financial condition of any given electric utility and likely will affect individual utilities in different ways. Seguin cannot predict what future effects these factors may or will have on its business operations and financial condition, but the effects could be significant. The following is a brief discussion of several factors. This discussion does not purport to be comprehensive or definitive, and these matters are subject to change subsequent to the date of this Official Statement. Extensive information on the electric utility industry is available from sources in the public domain, and potential purchasers of the Bonds should obtain and review such information.

Federal Energy Policy... During the 113th Congressional Session, cyber security bills were introduced and hearings continue on cyber related threats. Most of the attention has and will continue to be on the National Institute of Standards and Technology (“NIST”) process, since the President’s February 12, 2013, Executive Order “Improving Critical Infrastructure Cybersecurity”, to develop a voluntary risk-based cybersecurity framework. The NIST framework was finalized and released in mid-February 2014. The framework covers 16 sectors and the portion pertaining to the energy sector will be implemented by the United States Department of Energy (“DOE”). Compliance is voluntary. The DOE is exploring methods to encourage compliance, such as possibly issuing grants.

The issue of physical asset security is gaining attention in Washington. The DOE, Department of Homeland Security (“DHS”) along with a number of other agencies, held 10 briefings nationwide, which concluded in early February 2014. These meetings follow an April 2013 attack on Pacific Gas & Electric Company’s infrastructure, which has also led to heightened consideration by members of Congress regarding the federal government’s role in addressing cybersecurity risks directed at the country’s critical infrastructure.

On March 7, 2014, the Federal Energy Regulatory Commission (“FERC”) directed the North American Electric Reliability Council (“NERC”) to develop reliability standards requiring owners and operators of the bulk-power system to address risks due to physical security threats and vulnerabilities. The order gives NERC 90 days to submit one or more proposed standards that require owners and operators of the bulk-power system to take at least three steps to protect physical security. The order calls for the standards to require owners and operators to perform a risk assessment of their system to identify facilities that, if damaged, could have a critical impact on the operation of the interconnection through instability, uncontrolled separation, or cascading failures of the bulk-power system; evaluate potential threats and vulnerabilities to those facilities; and develop and implement a security plan to address potential threats and vulnerabilities.

Early in the 113th United States Congress, The Coal Ash Recycling and Oversight Act of 2013 was passed in the House, which addresses coal combustion residuals. The legislation is awaiting action in the Senate. This legislation would ensure that coal combustion residuals (“CCR”) will be regulated as a non-hazardous waste under Resource Conservation and Recovery Act (“RCRA”) and expressly prohibits the Environmental Protection Agency (“EPA”) from finalizing its proposed CCR rule, including the management of CCR in landfills, surface impoundments and other land based structures.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) changed the way financial derivatives are regulated. The Commodity Futures Trading Commission (“CFTC”) has primary regulatory authority over energy swaps. The CFTC has also exempted from the rule certain non-financial energy transactions between government and / or cooperative owned electric utilities.

During the final months of the 112th United States Congress, lawmakers extended various tax credits. The Senate Finance Committee had approved a \$205 billion package on tax credit extenders that includes extensions and changes to a number of energy-related tax credits. The package expired on December 31, 2013, including the tax credit for electricity produced by wind and other renewable resources. It presumed, however, that Congress in 2014 will pass legislation extending these tax credits and will make them retroactive. Efforts are underway in the Senate to pass a tax credits bill, but will not likely be reconciled with a House version until after the November 2014 elections (though predicting any such passage is impossible and any indication otherwise is purely speculative).

On September 22, 2009, the EPA finalized the nation’s first greenhouse gas reporting system / monitoring regulations that will require large emitters of heat-trapping emissions to collect greenhouse gas (“GHG”) data. While Congressional action on environmental policy has been limited, the focus has been at the administrative level at the EPA.

Federal Energy Legislation... The Energy Policy Act of 2005 (“2005 Energy Act”) gives the Federal Energy Regulatory Commission (“FERC”) authority to delegate certain transmission reliability standard-setting responsibilities to an Electric Reliability Organization (“ERO”) and, with the ERO, establish mandatory reliability standards for operation of the nation’s transmission system, including transmission facilities of entities such as the Seguin System. Seguin has operated its

System under compatible ERCOT reliability standards for many years, so Seguin does not anticipate any problems with FERC's reliability standards now being implemented through ERCOT under FERC rules. Additional information on FERC's authority over Seguin can be found in "FERC Authority" below.

FERC Authority. In 1992, pursuant to the Energy Policy Act of 1992 ("Energy Act"), the FERC required utilities under its jurisdiction to provide access to their electric transmission systems for interstate wholesale transactions on terms and at rates comparable to those available to the owning utility for its own use. Municipal Utilities are subject to FERC orders requiring provision of wholesale transmission service to other utilities, qualifying cogeneration facilities, and independent power producers. Under FERC rules promulgated subsequent to the Energy Act, FERC further expanded open access wholesale transmission by requiring public utilities operating in interstate commerce to file open access nondiscriminatory transmission tariffs. Because the interconnected ERCOT grid operates outside interstate commerce and because PURA95 and SB 7, State laws discussed below, provide comparable wholesale transmission authority to the PUCT for utilities in ERCOT pursuant to which the PUCT has required open access of transmission facilities in ERCOT, the exercise of FERC authority relating to open access transmission has not been a major factor in the operation of the wholesale market in ERCOT. The 2005 Energy Act authorizes FERC to encourage and approve the voluntary formation of regional transmission organizations in order to promote fair and open access to electric transmission service and facilitate wholesale competition. See "REGULATORY MATTERS - Federal Energy Policy" herein. The ERCOT open access system is administered by an ISO conducting many of the functions that would be administered by a Regional Transmission Organization. Section 1211 of the 2005 Energy Act amended the Federal Power Act to include a new section, designated as Section 215, which directed FERC to certify an ERO and develop procedures for establishing, approving and enforcing electric reliability standards. FERC designated NERC to serve as the ERO and to set and monitor through Regional Entities ("RE") implementation of electric reliability standards. A separate group within the ERCOT region, the Texas Reliability Entity, was selected to serve as the RE for the ERCOT service area. Finally, on September 2, 2009, FERC executed a memorandum of agreement ("MOA") with the NRC to facilitate interactions between the NRC and the FERC on matters of mutual interest pertaining to the nation's electric power grid reliability and nuclear power plants. Matters being addressed under this MOA include cyber-security requirements, reliability requirements for nuclear power plants, and grid stability issues related to nuclear plant operation. Seguin officials will continue to monitor and evaluate FERC developments with a potential to impact Seguin System; however, it is unclear what changes, if any, will be proposed as a result of the MOA.

The Public Utility Commission of Texas (PUCT)...The PUCT exercises regulatory authority over the retail and wholesale markets of Texas. The PUCT is comprised of two commissioners and a chair appointed by the Governor. The PUCT writes rules that determine the workings of the ERCOT market and has enforcement authority relating to violations of its rules and the ERCOT protocols. The PUCT also approves transmission projects that are not conducted by Municipal Utilities. The PUCT does not directly regulate rate cases of municipally-owned electric utilities, but it does have limited appeal jurisdiction related to ratepayers outside of municipal jurisdiction.

Texas Reliability Entity (Texas RE)...Headquartered in Austin, Texas, Texas Reliability Entity, Inc. ("Texas RE") performs the regional entity functions described in the 2005 Energy Act, which created Section 215 of the Federal Power Act, for the ERCOT region, as mandated by the delegation agreement with the NERC. The delegation agreement was approved by FERC. Texas RE is authorized by NERC to develop, monitor, assess, and enforce compliance with NERC Reliability Standards within the geographic boundaries of the ERCOT region. In addition, Texas RE has been authorized by the PUCT and is permitted by NERC to investigate compliance with the ERCOT Protocols and Operating Guides, working with the PUCT staff regarding any potential protocol violations. Texas RE is independent of all users, owners, and operators of the bulk power system. The regional entity functions and protocol compliance were previously performed by Texas Regional Entity, a functionally independent division of ERCOT. Texas RE took over all responsibilities of Texas Regional Entity on July 1, 2010.

ERCOT...ERCOT is one of 10 Regional Reliability Councils in NERC. The ERCOT bulk electric system is located entirely within the State and serves approximately 23 million customers, representing approximately 85% of Texas' electrical load. The ERCOT service region covers 75%, or 200,000 square miles, of the State and contains a total of 40,530 miles of transmission lines, including 9,249 miles at 345-kV. ERCOT only has asynchronous ties to other reliability councils and is only connected through two direct current ("DC") ties to the eastern interconnect and three small DC ties to Mexico, providing only limited import / export capability.

In response to legislative directive, ERCOT amended its articles of incorporation to establish an ISO in 1996. Under ERCOT's organizational structure, the ISO reports to the ERCOT Board of Directors, but the PUCT has complete authority to oversee and investigate ERCOT's finances, budget, and operations as necessary to ensure that ERCOT is accountable. ISO responsibilities include security operations of the bulk system, facilitation and efficient use of the transmission system by all market participants, and coordination of regional transmission planning among transmission owning utilities and providers.

ERCOT's statutory functions include establishing and enforcing procedures relating to the reliability of the regional electrical network and accounting for the production and delivery of electricity among generators and all other market participants. The procedures are subject to PUCT oversight and review, and the PUCT chairman is an ex-officio member of the ERCOT Board. The PUCT may authorize ERCOT to charge a reasonable and competitively neutral rate to wholesale buyers and sellers to cover the independent organization's costs. Individual electric utilities own sections or

components of the ERCOT transmission grid and are responsible for operating and maintaining their own transmission lines and equipment. The ISO coordinates the operation of the transmission grid to ensure its reliability, and ERCOT coordinates with the various transmission-owning electric utilities to make sure the transmission system will meet the needs of the electric market. The 1999-enacted SB 7 (described in greater detail below under “Electric Utility Restructuring in Texas”) provides that a retail electric provider, municipally-owned utility, electric cooperative, power marketer, transmission and distribution utility (“TDU”), or Power Generation Company shall observe all scheduling, operating, planning, reliability, and settlement policies, rules, guidelines and procedures established by the ISO.

Under the PUCT’s transmission open access rules, each transmission service provider in ERCOT is required to provide transmission service to transmission customers in ERCOT. As compensation for this service, each transmission service provider annually recovers, through ERCOT-wide transmission charges, its Transmission Cost of Service (“TCOS”), which is set by the PUCT.

In September 2006, the PUCT selected Potomac Economics (“Potomac”), an energy consulting firm, to serve as the independent market monitor (“IMM”) for ERCOT, a function that was legislated at the request of the PUCT by the 2005 Texas Legislature. The IMM has the authority to conduct monitoring, analysis and reporting activities but has no enforcement authority. A PUCT rule provides that the IMM shall report directly to the PUCT any potential market manipulations, including market power abuse, and any violations of PUCT rules or ERCOT protocols.

The PUCT rule establishes the IMM as an office independent from ERCOT, which is not subject to the supervision of ERCOT with respect to its monitoring and investigative activities. ERCOT funds the operations of the IMM, but the budget and expenditures of the IMM are subject to PUCT supervision and oversight. The ethical standards governing the IMM director and staff are intended to prevent conflicts of interest between the IMM and a market participant or an affiliate of a market participant. The rule took effect in April 2006.

Electric Utility Restructuring in Texas... During the 1999 legislative session, the Texas Legislature enacted SB 7, providing for retail electric open competition. The enactment of SB 7 modified the PURA and required that retail and wholesale competition begin on January 1, 2002. SB 7 continues Texas electric transmission wholesale open access, which came into effect in 1997 and requires all transmission system owners to make their transmission systems available for use by others at prices and on terms comparable to each respective owner’s use of its system for its own wholesale transactions. SB 7 modifications to PURA also fundamentally redefined and restructured the Texas electric industry. The following discussion of SB 7 applies primarily to ERCOT.

SB 7 includes provisions that apply directly to Municipal Utilities, such as the Seguin System, as well as other provisions that govern investor owned utilities (“IOUs”) and electric co-operatives (“Electric Co-ops”). As of January 1, 2002, SB 7 allows retail customers of IOUs to choose their electric energy suppliers. SB 7 also allows retail customers of those Municipal Utilities and Electric Co-ops that elect to opt-in, on or after that date, to choose their electric energy suppliers. Provisions of SB 7 that apply to the Seguin System, as well as provisions that apply only to IOUs and Electric Co-ops, are described below, the latter for the purpose of providing information concerning the overall restructured electric utility market in which Seguin could choose to directly participate in the future.

SB 7 required IOUs to separate their retail energy service activities from regulated utility activities by September 1, 2000, and to unbundle their generation, transmission / distribution and retail electric sales functions into separate units by January 1, 2002. An IOU may choose to sell one or more of its lines of business to independent entities, or it may create separate but affiliated companies and possibly operating divisions. If so, these new entities may be owned by a common holding company, but each must operate largely independent of the others. The services offered by such separate entities must be available to other parties on non-discriminatory bases. Municipal Utilities and Electric Co-ops which open their service territories (“opt-in”) to retail electric competition are not required to, but may, unbundle their electric system components.

Entities that have Opted-in to Competition... The following discussion relates to entities that are currently in electric competition in Texas and does not apply to Seguin, but could apply if Seguin were to opt-in to electric competition. Generation assets of IOUs are owned by Power Generation Companies, which must register with the PUCT and must comply with certain rules that are intended to protect consumers, but they otherwise are unregulated and may sell electricity at market prices. IOU owners of Transmission and Distribution Utilities (“TDUs”) are fully regulated by the PUCT. Retail sales activities are performed by Retail Electric Providers (“REPs”) which are the only entities authorized to sell electricity to retail customers (other than Municipal Utilities and Electric Co-ops within their service areas, or, if they have adopted retail competition, also outside their service areas). REPs must register with the PUCT, demonstrate financial capabilities, and comply with certain consumer protection requirements. REPs buy electricity from Power Generation Companies, power marketers, and/or other parties and may resell that electricity to retail customers at any location in Texas (other than within service areas of Municipal Utilities and Electric Co-ops that have not opened their service areas to retail competition). TDUs, Municipal Utilities, and Electric Co-ops that have chosen to participate in competition are obligated to deliver electricity to retail customers and are also required to transport electricity to wholesale buyers. The PUCT is required to approve the construction of TDUs’ new transmission facilities and may order the construction of new facilities in Texas in order to relieve transmission congestion. TDUs are required to provide access to both their transmission and distribution systems on a non-discriminatory basis to all eligible customers. Retail

rates for the use of distribution systems of Municipal Utilities and Electric Co-ops are exclusively within the jurisdiction of these entities' governing bodies rather than that of the PUCT.

SB 7 also provides a number of consumer protection provisions. Each service area within Texas that participates in retail competition has a designated Provider of Last Resort; those Providers of Last Resort serving in former service areas of IOUs are selected and approved by the PUCT. The Provider of Last Resort is a REP that must offer to sell electricity to any retail customer in its designated area at a standard rate approved by the PUCT. The Provider of Last Resort must also serve any customer whose REP has failed to provide service. Each Municipal Utility and Electric Co-op that opts-in to retail competition may designate itself or another qualified entity as the Provider of Last Resort for its service territory. In such cases, the respective Municipal Utility or Electric Co-op, not the PUCT, will set the electric rates for such respective Provider of Last Resort.

Under SB 7, IOUs may recover a portion of their "stranded costs" (the net book value of certain "non-economic" assets less market value and certain "above market" purchased-power costs) and "regulatory assets", which is intended to permit recovery of the difference between the amount necessary to pay for the assets required under prior electric regulation and the amount that can be collected through market-based rates in the open competition market. SB 7 establishes the procedure to determine the amount of IOU stranded costs and regulatory assets. The PUCT has determined the stranded costs, which have been and will be collected through a non-bypassable competitive transition charge collected from the end retail electric users within the IOU's service territory as it existed on May 1, 1999. The charge is collected primarily as an additional component to the rate for the use of the retail electric distribution system delivering electricity to such end user.

IOUs may recover a certain portion of their respective stranded costs through the issuance of bonds, with a maturity not to exceed 15 years, whereby the principal, interest and reasonable costs of issuing, servicing, and refinancing such bonds is secured by a qualified rate order of the PUCT that creates the "competitive transition charge". Neither the State nor the PUCT may amend the qualified rate order in any manner that would impair the rights of the "securitized" bondholders.

Additional Impacts of Senate Bill 7 Deregulation... Municipal Utilities and Electric Co-ops are largely exempt from the requirements of SB 7 that apply to IOUs. While IOUs became subject to retail competition beginning on January 1, 2002, the governing bodies of Municipal Utilities and Electric Co-ops have the sole discretion to determine whether and when to opt-in to retail competition. However, if a Municipal Utility or Electric Co-op has not voted to opt-in, it will not be able to compete for retail energy customers at unregulated rates outside its traditional electric service area or territory.

SB 7 preserves the PUCT's regulatory authority over electric transmission facilities and open access to such transmission facilities. SB 7 provides for an independent transmission system operator (an ISO as previously defined) that is governed by a board comprised of market participants and independent members and is responsible for directing and controlling the operation of the transmission network within ERCOT. The PUCT has designated ERCOT as the ISO for the portion of Texas within the ERCOT area. In addition, SB 7 (as amended by the Texas Legislature after 1999) directs the PUCT to determine electric wholesale transmission open access rates on a 100% "postage stamp" pricing methodology.

Any future decision of the Seguin City Council to participate in full retail competition would permit Seguin to offer electric energy service to customers located in areas participating in retail choice that are not presently within the certificated service area of the Seguin System. The Seguin City Council could likewise choose to open the Seguin System's service area to competition from other suppliers while choosing not to have Seguin compete for retail customers outside its certified service area.

As discussed above, Municipal Utilities and Electric Co-ops will also determine the rates for use of their distribution systems after they open their territories to retail competition, although the PUCT has established by rule the terms and conditions applicable to have access to those systems. SB 7 also permits Municipal Utilities and Electric Co-ops to recover their stranded costs through collection of a non-bypassable transition charge from their customers if so determined by such entities through procedures that have the effect of procedures available to IOUs under SB 7. Unlike IOUs, the governing body of a Municipal Utility determines the amount of stranded costs to be recovered pursuant to rules and procedures established by such governing body. Municipal Utilities and Electric Co-ops are also permitted to recover their respective stranded costs through the issuance of bonds in a similar fashion to the IOUs. Any decision by Seguin as to the magnitude of its stranded costs, if any, would be made in conjunction with the decision as to whether or not to participate in retail competition.

A Municipal Utility that decides to participate in retail competition and to compete for retail customers outside its traditional service area will be subject to a PUCT-approved code of conduct governing affiliate relationships and anticompetitive practices. The PUCT has established by a standard rule the terms and conditions, but has no jurisdiction over the rates, for open access by other suppliers to the distribution facilities of Municipal Utilities electing to compete in the retail market. If a Municipal Utility decides to participate in retail competition, its customers are subject to being charged a PUCT-approved System Benefit Fund fee per megawatt hour beginning six months prior to implementation of customer choice. The fee is a contribution to a statewide fund targeted at property tax replacement, low-income assistance programs, and customer education.

Among other provisions, SB 7 provides that nothing in that act or in any rule adopted under it may impair any contracts, covenants that may impair the tax-exempt status of municipalities or compel them to use facilities in a manner that violates any bond covenants, or obligations between municipalities and bondholders of revenue bonds issued by municipalities. The bill also improves the competitive position of Municipal Utilities by allowing local governing bodies, whether or not they implement retail choice, to adopt alternative procurement processes under which less restrictive competitive bidding requirements can apply and to implement more liberal policies for the sale and exchange of real estate. Also, matters affecting the competitiveness of Municipal Utilities are made exempt from disclosure under the open meetings and open records acts and the right of Municipal Utilities to enter into risk management and hedging contracts for fuel and energy is clarified.

During its 83rd Legislative Session in 2013, the Texas Legislature reviewed and passed the mission and performance of the PUCT and the RRCT as required by the Texas Sunset Act. This act provides that the Sunset Commission, composed of legislators and public members, periodically evaluate a state agency to determine if the agency is still needed, and what improvements are needed to ensure that tax dollars are appropriately utilized. Based on recommendations of the Sunset Commission, the Texas Legislature ultimately decides whether an agency continues to operate into the future.

The Sunset Advisory Commission reviewed the PUCT and the RRCT in 2013 and made recommendations to the 83rd Legislature on the agencies, including their continuance. The 83rd Legislature approved the PUCT Sunset bill (HB1600), continuing the PUCT until 2023. The bill incorporating the RRCT failed to pass. Each session, there is a "Sunset safety net" bill which simply reauthorizes agencies whose stand-alone Sunset bills are unsuccessful, and which also sets the date for another review of the agency during a future Sunset process. The RRCT was added to the approved safety net bill and will be reviewed again in four years.

Wholesale Market Design Developments... On December 1, 2010, ERCOT transitioned from a zonal market design to a nodal market similar to those in Midwest Independent System Operator ("MISO"), Pennsylvania, New Jersey, Maryland Independent System Operator ("PJM"), New York Independent System Operator ("NYISO"), and the New England Independent System Operator.

In 2011, the ERCOT market saw significant weather events. The first event occurred on February 2, and continued through that week. ERCOT had between 8,000 and 12,000 MW of generation trip off-line due to extreme cold weather. As a result of lost generation, ERCOT was forced to shed firm load resulting in mandatory investigations. Regulatory authorities, including NERC, conducted reviews of these events. Following the February 2, 2011 event, both regulatory and market design changes were implemented. The market design changes consisted of: 1) changing the reporting timeline for resource outages; 2) changing the dispatch sequence for Emergency Interruptible Load Service ("EILS"); 3) changing the Energy Emergency Alert process to allow ERCOT to facilitate ERCOT communications with Qualified Scheduling Entities during emergencies; and 4) changes to the Black Start (power restoration) processes. Regulatory actions centered around: 1) recognizing the value of effective communication and action between the PUCT, the Texas Commission on Environmental Quality ("TCEQ"), and the RRCT; 2) hiring a contractor to study and report on generators, preparedness for cold weather events; and 3) improving communication between ERCOT and public officials and decision makers.

The second weather event experienced in the ERCOT wholesale market was the extreme high temperatures during June, July, and August of 2011 and accompanying drought. The market experienced over 70 consecutive days with temperatures over 100 degrees Fahrenheit. During this time period ERCOT came close to shedding firm load for capacity insufficiency. Prices during the daily peaks hit \$3,000 per MWh for sustained periods. Several market design changes were discussed to improve the market in these resource-constrained periods and, as hereafter described, have been implemented.

Specifically, in response to concerns about capacity reserves and the need to provide incentives for investment in new generation resources, the PUCT has initiated two rulemaking proceedings addressing resource and reserve adequacy and shortage pricing. The first proposal (in PUC Docket 40268) would amend an existing rule relating to the scarcity pricing mechanism by increasing high and low system offer caps and the peaker net margin. A second rule (in PUC Docket 37897) was adopted on July 3, 2012 allowing resources to offer energy and ancillary services in the ERCOT market at a cap of \$4,500 per megawatt-hour and \$4,500 per megawatt per hour beginning August 1, 2012 through the effective date of any amendment to the high system-wide offer cap in rulemaking proceeding 40268. Through the rulemaking comment process, the PUCT will explore whether the proposed changes are likely to have the desired effect on resource adequacy and what effect the changes will have on the financial exposure of market participants, among other issues. On June 1, 2012, the PUCT and ERCOT commissioned the Brattle Group to examine the capacity shortage issue. The Brattle Report concluded that the existing market design supports about an 8% reserve margin and that the energy only approach (even if modified) supports, on average, a 10% reserve margin. In response the PUCT took action to determine: a) what is the appropriate reserve margin; b) is the reserve margin a target or a minimum requirement; and c) what is the best market design to achieve the answers to a) and b). On October 25, 2012, the PUCT voted to double the cap on wholesale electricity prices over the next three years. The maximum wholesale rate will rise

from \$5,000 per MWh to \$7,000 per MWh in June 2014 and \$9,000 per MWh in June 2015. The PUCT consolidated its resource adequacy activities under a new docket in the Fall of 2012 – PUCT Docket 40000.

In Docket 40000 the PUC went back to the Brattle Group to study the economically optimal reserve margin in ERCOT. In January of 2014 Brattle reported the economically optimal reserve margin to be 10.2%. Brattle further concluded that the existing market design supported a reserve margin of 11.5%. Both of these numbers are compared to a reserve margin of 14.1% to cover one loss of load event in ten years. By February of 2014 ERCOT updated its Capacity Demand Reserves (“CDR”) report showing reserves in excess of 13.75% (the current target reserve margin) through 2017. Seguin will monitor these proceedings closely to assess the effect of the new regulations on its business. The PUCT Commissioners have stated they do not plan to consider any further market design changes (related to resource adequacy) until after the next Texas Legislative Session that begins in January 2015 and runs through June of the same year.

In order to improve scarcity price signals, the PUCT instructed ERCOT to implement an Operating Reserve Demand Curve (“ORDC”) in June 2014. The ORDC is an energy price enhancement mechanism that adds to the energy price based on system conditions. ERCOT calculates the adder based on the probability of a loss of load and the cost of a loss of load. Therefore, as systems reserves drop the adder calculated by ERCOT increases and the price of energy increases. ORDC is expected to improve scarcity price signals, but has also induced additional volatility into the ERCOT electricity market.

The 82nd Legislature passed SB 1613, which modifies the competitive matters exemption in the Public Information Act for public power utilities concerning public power “competitive matters”. SB 1613 updates the existing law based on a decade of experience with competitive electricity markets. It continues to allow Seguin and other MOUs to protect “competitive matters” from disclosure under the open meetings and open records laws. SB 1613 protects the consumers of MOUs because their utility can participate in wholesale electric markets without being disadvantaged.

Environmental Restrictions of Senate Bill 7 and Other Related Regulations... SB 7, enacted in 1999, contains specified emissions reduction requirements for certain older electric generating units, which would otherwise be exempt from the TCEQ permitting program by virtue of “grandfathered” status. Under SB 7, annual emissions of nitrogen oxides (“Nox”) from such units were reduced by 50% from 1997 levels, beginning May 1, 2003.

SB 7 established the State’s goal for renewable energy in 1999 but made no special provisions for transmission to interconnect renewable resources. The rapid development of wind power in west Texas since 2001 has shown that wind farms can be built more quickly than traditional transmission facilities. This timing difference poses a dilemma for planning, as it is difficult to know whether a new line will be needed if the generation facilities do not yet exist. A wind farm is difficult to finance if there is no certainty that sufficient transmission will be available to deliver generated electricity. Senate Bill 20, enacted by the Texas Legislature in 2005 (“SB 20”), authorized the PUCT to regulate in this area, and specifically authorized the PUCT to identify an area with sufficient renewable energy potential, known as competitive renewable energy zones (“CREZs”) and pre-designate the need for transmission facilities serving the area even if no specific renewable generation projects exist or are under construction. The designation of CREZs in regions with developable renewable resources would be partially based on financial commitments of wind project developers desirous of building in the CREZ. In July 2008, the PUCT voted to create five CREZs in west Texas and the Panhandle. In August 2008, the PUCT further decided that an additional 18,456 MW of wind energy from the five CREZs would be delivered into ERCOT via transmission lines estimated to cost ERCOT rate payers a minimum of \$4.93 billion. The PUCT awarded the construction of those transmission lines to transmission service providers (“TSPs”) in whose service areas the lines will be located and new entrants seeking to become TSPs. The PUCT’s decision was appealed by the City of Garland, and a State District Court has determined that the PUCT should have given municipally owned utilities consideration in the CREZ award process. The PUCT reconsidered and awarded a CREZ line for the City of Garland to construct.

The Legislature increased the State’s renewable energy goal in 2005 with the enactment of SB 20. As amended by SB 20, PURA directs that the cumulative installed renewable capacity in the State must total 2,280 MW by January 1, 2007; 3,272 MW by January 1, 2009; 4,264 MW by January 1, 2011; 5,256 MW by January 1, 2013; and 5,880 MW by January 1, 2015. Further, the PUCT is directed to establish a target of 10,000 MW by January 1, 2025. The legislation includes a target of 500 MW from renewable resources other than wind power. In addition, on April 2, 2008, ERCOT filed a report with the PUCT concerning wind power and the transmission facilities that may be necessary to transfer the electric power across the State.

According to ERCOT, about 9.9% of the electricity generated in Texas during calendar year 2013 came from wind energy resources, up from 9.2% for all of 2012. The total capacity of renewable facilities in Texas as of September 2013 is approximately 11,000 MW which exceeds the 5,256 MW January 1, 2013 goal specified in the PUCT Substantive Rule 25.173 – Goal for Renewable Energy, and is above the January 1, 2025 “target” of 10,000 MW wind generation. On March 26, 2014, wind generation in ERCOT produced a new record of 10,296 MW, which represented 29.00% of the ERCOT system load at that time.

On February 26, 2008, ERCOT implemented the second stage of its emergency grid procedures (out of 4 stages) following a sudden drop in the system frequency. The drop in system frequency was attributed to a combination of events including a drop in wind energy production at the same time the evening electricity load was increasing,

accompanied by multiple power providers, other than the City, falling below their scheduled energy production. The loss of wind energy also resulted in congestion in certain parts of the ERCOT transmission system. Implementing the stage two emergency procedures stabilized ERCOT system frequency. Other than interruptible loads, no other customers in the ERCOT region lost power due to the event. Because of the challenges associated with scheduling wind energy, ERCOT has chosen to count only 8.6% of nameplate wind capacity toward ERCOT's reserve margin requirements.

Electric Distribution

The City Peak Electrical use for 2017 was 81.29 MW and by 2019 it is projected to hit 93 MW. The City continues to grow in residential and commercial.

The Electric Department is currently working on a number of projects for the 2016/17 capital improvements budgets.

1. Working on 4 underground circuits coming out of Seguin West.
2. Upgrading TWACS for Substations communications.
3. Working on ESRI mapping, work orders and mobile orders and trying to tie in with Tyler.
4. Jefferson St pole replacement.
5. 3 Phase Underground project Stremple Road.
6. Distribution System Capacitors.
7. Star Meter MTU / twacs Conversion.
8. Fiber to 3-Substations.

10 Largest Electric Customers¹

<u>Name</u>	<u>Type of Entity</u>	<u>kWh Sales</u>	<u>Revenues</u>
Niagara Bottling LLC	Manufacturing	30,146,400	\$2,437,321
Tyson	Chicken Processing Plant	22,755,600	1,827,865
Seguin ISD	School District	12,137,457	1,223,693
Texas Lutheran University	University	12,634,607	1,042,279
Hexcel Corp/Post Petition	Manufacturing	12,081,600	982,918
Guadalupe Regional Medical Center	Hospital	10,651,221	923,007
Mini-Grip	Manufacturing	9,559,900	763,291
Guadalupe County	County	7,007,590	658,746
Wal-Mart	Retail Sales	4,585,000	414,346
HEB	Retail Sales	4,303,000	383,180

¹ October 2016 - September 2017.

kWh Energy Analysis

<u>Year</u>	<u>kWh Purchased</u>	<u>Growth</u>	<u>kWh Consumption</u>	<u>Growth</u>	<u>Customer Count</u>	<u>Growth</u>
2003-04	271,220,166	-2.15%	254,848,859	-1.7%	7,824	0.4%
2004-05	284,655,929	4.95%	271,525,856	6.5%	7,903	1.0%
2005-06	288,134,848	1.22%	273,368,582	0.7%	7,921	0.2%
2006-07	287,444,316	-0.24%	271,933,622	-.52%	7,933	0.2%
2007-08	297,724,158	3.58%	282,241,983	3.79%	8,051	0.4%
2008-09	292,408,513	-1.79%	277,042,385	-1.84%	8,014	-0.5%
2009-10	302,100,002	3.31%	282,102,433	1.83%	8,011	0.0%
2010-11	310,175,128	2.67%	293,799,122	4.15%	8,210	3.4%
2011-12	306,960,799	-1.04%	281,673,636	-4.13%	8,247	0.5%
2012-13	335,747,515	9.38%	283,520,517	.66%	8,293	0.6%
2013-14	344,327,169	2.56%	287,631,799	1.45%	8,340	0.6%
2014-15	305,143,171	-11.38%	269,528,056	-6.29%	8,500	1.9%
2015-16	297,035,140	-2.66%	282,255,073	4.72%	8,438	-0.7%
2016-17	329,736,280	10.77%	313,410,061	11.04%	8,538	1.19%

Electric Sales and Peak Demand

<u>Year</u>	<u>kWh Sales</u>	<u>Revenues</u>	<u>Peak Demand (kWh)</u>
2004-05	271,525,856	18,837,026	60,166
2005-06	273,368,582	23,610,394	59,300
2006-07	271,933,622	23,337,950	64,180
2007-08	282,241,983	25,747,926	57,924
2008-09	277,042,385	28,210,092	59,461
2009-10	282,102,433	26,446,221	64,000
2010-11	293,799,122	26,804,696	66,000
2011-12	281,673,636	25,975,472	62,000
2012-13	283,520,517	25,448,070	63,000
2013-14	287,631,799	25,852,212	68,000
2014-15	269,528,056	26,747,282	68,000
2015-16	282,255,073	27,334,190	70,230
2016-17	313,410,061	29,730,883	81,287

Note: Data on Peak Demand furnished by LCRA.

Electric Rates (Effective October 1, 2014)

Residential Electric - RES: *Applicable to individually metered residential dwellings.*

Applicable to individually metered residential dwellings.

Customer Charge, per meter:	\$12.00
Energy Charge per kWh:	\$.0325
PCRF Charge per kWh:	\$.0625

Small Commercial - SCS: *Applicable to non-residential customers or multiple dwelling unit residential customers billed through one meter and whose peak demand does not exceed 25 KW.*

Customer Charge, per meter:	\$25.00
Energy Charge per kWh:	\$.0295
PCRF Charge per kWh:	\$.0625

Large Power Commercial - LPS: *Applicable to non-residential customers whose peak KW is between 25 and 500.*

Customer Charge, per meter:	\$75.00
SECONDARY Customer Energy Charge per kWh:	\$.0275
SECONDARY Customer Demand Charge per KW:	\$2.00
PCRF Charge per kWh both SECONDARY & PRIMARY:	\$.0625
PRIMARY Customer Energy Charge per kWh:	\$.026675
PRIMARY Customer Demand Charge per kWh:	\$1.94

Large Power Industrial - IND: *Applicable to non-residential customers whose peak KW is greater than 500.*

Customer Charge, per meter:	\$200.00
SECONDARY Customer Energy Charge per kWh:	\$.013
SECONDARY Customer Demand Charge per KW:	\$3.00
PCRF Charge per kWh both SECONDARY & PRIMARY:	\$.0625
PRIMARY Customer Energy Charge per kWh:	\$.011
PRIMARY Customer Demand Charge per KW:	\$3.00

SECURITY LIGHTS

100 watt lamp per month:	\$ 7.25
150 watt lamp per month:	\$11.03
1500 watt lamp per month:	\$52.00

Setup fee for 100 or 150 watt lamps:	
Existing Pole	\$100.00
Wood Pole installation	\$250.00
Steel or Composite Pole	Actual Cost
Setup fee for 1500 watt lamps:	
Existing Pole	\$430.00
Wood Pole installation	\$580.00
Steel or Composite Pole	Actual Cost

Rio Nogales Power Project

The commercial operation of the Rio Nogales Power Project commenced on June 1, 2002. This electric power plant is located in the Seguin Industrial Park and was developed by Constellation Power Source, a wholly owned subsidiary of Baltimore Gas & Electric. On December 15, 2006 the ownership interest in Rio Nogales was acquired by an affiliate of Tenaska Power Fuel, LP from Constellation. On April, 2012, the ownership interest in Rio Nogales was acquired by City Public Service of San Antonio. The plant is a state-of-the-art, highly efficient power generation facility utilizing clean burning natural gas. The project is an 800 MW natural gas fired combined cycle power plant.

WATER PLANT AND DISTRIBUTION SYSTEM

The Seguin’s Surface Water Treatment Plant has a peak production capacity that exceeds 11.635 million gallons per day with an additional allotment per contract of 7.3 million gallons of groundwater per day that may be purchased from the Schertz-Seguin Local Government Corporation.

The Seguin distribution system is supported by a three million, two million and two seventy thousand gallons ground storage tank with three hundred twenty thousand gallons in storage at the clear well. This is enhanced by the addition of four elevated storage tanks, three with a capacity of one million gallons each, one with a capacity of five hundred thousand gallons.

The City water customers are classified into commercial and residential with separate rates for inside and outside the city limits. Both residential and commercial inside classifications have shown a growth through the years.

The Texas Commission on Environmental Quality has authorized the City to divert and use an amount of water not to exceed 7,000 acre-feet (2,280,957,000 gallons) annually from the impoundment reservoir (Lake Seguin) maintained for municipal purposes in and around the City. The City has also entered into a contract with the Guadalupe-Blanco River Authority to purchase 1,000 acre-feet of water from Canyon Lake per year. This supply was purchased to ensure that the City would have ample supply of water during drought conditions.

WATER AND SEWER PROJECTS

Seguin completed the construction of several major water and sewer improvement projects during Fiscal Year 2014-15. The projects are part of the Utility Capital Projects as set by City Council or Utility System Revenue Bonds. Following is a list of some of those projects:

Booster Pump Station.

Rehabilitation of 12 dual filters.

Classification of Customers

<u>Year</u>	<u>Residential Inside</u>	<u>Residential Outside</u>	<u>Commercial Inside</u>	<u>Commercial Outside</u>
2006	5,636	149	1,087	2
2007	5,658	149	1,104	2
2008	5,679	151	1,116	2
2009	5,869	5	1,170	2
2010	5,847	4	1,167	2
2011	5,864	4	1,199	2
2012	5,896	4	1,204	2
2013	5,911	4	1,199	2
2014	5,951	1	1,184	2
2015	6,007	0	1,250	0
2016	6,087	0	1,307	0
2017	6,130	0	1,381	0

Water Rates (Effective October 1, 2017)

Residential:

Capacity Charge	\$22.30
1 - 10,000 gallons used	\$ 3.88 (per 1,000 gal)
10,001 - 35,000 gallons used	\$ 4.43 (per 1,000 gal)
35,000 and above gallons used	\$ 4.99 (per 1,000 gal)

Commercial, Industrial, Governmental, and Multi-Family:

Capacity Charge	\$48.13
First 12,000,000 gallons used (per 1,000 gal)	\$ 4.40
All additional gallons used (per 1,000 gal))	\$ 3.76

INDUSTRIAL SURFACE WATER (Effective October 1, 2017)

Capacity Charge per meter	\$48.13
All gallons used	\$ 3.30 (per 1,000 gal)
If ground water has to be used	\$ 3.76 (per 1,000 gal)

Historical Water Consumption

Gallons	2013	2014	2015	2016	2017
Yearly Use	1,973,940,947	2,093,764,881	2,101,380,329	2,103,558,145	2,285,596,000
Daily Average	5,408,057	5,736,342	5,757,206	5,763,123	6,261,907
Daily Maximum	6,789,564	6,726,582	6,529,826	6,612,816	7,206,000
	09/30/13	09/30/14	09/30/15	09/30/16	09/30/17

Top Ten Water Customers

Twelve Month Period (10-01-16 thru 10-31-17)

<u>Name</u>	<u>Gallons Used (1,000)</u>	<u>Water Revenues</u>
Tyson	334,937,070	\$1,066,265
Niagra Bottling, LLC	263,676,932	936,897
Texas Lutheran University	40,793,890	187,276
Guadalupe Regional Medical	27,375,587	121,045
Continental Automotive Sys Inc	22,855,500	97,723
Seguin ISD	18,413,775	97,663
Guadalupe County Admin	17,335,050	82,186
Stone Ranch Townhomes	12,697,000	54,924
MA Ranch @ Seguin LLC	11,554,500	54,346
San Antonio City Public Service - Potable Water	476,243,479	\$1,557,717
San Antonio City Public Service - Reuse Water	174,971,778	\$ 319,452

WASTEWATER PLANT

The Walnut Branch Treatment Plant is an activated aeration type plant. The design capacity of the Walnut Branch Wastewater Treatment Plant is 4.9 MGD and its present daily average and peak flows are: 3.39 MGD (average) and a 2 hour peak load of 12 MGD. See discussion under "WATER PLANT AND DISTRIBUTION SYSTEM - Water and Sewer Projects" herein. Units at the facility are as follows:

- Head Works (Lift Station, Manual Bar Screen, Mechanical Screen)
- Two Primary Clarifiers
- Aeration Basin
- Three Final Clarifiers
- Chlorine Contact Basin
- Drying Beds
- Dechlorination System

Present influent and effluent quality is as follows:

	<u>Influent</u>	<u>Effluent</u>	<u>% Removal</u>
BOD	66.65	1.59	97.61%

The Geronimo Creek Treatment Plant is an activated aeration type plant. Its design capacity is 2.13 MGD, a daily average flow of 1.69 MGD, and a 2-hour peak load of 4.2 MGD. Units at the facility are as follows:

- Head Works (Lift Station, Manual Bar Screen, Mechanical Screen)
- Oxidation Channel
- Final Clarifiers
- Chlorine Contact Basin
- Drying Beds
- Dechlorination System

This treatment plant is able to meet its effluent requirements at this time. Present influent and effluent quality is as follows:

	<u>Influent</u>	<u>Effluent</u>	<u>% Removal</u>
BOD	106	1.965	98.15%

SEWER RATES: (effective October 1, 2017)

Residential:

Up to the first 2,000 Gallons of water used	\$27.32
The next 6,000 gallons used	\$ 4.10 (per 1,000 gal)
Max charge for 8,000 gallons of water used)	\$51.52
Fixed sewer fee for wastewater service only and no metered water	\$37.74

Commercial and Industrial:

Capacity Charge	\$45.07
First 8,000,000 gallons of water used	\$ 4.23 (per 1,000 gal)
All additional gallons used	\$ 3.28 (per 1,000 gal)
Fixed sewer for wastewater service only and no metered water	\$37.74

Industrial User Charge and Fee:

Permit Fee for all Commercial & Industrial users	\$4.00/month
Permit Fee for all discharge to the POTW (per 1,000)	\$.06
Based on water usage monthly above 200,000 gallons of water per month or document of metered discharge	

Industrial User Metered Sewer:

Capacity Charge	\$45.07
First 8,000,000 gallons of water used	\$ 4.10 (per 1,000 gal)
All additional gallons used	\$ 3.14 (per 1,000 gal)

Solid Water Services: Garbage Effective October 1, 2017
Recycling Effective October 1, 2017

Each residential account has one garbage container	\$13.89
Each additional container	\$ 6.20
Each residential account has one recycle container	\$ 3.11

SALES TAX:

Charged to non-residential customers for electric and to residential customers for garbage and recycling:

State Sales Tax	6.25%
City Sales Tax	1.50%
County Sales Tax	<u>.50%</u>
Total Sales Tax	8.25%

Top Wastewater Customers

Twelve Month Period (10-01-16 thru 9-30-17)

Name	Gallons Used (1,000)	Revenues
Niagra Bottling LLC	87,907,927	\$ 302,274
TLU	29,497,290	127,166
Guadalupe Regional Medical Center	26,270,087	107,860
Guadalupe Co Admin	17,073,000	74,854
Seguin ISD	10,789,268	56,514
Stone Ranch Townhomes	11,605,000	46,881
Summers Bend Apts	10,380,000	41,835
Hexcel	8,035,000	32,417
METERED SEWER		
Tyson	287,003,899	855,314
CPS Energy	71,628,141	301,552

ENVIRONMENTAL MATTERS

The City is very aware and concerned about the potential impact that a utility operation can have on the environment. The City is continually and aggressively pursuing total environmental compliance. The utilities are subject to continuing environmental regulation. Federal, state and local standards and procedures which regulate the environmental impact of electric utilities are subject to change. These changes may arise from continuing legislative, regulatory and judicial action regarding such standards and procedures. Consequently, there is no assurance that the City's units in operation, or any that may be constructed by the City or for the use of the City, will remain subject to the regulations currently in effect, will always be in compliance with future regulations or will always be able to obtain all required operating permits.

The City is in full conformance with the regulations as they are adopted. The TCEQ has also given the City a "superior" rating of its water systems. TCEQ and EPA required an industrial pretreatment program that has been developed for industrial wastewater discharges. This program requires testing and city inspection of industrial user's to ensure compliance of the permit issued by the city to the affected industry.

SCHERTZ/SEGUIN LOCAL GOVERNMENT CORPORATION

The Schertz/Seguin Local Government Corporation (the "Corporation") is a public, nonprofit corporation organized to aid, assist, and act on behalf of the cities of Schertz and Seguin in acquiring, constructing, maintaining, and operating a water utility system. The participating governments have an ongoing financial responsibility to fund the operation of the corporation through either purchase of services or by subsidizing the operations. Separate financial statements for the Corporation may be obtained by contacting the Finance Director of the City of Seguin.

In December 1999, the Corporation issued \$10,000,000 in revenue bonds for the purpose of developing an alternate water system. The bonds are backed by the revenues derived from existing water systems of the Cities of Schertz and Seguin. In addition, the "Advances of Participants" were refunded out of the proceeds of the bonds.

In February 2001, the Corporation issued \$41,040,000 in revenue bonds for the purpose of building, improving, extending, enlarging, and repairing the Corporation's utility system to conserve, store, transport, treat, purify, distribute, sell, and deliver water to the Cities of Schertz and Seguin.

In May 2005, the Corporation issued \$8,500,000 in refunding bonds to advance refund the callable portion of the Series 1999 issue. This refunding was for the purpose of achieving debt service savings for the Corporation.

In November 2007, the Corporation issued \$38,425,000 in revenue and refunding bonds. The refunding was for the purchase of achieving debt service savings and it refunded the callable portion of the Series 2001 issue. The new money portion in the amount of \$7,500,000 was for continued expansion and improvements to the Corporation's utility system.

In June 2010, the Corporation issued \$22,140,000 in revenue bonds for the purpose of building, improving, extending, enlarging, and repairing the Corporation's utility system to conserve, store, transport, treat, purify, distribute, sell, and deliver water to the Cities of Schertz and Seguin.

In July 2012, the Corporation issued \$25,425,000 in Contract Revenue Bonds payable solely as a maintenance and operations expense of the San Antonio Water System ("SAWS") prior to any payment on the SAWS Utility System Revenue Bonds. See the Annual Continuing Disclosure filing made by the SAWS on behalf of the City of San Antonio for its fiscal year ending December 31, 2012.

In September 2014, the Corporation issued \$6,275,000 in New Series Contract Revenue Refunding Bonds. The refunding was for the purpose of advance refunding the callable portion of the Series 2005 bond issue. The refunding was for the purpose of achieving debt service savings for the Corporation and to create a "new" junior lien system.

In January 2015, the Corporation issued a second series of New Series Bonds as combination new money and refunding issue in the amount of \$41,720,000. The refunding portion will refund the callable portion of the Series 2007 bond issue to achieve a debt service savings. The new money portion of \$7,300,000 is for continued expansion and improvements to the Corporation's utility system.

In November 2016, the Corporation sold \$43,670,000 in New Series Contract Revenue Bonds to the Texas Water Development Board along with a \$22,830,000 SWIFT Funding Board Participation Loan with the Texas Water Development Board for the purpose of providing funds to finance, acquire, and construct treatment facilities, water supply pipelines, booster pumps, other appurtenances, and necessary easements and other interests in land concerning the State Water Plan.

The City of Seguin is severally liable, together with the City of Schertz, Texas for operating deficits and long-term debt of the Corporation. Following is a summary of financial data as reported in the Corporation's audited financial statement dated September 30, 2017:

Assets	<u>2017</u>	<u>2016</u>
Current Assets:		
Cash and Cash Equivalents	\$13,198,159	\$12,060,236
Accounts Receivable	1,859,907	1,364,335
Notes Receivable - Current	-	-
Other Receivables	158,111	26,151
Inventory	<u>63,015</u>	<u>76,705</u>
Total Current Assets	15,279,192	13,527,427
Restricted Assets:		
Cash and Cash Equivalents	<u>73,947,779</u>	<u>7,359,879</u>
Total Restricted Assets	73,947,779	7,359,879
Property, Plant & Equipment:		
Land	15,471,540	15,471,540
Water Distribution System	91,067,482	91,067,482
Building & Improvements	943,377	935,492
Equipment & Vehicles	608,891	549,266
System Expansion - Projects in Progress	6,887,613	4,719,272
Accumulated Depreciation	<u>(19,969,980)</u>	<u>(17,555,328)</u>
Net Property, Plant & Equipment	95,008,923	95,187,724
Other Assets:		
Lease Acquisition Costs	<u>28,653</u>	<u>108,809</u>
Total Other Assets	28,653	108,809
Total Assets	\$184,264,547	\$116,183,839
Deferred Outflows of Resources		
Deferred Charge on Refunding	<u>2,412,138</u>	<u>2,546,875</u>
Total Deferred Outflows of Resources	2,412,138	2,546,875
Liabilities		
Current Liabilities:		
Accounts Payable - Trade	\$ 1,969,279	\$ 1,785,629
Accounts Payable - Construction	91,235	60,501
Accrued Interest Payable	861,197	706,917
Deferred Revenue	190,494	600
Current Portion of Revenue Bonds	<u>2,410,000</u>	<u>2,305,000</u>
Total Current Liabilities	5,522,205	4,858,647
Revenue Bonds Payable	<u>164,983,651</u>	<u>100,976,449</u>
Total Liabilities	170,505,856	105,835,096
Net Position:		
Invested in Capital Assets, Net of Related Debt	(1,956,872)	(2,288,897)
Restricted:		
Debt Service	882,168	912,641
Repairs and Replacement	500,000	500,000
Impact Fees	4,873,089	3,951,441
Unrestricted	<u>11,872,444</u>	<u>9,820,433</u>
Total Net Position	<u>\$ 16,170,829</u>	<u>\$12,895,618</u>

The following table sets forth the debt service requirements for the Corporation's contract revenue bonds (Series 2001 Bonds, Series 2010 Bonds, New Series 2014 Bonds, New Series 2015 Bonds, and New Series 2016 Bonds).

FISCAL YEAR	Series 2001	Series 2010	Total Priority Lien Debt Service	New Series				Total Subordinate Debt Service	Total Combined Debt Service
				Series 2014	Series 2015	Series 2016 SWIRFT Proj.	Net Series 2016 BP Program		
2017	\$ 520,000.00	\$1,387,412.50	\$ 1,907,412.50	\$ 664,375.00	\$ 435,550.00	\$ 709,274.71	\$ 0.00	\$ 3,809,199.71	\$ 5,716,612.21
2018	520,000.00	1,391,300.00	1,911,300.00	663,875.00	2,444,100.00	1,026,329.00	0.00	4,134,304.00	6,045,604.00
2019	520,000.00	1,388,362.50	1,908,362.50	663,175.00	2,436,975.00	2,236,164.00	0.00	5,336,314.00	7,244,676.50
2020	520,000.00	1,389,812.50	1,909,812.50	664,450.00	2,444,175.00	2,231,531.00	165,627.40	5,505,783.40	7,415,595.90
2021	520,000.00	1,389,162.50	1,909,162.50	662,575.00	2,426,850.00	2,230,867.00	165,627.40	5,485,919.40	7,395,081.90
2022	520,000.00	1,391,262.50	1,911,262.50	665,175.00	2,434,650.00	2,229,242.00	248,441.10	5,577,508.10	7,488,770.60
2023	520,000.00	1,392,362.50	1,912,362.50	665,650.00	2,435,950.00	2,226,390.00	331,254.80	5,659,244.80	7,571,607.30
2024	520,000.00	1,387,562.50	1,907,562.50	663,950.00	2,436,250.00	2,227,166.00	455,475.34	5,782,841.34	7,690,403.84
2025	520,000.00	1,391,762.50	1,911,762.50	666,462.50	2,435,125.00	2,226,360.50	579,695.90	5,907,643.90	7,819,406.40
2026	520,000.00	1,389,434.38	1,909,434.38		3,226,375.00	2,224,200.50	703,916.44	6,154,491.94	8,063,926.32
2027	520,000.00	1,390,112.50	1,910,112.50		3,214,125.00	2,225,659.00	828,137.00	6,267,921.00	8,178,033.50
2028	520,000.00	1,389,087.50	1,909,087.50		3,222,250.00	2,219,165.50	828,137.00	6,269,552.50	8,178,640.00
2029	520,000.00	1,391,681.25	1,911,681.25		3,220,250.00	2,220,810.50	1,213,122.12	6,654,182.62	8,565,863.87
2030	520,000.00	1,391,768.75	1,911,768.75		3,213,250.00	2,217,485.50	1,598,107.24	7,028,842.74	8,940,611.49
2031	2,268,330.00	1,389,306.25	3,657,636.25		1,475,500.00	2,216,265.50	1,598,107.24	5,289,872.74	8,947,508.99
2032	2,272,390.00	1,390,156.25	3,662,546.25		1,478,750.00	2,217,803.50	1,598,107.24	5,294,660.74	8,957,206.99
2033	2,271,250.00	1,388,625.00	3,659,875.00		1,480,500.00	2,217,790.00	1,598,107.24	5,296,397.24	8,956,272.24
2034	2,269,780.00	1,389,571.88	3,659,351.88		1,483,800.00	2,216,040.00	1,598,107.24	5,297,947.24	8,957,299.12
2035	2,272,590.00	1,388,437.50	3,661,027.50		1,479,000.00	2,216,437.00	1,898,107.24	5,593,544.24	9,254,571.74
2036		1,389,437.50	1,389,437.50		3,737,200.00	2,216,117.00	1,903,552.12	7,856,869.12	9,246,306.62
2037		1,392,306.25	1,392,306.25		3,741,300.00	2,219,127.00	1,920,887.00	7,881,314.00	9,273,620.25
2038		1,387,681.25	1,387,681.25		3,750,200.00	2,217,979.00	1,921,962.00	7,890,141.00	9,277,822.25
2039		1,390,443.75	1,390,443.75		3,743,900.00	2,220,580.00	1,921,653.00	7,886,133.00	9,276,576.75
2040		1,390,356.25	1,390,356.25		3,742,400.00	2,221,791.00	1,924,960.00	7,889,151.00	9,279,507.25
2041		1,392,300.00	1,392,300.00		3,740,400.00	2,221,612.00	1,921,710.00	7,883,722.00	9,276,022.00
2042					425,300.00	2,225,043.00	1,927,076.00	4,577,419.00	4,577,419.00
2043					424,600.00	2,220,642.00	1,925,084.00	4,570,326.00	4,570,326.00
2044					423,300.00	2,219,530.50	1,921,152.00	4,563,982.50	4,563,982.50
2045						2,216,553.00	1,915,280.00	4,131,833.00	4,131,833.00
2046						2,211,709.50	1,912,468.00	4,124,177.50	4,124,177.50
2047							1,912,522.00	1,912,522.00	1,912,522.00
2048							1,910,063.00	1,910,063.00	1,910,063.00
2049							1,905,635.00	1,905,635.00	1,905,635.00
2050							1,904,238.00	1,904,238.00	1,904,238.00
2051							1,900,693.00	1,900,693.00	1,900,693.00
	\$18,634,340.00	\$ 34,749,706.25	\$53,384,046.25	\$5,979,687.50	\$152,025.00	\$63,945,665.21	\$46,057,013.06	\$167,345,229.27	\$238,518,437.02

The debt service requirements do not include the Series 2012 issue which is solely secured by a take-or-pay contract between the San Antonio Water System and the Corporation.

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APPENDIX B

**General Information Regarding the City of Seguin
and Guadalupe County, Texas**

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This Appendix contains a brief discussion of certain economic and demographic characteristics of the area in which the City is located. Information in this Appendix has been obtained from the sources noted. They are believed to be reliable, although no investigation has been made to verify the accuracy of such information. Much of the information was obtained from the *Texas Almanac*, Seguin Area Chamber of Commerce, and the City of Seguin and Guadalupe County *Texas Municipal Reports*.

Economic and Demographic Characteristics

The City of Seguin, Texas (the "City") is located in South Central Texas and is the county seat and principal commercial center of Guadalupe County (the "County"). The City is located on Interstate Highway 10, about 35 miles east of San Antonio, 160 miles west of Houston, and 50 miles south of Austin, the State capital.

Incorporated in 1853, the City operates under a Home Rule Charter, which was adopted on December 7, 1971. The City has a council-manager type of government composed of the City Manager, Mayor and eight Councilpersons elected for four-year terms.

The Seguin-Guadalupe County economy is an important contribution to the San Antonio metropolitan area. Industry, agriculture and agribusiness, minerals, education, and recreation are major contributors.

Population

	<u>1970</u>	<u>1980</u>	<u>1990</u>	<u>2000</u>	<u>2010</u>	<u>Est. 2017</u>
City	15,934	17,854	18,853	22,011	25,175	29,241
County	33,354	46,700	64,874	89,023	131,533	151,249

Major Area Employers

The area has been economically stable for many years because of the industries located there. The major area employers, their products and approximate number of employees, as reported by the Texas Workforce Commission, Seguin Economic Development Corporation, and business entities, are given below:

<u>Name</u>	<u>Product</u>	<u>Number of Employees</u>
Continental Automotive Systems	Automotive Manufacturing	1,560
Caterpillar	Engine Assembly	1,250
Seguin Independent School District	Education	1,130
CMC Steel Texas	Steel Products Manufacturing	835
Tyson Foods, Inc.	Poultry Processing	745
Guadalupe Regional Medical Center	Healthcare	700
Guadalupe County	County Government	595
City of Seguin	City Government	350
HEB	Retail	340
Walmart Supercenter	Retail	300
Texas Lutheran University	Higher Education	<u>260</u>
Total		8,015

Many people commute to nearby San Antonio and Randolph Air Force Base for employment.

With the development of SH-130 providing an alternate route from the IH-35 gridlock, commercial traffic is diverted from just north of Austin to Seguin. This places Seguin as a very strategic location for distribution centers and manufacturers alike and will impact both retail and industrial market growths complementing the already accelerated growth trend.

The Seguin Economic Development Corporation has announced that a large tract of land has been purchased by a developer for anticipated future development of mixed use to include multi-family, retail and industrial.

Labor Force Statistics - Guadalupe County

Annual Average	Annual Average					
	2017	2016	2015	2014	2013	2012
Civilian Labor Force	77,510	74,988	72,288	71,566	69,580	68,312
Total Employed	<u>74,946</u>	<u>72,296</u>	<u>69,720</u>	<u>68,501</u>	<u>65,654</u>	<u>64,294</u>
Total Unemployed	2,564	2,692	2,568	3,065	3,926	4,018
% Unemployed	3.3%	3.6%	3.6%	4.3%	5.6%	5.9%
% Unemployed (Texas)	4.3%	4.6%	4.5%	5.1%	6.4%	6.8%
% Unemployed (United States)	4.4%	4.9%	5.3%	6.2%	7.4%	8.1%

Source: Texas Workforce Commission -Economic Research and Analysis Department, and United States Department of Labor.

Employment and Wages by Industry - Guadalupe County

	Number of Employees			
	Second Quarter 2017	Fourth Quarter 2016	Fourth Quarter 2015	Fourth Quarter 2014
Natural Resources and Mining	242	234	345	479
Construction	2,483	2,316	2,236	1,990
Manufacturing	7,470	7,209	7,104	6,819
Trade, Transportation & Utilities	10,609	10,904	6,635	6,837
Information	196	211	226	209
Financial Activities	1,140	1,127	1,119	1,044
Professional and Business Services	2,943	2,695	2,483	1,981
Education and Health Services	3,369	3,346	3,242	3,244
Leisure and Hospitality	4,211	4,363	4,187	3,742
Other Services	1,135	1,031	1,063	1,132
Unclassified	35	23	12	7
Federal Government	224	225	211	200
State Government	166	169	159	174
Local Government	<u>6,151</u>	<u>6,123</u>	<u>5,981</u>	<u>5,878</u>
Total Employment	40,373	39,976	35,002	33,735
Total Wages	\$426,320,343	\$416,486,332	\$377,856,263	\$355,359,375

Source: Texas Workforce Commission - Texas Labor Market Information.

Agriculture

Guadalupe County agricultural income is derived from beef, dairy cattle, hogs, and poultry. Crops include sorghum, corn, wheat, oats, cotton, peanuts and pecans.

Minerals

Minerals produced include oil, gas, sand and gravel. A part of Guadalupe County lies in the Austin Chalk formation from which there is considerable oil production.

Transportation

In addition to Interstate Highway 10, highway facilities include State Highways 46 and 123, and U.S. Highways 90 and 90-A. Interstate 35 goes through the western portion of Guadalupe County.

Railroad facilities are provided by Union Pacific Railroad.

Commercial air service is available at the nearby San Antonio International Airport or Austin Bergstrom. Small and medium sized private aircraft may land at two airfields located within 12 miles of downtown Seguin.

Four local motor freight carriers serve Seguin from local depots. Four additional motor freight carriers serve Seguin from terminals in nearby San Antonio.

Educational Facilities

The Seguin Independent School District, accredited by the Texas Education Agency, is administered by a board comprised of elected citizens who serve in their respective positions without compensation. In addition to the basic curriculum prescribed by the state for grades K through 12, the District offers a wide range of electives. There are extensive special education and vocational education programs, as well as provisions for the accelerated students.

In addition, pre-school and day care centers are located throughout the City with religious and secular programs. Private and parochial schools, representing many teaching disciplines and religious affiliations, can also be found in the area. Baptist, Lutheran, Catholic and other Christian faiths provide pre-school and some elementary through high school programs. There is one Montessori program offered.

Texas Lutheran University ("TLU"), a fully accredited four-year co-educational senior liberal arts institution of higher learning, is located in Seguin. TLU's 1,400 students (50-50, male/female) come from 36 states and seven foreign countries. The 15:1 student-teacher ratio allows for small classes. TLU has been listed as one of the top ten small colleges in the southern United States by the U.S. News and World Report survey of college presidents for 15 out of 16 years. TLU is a central part of life in Seguin and the university pumps an estimated \$50 million into the Seguin economy annually.

The Central Texas Technology Center (the "CTTC") is a District Workforce Specialty Campus located minutes from downtown Seguin. The CTTC consists of a 25,000-square-foot facility. It is the area's first higher education facility dedicated to technology and it is a collaborative effort of the governing bodies and business development agencies of New Braunfels, Seguin and the Alamo Community College District (ACCD). The ACCD runs the programs, and classes provide college level education and training to residents of Comal, Guadalupe, Hays, Bexar and Wilson counties. An expansion project is currently underway to double the size of the facility.

Other educational facilities nearby include: Texas State University at San Marcos; University of Texas at Austin; and the San Antonio institutions of San Antonio College, Trinity University, St. Mary's University, University of Texas at San Antonio, The University of the Incarnate Word, Our Lady of the Lake University, and the University of Texas Health Science Center composed of schools of Dentistry, Nursing, Allied Health Sciences and graduate school of Biomedical Sciences.

Recreation

The Guadalupe River meanders through Guadalupe County and the City of Seguin in a northwest to southeast direction. Canyon Lake dam and reservoir are located in adjoining Comal County about thirty miles upstream from the City of Seguin and this impoundment usually assures the normal flow of the river and provides a variety of water sports including canoeing, tube floating and fishing in a very scenic setting. Other impoundments include Lake Placid, Lake McQueeney and Lake Dunlap, all of which provide boating, fishing and skiing.

Max Starke Park, owned by the City of Seguin, is a 160-acre park, which provides an 18-hole golf course, wave pool, tennis courts, baseball fields, and a large picnic area.

Seguin is also home to ZDT's Amusement Park. It is a family oriented amusement park with 11 attractions. The park draws numerous visitors to the area.

Community Services

Many cultural events are held at the Seguin-Guadalupe City Coliseum. The Jackson Auditorium at Texas Lutheran College, home of the Mid-Texas Symphony, hosts nationally and internationally renowned acts in music, theatre, and dance, as well as distinguished lecturers.

The One Seguin Art Center has brought area and out-of-town artistic activities to Seguin.

"Teatro de Artes de Juan Seguin" has brought area and out-of-town Mexican American artists through the annual events of Fiestas Patrias and Noche De Gala.

The Seguin-Guadalupe County Public Library offers a variety of programs for both children and adults. A major library expansion has resulted in enlargement of facilities from approximately 2,900 square feet to 9,600 square feet and an increase in the book collection from 38,000 to 68,000 volumes.

The City is served by two local daily newspapers. San Antonio and Austin daily newspapers are also available. Two radio stations, four commercial television stations and cable television serve the Seguin area.

Churches representing most religious denominations are available. Those not represented generally are available in nearby San Antonio.

Guadalupe Regional Medical Center, with an annual budget of \$119 million, serves the area. The hospital currently has 107 acute care beds and 12 inpatient rehabilitation beds and has a staff of approximately 60 doctors. The hospital also provides Home Health and Hospice care. The Wellness Center provides an exercise facility for the community, outpatient physical therapy, and physician offices for new doctors. The Teddy Buerger Center is an outpatient psychiatric and substance abuse center. In addition to the hospital, several clinics are available in Seguin. Numerous hospitals and clinics are available in nearby San Antonio.

Financial

Commercial banks located in Seguin include First Commercial Bank, N.A., Bank of America, First American Bank of Texas, Wells Fargo, Prosperity Bank, Broadway National Bank, and Randolph-Brooks Federal Credit Union, Schertz Bank & Trust, and The First National Bank.

Growth Indices

<u>Fiscal Year</u>	<u>City Building Permits Number Issued</u>	<u>Amount</u>	<u>City Sales Tax</u>	<u>Seguin ISD Enrollment</u>
2007	1,026	\$31,990,888	\$4,857,969	7,326
2008	861	97,944,325	5,155,539	7,501
2009	694	35,680,585	5,022,478	7,559
2010	886	32,981,097	5,278,917	7,548
2011	756	27,276,413	5,281,333	7,548
2012	765	39,261,603	6,533,697	7,440
2013	906	45,228,136	6,918,184	7,514
2014	903	65,393,557	6,909,704	7,419
2015	1,093	82,433,635	7,214,240	7,459
2016	967	91,438,004	7,389,899	7,492
2017				

Source: *City of Seguin and Seguin ISD.*

APPENDIX C

**Excerpts from the City of Seguin
Audited Financial Statement
for the Year Ended
September 30, 2017**

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It's real.

CITY OF SEGUIN, TEXAS

**COMPREHENSIVE ANNUAL
FINANCIAL REPORT**

**FISCAL YEAR ENDED
SEPTEMBER 30, 2017**

Prepared by: Finance Department
Susan Caddell
Director of Finance



It's real.

March 1, 2018

The Honorable Mayor and City Council
City of Seguin, Texas

We are pleased to present the Comprehensive Annual Financial Report of the City of Seguin, Texas (the City), for the fiscal year ended September 30, 2017. Responsibility for both the accuracy of the data and the completeness and fairness of the presentation, including all disclosures, rests with the City. To the best of our knowledge and belief, the presented data is accurate in all material respects and is reported in a manner designed to present fairly the financial position and results of operations of the various funds of the City. All disclosures necessary to enable the reader to gain an understanding of the City's financial activities have been included.

The City of Seguin's financial statements have been audited by Armstrong, Vaughan & Associates, PC, a firm of licensed certified public accountants. The goal of the independent audit was to provide reasonable assurance that the financial statements of the City of Seguin for the fiscal year ended September 30, 2017, are free of material misstatement. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent auditor has issued an unqualified ("clean") opinion on the City's financial statements for the year ended September 30, 2017. The independent auditor's report is located at the front of the financial section of this report.

Management's discussion and analysis (MD&A) immediately follows the independent auditor's report and provides a narrative introduction, overview and analysis of the basic financial statements. MD&A complements this transmittal letter and should be read in conjunction with it.

The Comprehensive Annual Financial Report is presented in three sections: introductory, financial, and statistical. The introductory section includes this transmittal letter, the City's organizational chart and a list of principal officials. The financial section includes the management's discussion and analysis letter, the government-wide financial statements, the fund financial statements, notes to the financial statements, as well as the auditor's report on the financial statements and schedules. The statistical section includes selected financial and demographic information, generally presented on a multi-year basis.

This report includes all funds of the City. The City provides a full range of services including: police and fire protection, health services, maintenance of streets, planning and zoning, parks and recreation, convention and visitors' bureau and general administrative services. The City also provides electric, water, and wastewater services; therefore, these activities are included in the reporting entity.

City of Seguin profile. The City of Seguin is located in South Central Texas and is the county seat and principal commercial center of Guadalupe County. The City is located on Interstate Highway 10, about 35 miles east of San Antonio, 160 miles west of Houston, and 50 miles south of Austin, the State capital.

Incorporated in 1853, the City operates under a Home Rule Charter, which was adopted on December 7, 1971. The City has a council-manager type of government composed of the manager, mayor and eight councilpersons elected for four-year terms. The City Manager is the chief administrator and executive officer for the City and has full responsibility for carrying out Council policies and administering City operations, including hiring department Directors and all other City employees. City service departments provide a full range of services including police and fire protection, EMS services, building inspections, animal control services, parks and recreation services, golf, library services, public works services and general administrative services. In addition, the City of Seguin also provides electric, water and wastewater services.

Local economy. The Seguin-Guadalupe County economy is an important contribution to the San Antonio metropolitan area. Manufacturing, agriculture and agribusiness, minerals, education, and recreation are major contributors. The City of Seguin has been economically stable for many years because of the industries located here. Numerous businesses and Fortune 500 companies major operations located within the City of Seguin including, Continental Automotive Group, Commercial Metals Corporation (CMC), Tyson Foods, Inc., Caterpillar, Inc., Minigrip, Wal-Mart, Alamo Group, HEB, Niagara Bottling, Georgia Pacific, and Hexcel. Several other businesses have recently established a presence in Seguin or will be doing so in the near future. Tractor Supply Company opened a regional distribution center in late 2015, Niagara Bottling opened its Seguin Bottling Center in the Spring of 2016, United Alloy expanded distribution and warehousing operations to Seguin in the fall of 2016, and American Colors will begin manufacturing operations in Seguin starting in the spring of 2018.

In addition, to the Seguin Independent School District, Seguin is the home of Texas Lutheran University (TLU). It is a fully accredited four-year co-educational senior liberal arts institution of higher education. TLU's 1,400 students come from 23 states and 8 foreign countries. The 14:1 student-teacher ratio allows for small classes. TLU has repeatedly been listed as one of the top ten small colleges in the southern United States by the *U.S. News and World Report* survey of college presidents.

In discussions with major employers in Seguin, it is apparent that a continued focus on developing an available, skilled workforce is essential to remaining competitive. In an effort to address regional workforce development needs in Seguin, the Central Texas Technology Center (CTTC) has partnered with the Alamo Academies to offer the Advanced Technology and Manufacturing Academy that trains junior and senior high school students in a manufacturing trade. Seguin and New Braunfels high school students earn up to a total of thirty (30) college credit hours, graduate with a diploma and enroll in a two or four year college to earn a degree. Given the fact that the availability of a trained workforce is one of the most important site selection variables for companies, this workforce training system has the potential of providing a steady flow of new trained workers to put Seguin and New Braunfels at a distinct advantage. During this reporting cycle, an overwhelming interest in the dual placement program drove the need for additional funding for Accuplacer exams to be administered. In addition the CTTC recently underwent an expansion that doubled the size of its campus to accommodate current and future growth.

Guadalupe Regional Medical Center (GRMC), located in Seguin, is an award-winning, technologically advanced regional healthcare provider that transforms lives by providing compassionate high-quality healthcare. With an active medical staff of 152 local physicians and 742 employees, GRMC provides comprehensive healthcare services to the residents of eight counties throughout Central Texas. In 2014, GRMC surgeons were trained in and began performing da Vinci robotic surgery.

Each year the hospital admits approximately 5,000 patients, treats 32,000 Emergency Department visits, delivers 700 babies, and performs 3,200 surgeries. GRMC contributes nearly \$40 million per year to the local economy in salaries and benefits and is one of the largest employers in Guadalupe County. Jointly owned by the City of Seguin and Guadalupe County, GRMC is a not-for-profit community hospital committed to its values of compassion, teamwork, excellence, enthusiasm, and dedication.

Data provided by the Bureau of Labor Statistics indicates that the City of Seguin added and estimated 418 jobs from December 2016 to December 2017. In addition, the unemployment rate decreased slightly to 3.0 percent in December, down from 3.3 percent in November. These low rates continue to keep the City in what economists consider to be at full employment.

The City of Seguin unemployment rate registered an identical overall jobless rate of 3.0 percent for the 8-county San Antonio-New Braunfels Metropolitan Statistical Area (MSA), which includes Atascosa, Bandera, Bexar, Comal, Guadalupe, Kendall, Medina and Wilson counties. The City of New Braunfels registered a 3.0 percent unemployment rate in December, while the City of San Antonio registered 3.0 percent and the City of Schertz registered a 2.9 percent rate—all at full employment.

Comparing the San Antonio-New Braunfels MSA to the state and nation, the Texas unadjusted (actual) unemployment rate remained unchanged for the months of November and December at 3.7 percent. The nation's unadjusted (actual) unemployment rate registered at 3.9 percent for December, remaining the same from November.

In April 2016, Caterpillar announced it would be closing an electric generator packaging facility in Newberry, South Carolina, and a generator assembly plant in Ridgeway, South Carolina. As a part of these consolidation efforts, Caterpillar shifted the operations of these facilities to three other plants, one of which was the Seguin, Texas facility. The transfer of operations to Caterpillar's Seguin Plant speaks volumes about our region's workforce and the business friendly Texas economy. In addition, in 2016 Caterpillar also relocated its Americas Sales and Marketing team to the Seguin, Texas facility. The relocation involved employees throughout the United States and Europe.

In the spring of 2016, Niagara Bottling opened its new 557,000 square foot bottling facility located on 30.77 acres of land off Interstate 10 at the intersection of Rio Nogales Drive and Eighth Street. On June 30, 2015 the City of Seguin announced that Niagara Bottling would be locating their new bottling facility in Seguin, Texas. The project will create over \$85 million in new capital investment and more than 75 new jobs. Niagara recently added a third production line to their facility. The new line will create about 20 new jobs.

Long-term financial planning. The City issued \$8,415,000 in utility revenue bonds in March 2017, which funded major water and wastewater improvements. In addition, the City issued \$8,800,000 in certificates of obligation bonds in December 2016 which, provided funding for needed street and drainage improvements.

FINANCIAL INFORMATION

Internal control. Management of the City is responsible for establishing and maintaining an internal control structure designed to ensure that the assets of the City are protected from loss, theft or misuse and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with generally accepted accounting principles for local governments as prescribed by the Governmental Accounting Standards Board (GASB), the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants (AICPA). The internal control structure is designed to provide reasonable, but not absolute assurance that these objectives are met. The concept of reasonable assurance recognizes that the cost of a control should not exceed the benefits likely to be derived and the valuation of costs and benefits requires estimates and judgments by management.

The City utilizes a computerized financial accounting system, which includes a system of internal accounting controls. Such controls have been designed and are continually being reevaluated to provide reasonable, but not absolute, assurances.

Budgeting Controls. The City also maintains budgetary controls. The objective of these budgetary controls is to ensure compliance with legal provisions embodied in the annual appropriated budget approved by the City Council. Activities of all funds are included in the annual appropriated budget. The level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is established at the fund level. However, budgetary accounting is maintained on a line-item basis. The City also maintains an encumbrance accounting system as one technique of accomplishing budgetary control. Encumbered amounts lapse at year end, however, encumbrances generally are reappropriated as part of the following year’s budget.

As demonstrated by the statements and schedules included in the financial section of this report, the City continues to meet its responsibility for sound financial management.

Financial rating. The City’s bond rating for Fitch Ratings and Standard & Poor’s is as follows:

	<u>Fitch Ratings</u>	<u>Standard & Poor’s</u>
General Obligation Bonds	AA/stable outlook	AA/stable outlook
Utility Revenue Bonds	A+/stable outlook	A+/stable outlook

Retirement Plan. The City provides pension benefits for all of its full-time employees through the state-wide Texas Municipal Retirement System (TMRS), an agent multiple-employer public employee retirement system.

Deferred Compensation Plan. The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all City employees, permits them to defer a portion of their salary until future years. Participation in the plan is optional. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency.

Health Benefits Trust Fund. During fiscal year 2009, the City established a Health Benefits Trust Fund and Retiree Insurance Trust Fund. These funds were established for the receipt of health insurance premiums from the benefits paid by the City, premiums paid by retirees and dependent premiums paid by employees and retirees. The disbursements of these premiums are also paid out of these funds.

OTHER INFORMATION

Independent Audit. The City Charter requires an annual audit of the books, accounts, financial records, and transactions of all administrative departments of the City by independent certified public accountants selected by the City Council. This requirement has been complied with and the independent auditors’ report by Armstrong, Vaughan & Associates, P.C., Certified Public Accountants, has been included in this report.

Acknowledgements. The preparation of this report on a timely basis could not be accomplished without the efficient and dedicated services of the entire staff of the Finance Department. Each member of the department has our sincere appreciation for the contributions made in the preparation of this report. We would also like to thank the members of the City Council and the citizens of the City of Seguin for their interest and support in planning and conducting the financial operations of the City in a responsible and progressive manner.

Respectfully submitted,



Douglas G. Faseler
City Manager



Susan Caddell
Director of Finance



Government Finance Officers Association

**Certificate of
Achievement
for Excellence
in Financial
Reporting**

Presented to

**City of Seguin
Texas**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

September 30, 2016

Christopher P. Merrill

Executive Director/CEO

CITY OF SEGUIN, TEXAS

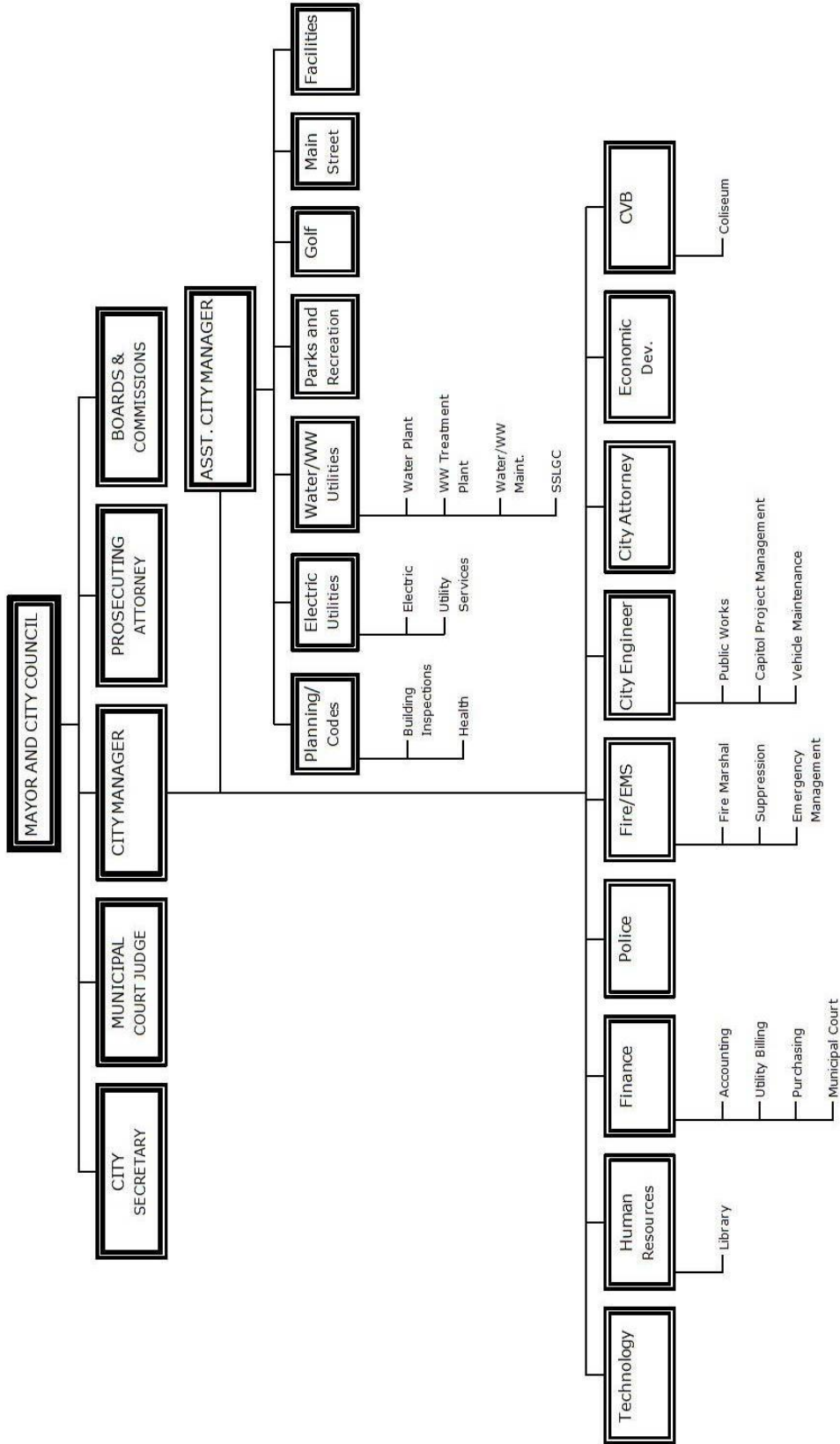
PRINCIPAL OFFICERS

DON KEIL Mayor
ERNESTO M. LEAL..... Mayor Pro-Tem
JEANETTE CRABB Councilwoman
DONNA DODGEN..... Councilwoman
MARK HERBOLD. Councilman
FONDA MATHIS..... Councilwoman
CARLOS MEDRANO Councilman
CHRIS RANGEL Councilman

DOUG FASELER
City Manager

RICK CORTES..... Assistant City Manager
NAOMI MANSKI..... City Secretary
SUSAN CADDELL Director of Finance
ANDREW QUITTNER..... City Attorney

CITY OF SEGUIN





INDEPENDENT AUDITOR'S REPORT

The Honorable Mayor and
Members of the City Council
City of Seguin, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Seguin, Texas, as of and for the year ended September 30, 2017, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

The City of Seguin, Texas' 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. The financial statements of the Seguin Economic Development Corporation (component unit) were not audited in accordance with *Government Auditing Standards*.

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 entity'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, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Seguin, Texas, as of September 30, 2017, and the respective changes in financial position and, where applicable, cash flows thereof 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 management's discussion and analysis, budgetary comparison information, schedules of changes and city contributions – defined benefit plan, and other postemployment benefit, as listed in the table of contents, 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 management's discussion and analysis, budgetary comparison information and schedules of funding progress 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 City of Seguin, Texas' basic financial statements as a whole. The comparative statements, combining and individual nonmajor fund financial statements, introductory section, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The comparative financial statements and combining and individual nonmajor fund financial statements are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual nonmajor fund financial statements are fairly stated in all material respects, in relation to the basic financial statements as a whole.

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 15, 2018 on our consideration of the City of Seguin, Texas' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City of Seguin, Texas' internal control over financial reporting and compliance.



Armstrong, Vaughan & Associates, P.C.

February 15, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of the City of Seguin, we offer readers of the City of Seguin's financial statements this narrative overview and analysis of the financial activities for the City of Seguin for the fiscal year ended September 30, 2017. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in our letter of transmittal, which can be found in the introductory section of this report, and the City's financial statements immediately following this analysis.

FINANCIAL HIGHLIGHTS

- The assets and deferred outflows of resources of the City of Seguin exceeded its liabilities at the close of the fiscal year ending September 30, 2017, by \$108,497,153 (net position). Of this amount, \$23,124,152 (unrestricted net position) may be used to meet the government's ongoing obligations to citizens and creditors.
- The City's total net position increased by \$6,893,616 or 6.78% compared to the prior fiscal year.
- As of September 30, 2017 the City of Seguin's governmental funds reported combined ending fund balances of \$36,338,201, an increase of \$1,540,427.
- At the end of the current fiscal year, unassigned fund balance for the General Fund was \$11,505,167, or 51.3% of total General Fund expenses.
- The City's total debt increased by \$14,580,904 during the current fiscal year. The City issued Certificates of Obligation Bonds for \$8,800,000 and Utility Revenue Bonds for \$8,415,000.
- During the year, the City's expenses were \$406,480 less than the \$32,610,010 generated in taxes and other revenues for governmental activities before transfers.
- The total cost of the City's governmental activity programs increased by \$2,138,230 from last year, and no new programs were added this year. Salaries and benefits increased from fiscal year 2016. In addition, depreciation increased due to several projects being completed in fiscal years 2017 and 2016.

OVERVIEW OF THE FINANCIAL STATEMENTS

The discussion and analysis serves as an introduction to the City of Seguin's basic financial statements. The City of Seguin's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. The comprehensive annual financial report (CAFR) also contains other supplementary information in addition to the basic statements themselves.

Government-wide financial statements. The *government-wide financial statements* are designed to provide readers with a broad overview of the City of Seguin's finances, in a manner similar to a private-sector business

The *statement of net position* presents information on all of the City of Seguin's assets and liabilities, with the difference between the two 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 City of Seguin is improving or deteriorating.

The *statement of activities* presents information showing how the City's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but not used vacation leave).

In the *statement of net position* and the *statement of activities*, the City's operations are divided into two kinds of activities:

- 1 Governmental Activities – Most of the City's basic services are reported here, such as public safety, public works and general administration. Property taxes, franchise fees and charges for services finance most of these activities.
- 2 Business-Type Activities – The City charges a fee to customers to help cover all or most of the cost of certain services it provides. The City's Utility Fund, which include, electric, water and wastewater services, are reported here.

In addition, the *government-wide financial statements* include not only the City of Seguin itself, but also the Seguin Economic Development Corporation, a legally separate component unit for which the City is financially accountable. Financial information for this component unit is reported separately from the primary government and business-type activities.

The *government-wide financial statements* can be found on pages 16 - 19 of this report.

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 City of Seguin, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The fund financial statements provide detailed information about the most significant funds – not the City as a whole. Some funds are required to be established by state law and by bond covenants. However, the City establishes many other funds to help it control and manage money for particular purposes or to show that it is meeting legal responsibilities for using certain taxes, grants and other money. All of the funds of the City can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as balances of spendable resources available at the end of the fiscal year. Governmental funds statements are reported using current financial resources measurement focus and the modified accrual basis of accounting.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. The relationships or differences between governmental activities (reported in the *statement of net position* and the *statement of activities*) and governmental funds are detailed in a reconciliation following the fund financial statements.

Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the General Fund, 2016 Certificates of Obligation Fund, 2016-a Certificates of Obligation Fund and Debt Service Fund, all of which are considered to

be major funds. Data from the other governmental funds are combined into a single, aggregated nonmajor fund presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in the CAFR.

The basic governmental fund financial statements can be found on pages 20 - 25.

Proprietary funds. The City charges customers for certain services it provides. These services are generally reported in proprietary funds. Proprietary funds are reported in the same way that all activities are reported in the *statement of net position* and the *statement of activities*.

The City maintains two different types of proprietary funds. The Utility Fund is a business-type activity and consists of revenues from charges for electric, water and wastewater sales. The Internal Service Funds account for revenues and expenditures for the employee health insurance, retiree health insurance and workers' compensation insurance. The fund financial statements provide the same type of information as the government-wide financial statements, only in more detail.

The proprietary funds financial statements can be found on pages 26 - 30 of this report.

Fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside of the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the City of Seguin's own programs. The method of accounting utilized for these funds is similar in nature to that of the proprietary funds.

The basic fiduciary fund financial statements can be found on pages 31 - 32 of this report.

Notes to the Financial Statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 33 - 68 of this report.

Other information. In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the City's general fund budgetary schedule. The City of Seguin adopts an annual appropriated budget for its general fund. A budgetary comparison schedule has been provided for the general fund to demonstrate compliance with this budget. Required supplementary information can be found on pages 69 - 74 of this report.

In addition, this report also contains certain required supplementary information concerning the City of Seguin's progress in funding its obligation to provide pension benefits to City staff and members of the City's firemen's pension fund, as well as funding progress for other postemployment benefits (health insurance) provided to retirees.

The combining statements referred to earlier in connection with nonmajor governmental and enterprise funds and individual internal service funds are presented immediately following the required supplementary information described in the preceding paragraph. Combining and individual fund statements can be found on pages 80 - 120 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. As of September 30, 2017, the City of Seguin's assets and deferred outflows of resources exceeded liabilities by \$108,497,153. Table A-1 is a condensed version of the City's statement of net position for the years ended September 30, 2017 and 2016, respectively.

The largest portion of the City's total net position (73.4%) is its net investment in capital assets (e.g., land, buildings, machinery, and equipment); less any related debt used to acquire those assets that is still outstanding. The City of Seguin uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The next largest portion of the City's total net position (21.3%) is its unrestricted net position.

Table A-1
City of Seguin's Net Position

	Governmental Activities		Business-Type Activities		Total	
	2017	2016	2017	2016	2017	2016
Assets						
Current assets	\$ 27,017,724	\$ 27,960,258	\$ 37,207,003	\$ 34,338,715	\$ 64,224,727	\$ 62,298,973
Capital assets	91,443,641	83,096,731	90,354,183	77,555,421	181,797,824	160,652,152
Other non current assets	15,653,893	13,057,073	14,459,337	17,054,811	30,113,230	30,111,884
Total assets	<u>134,115,258</u>	<u>124,114,062</u>	<u>142,020,523</u>	<u>128,948,947</u>	<u>276,135,781</u>	<u>253,063,009</u>
Deferred Outflows of Resources	<u>5,132,092</u>	<u>5,688,983</u>	<u>1,741,400</u>	<u>1,933,690</u>	<u>6,873,492</u>	<u>7,622,673</u>
Liabilities						
Current liabilities	3,937,776	3,821,156	5,222,032	6,396,858	9,159,808	10,218,014
Noncurrent liabilities	105,153,206	96,313,724	60,199,106	52,550,407	165,352,312	148,864,131
Total liabilities	<u>109,090,982</u>	<u>100,134,880</u>	<u>65,421,138</u>	<u>58,947,265</u>	<u>174,512,120</u>	<u>159,082,145</u>
Net Position						
Invested in Capital Assets	30,491,009	28,065,213	49,099,409	44,783,121	79,590,418	72,848,334
Restricted	2,806,714	2,912,376	2,975,869	2,713,233	5,782,583	5,625,609
Unrestricted	(3,141,355)	(1,309,424)	26,265,507	24,439,016	23,124,152	23,129,592
Total Net Position	<u>\$ 30,156,368</u>	<u>\$ 29,668,165</u>	<u>\$ 78,340,785</u>	<u>\$ 71,935,370</u>	<u>\$ 108,497,153</u>	<u>\$ 101,603,535</u>

An additional portion of the City of Seguin's net position (5.3%) is subject to external restrictions, including bond covenants, on how they must be used. The remaining balance of unrestricted net position of \$23,124,152 may be used to meet the government's ongoing obligations to citizens and creditors.

Changes in Net position. The City's total government-wide revenues increased by \$9,177,920 or 12.1%. This was largely due to increase in electric, water and sewer revenue along with an increase in property tax revenues and an increase in the developer contributions. The City's total government-wide expenses increased by \$5,633,784 or 7.8%. There was a large increase in wholesale power costs, along with an increase in salaries and benefits and depreciation.

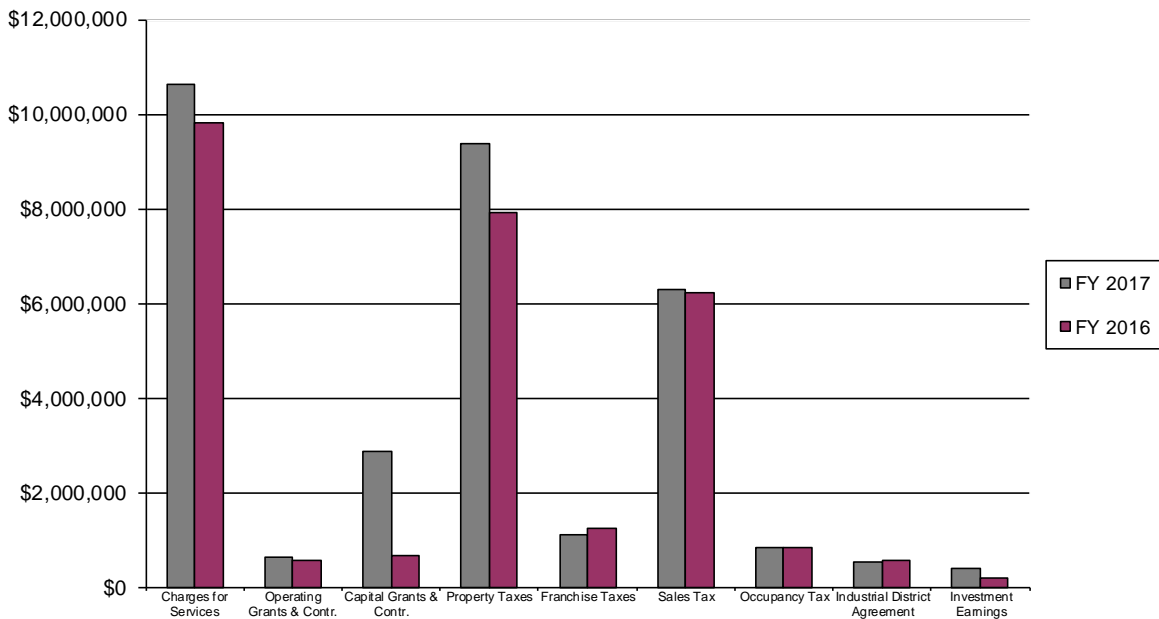
Table A-2
Changes in City of Seguin's Net Position

	Governmental Activities		Business-Type Activities		Total	
	2017	2016	2017	2016	2017	2016
Program Revenues:						
Charges for Services	\$ 10,619,004	\$ 9,797,695	\$ 49,979,572	\$ 46,502,423	\$ 60,598,576	\$ 56,300,118
Operating Grants and Contributions	618,406	546,156	-	-	618,406	546,156
Capital Grants and Contributions	2,868,007	656,203	1,845,532	975,222	4,713,539	1,631,425
General Revenues						
Property Taxes	9,362,955	7,922,023	-	-	9,362,955	7,922,023
Franchise Taxes	1,096,104	1,252,005	-	-	1,096,104	1,252,005
Sales Tax	6,271,333	6,232,146	-	-	6,271,333	6,232,146
Occupancy Tax	842,217	830,356	-	-	842,217	830,356
Industrial District Agreement	531,294	546,645	-	-	531,294	546,645
Investment Earnings	400,790	183,931	389,947	191,923	790,737	375,854
Gain (Loss) on Sale of Assets	-	-	3,601	14,112	3,601	14,112
Total Revenues:	32,610,110	27,967,160	52,218,652	47,683,680	84,828,762	75,650,840
Expenses:						
General Government	4,116,593	3,147,664	-	-	4,116,593	3,147,664
Public Safety	15,578,523	14,279,914	-	-	15,578,523	14,279,914
Public Service	9,644,071	10,077,096	-	-	9,644,071	10,077,096
Interest on Long-Term Debt	2,864,443	2,560,726	-	-	2,864,443	2,560,726
Utility	-	-	45,731,516	42,235,962	45,731,516	42,235,962
Total Expenses	32,203,630	30,065,400	45,731,516	42,235,962	77,935,146	72,301,362
Excess (Deficiency) Before Transfers In (Out)	406,480 81,723	(2,098,240) (80,406)	6,487,136 (81,723)	5,447,718 80,406	6,893,616 -	3,349,478 -
Increase (Decrease) in Net Position	\$ 488,203	\$ (2,178,646)	\$ 6,405,413	\$ 5,528,124	\$ 6,893,616	\$ 3,349,478

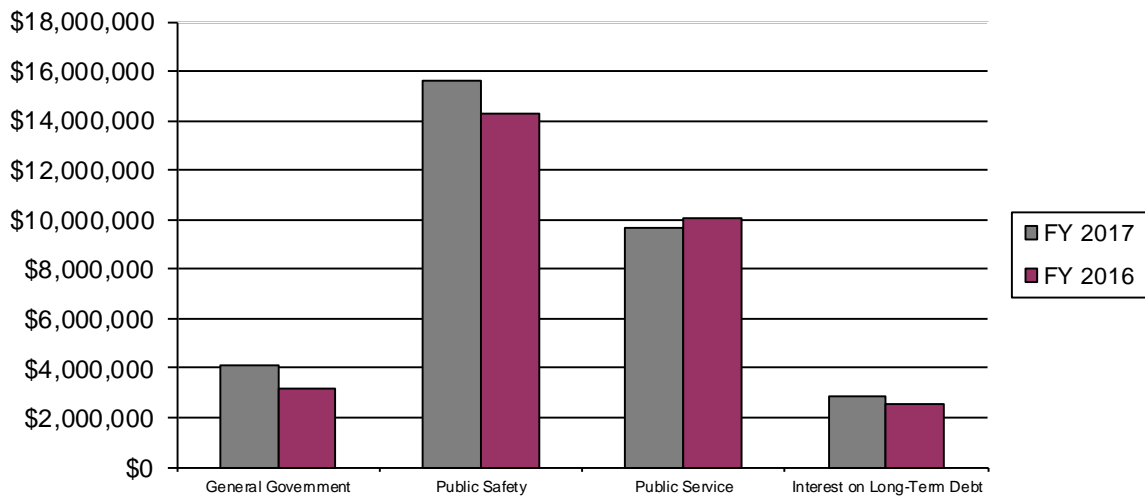
Governmental activities. The City's total governmental revenues increased by \$4,642,950 or 16.6% above last year. The City's total governmental expenses increased by \$2,138,230 or 7.1% above last year.

- Capital Grants and Contributions increased by 2,211,804. Of this amount, \$2,093,513 was from developer contributions.
- Property Taxes increased by \$1,440,932 or 18.19%. Property values increased along with an increase in debt service payments. This was the first full year the debt service payments were made for the 2016 General Obligation Bonds.
- Interest and Investment Earnings increased by \$216,859. An increase in interest rates along with investments in higher yield investments occurred in BY17.
- Building Permits increased by \$213,618 or 38.9%. Housing developments have been rapidly occurring in the City.
- The most significant governmental expense for the City was in providing for public safety, which incurred expenses of \$15,578,523. These expenses increased by \$880,456. These expenses are offset by revenues collected from a variety of sources, with the largest being from fines and penalties in the amount of \$1,691,314. Additional funding also included EMS revenue in the amount of \$1,031,905 and Fire and EMS interlocal agreements with Guadalupe County in the amount of \$588,874. The major components of public safety are police and fire. Police accounted for \$7.1 million in public safety expense while Fire accounted for \$5.6 million in public safety expense.

Revenues - Governmental Activities



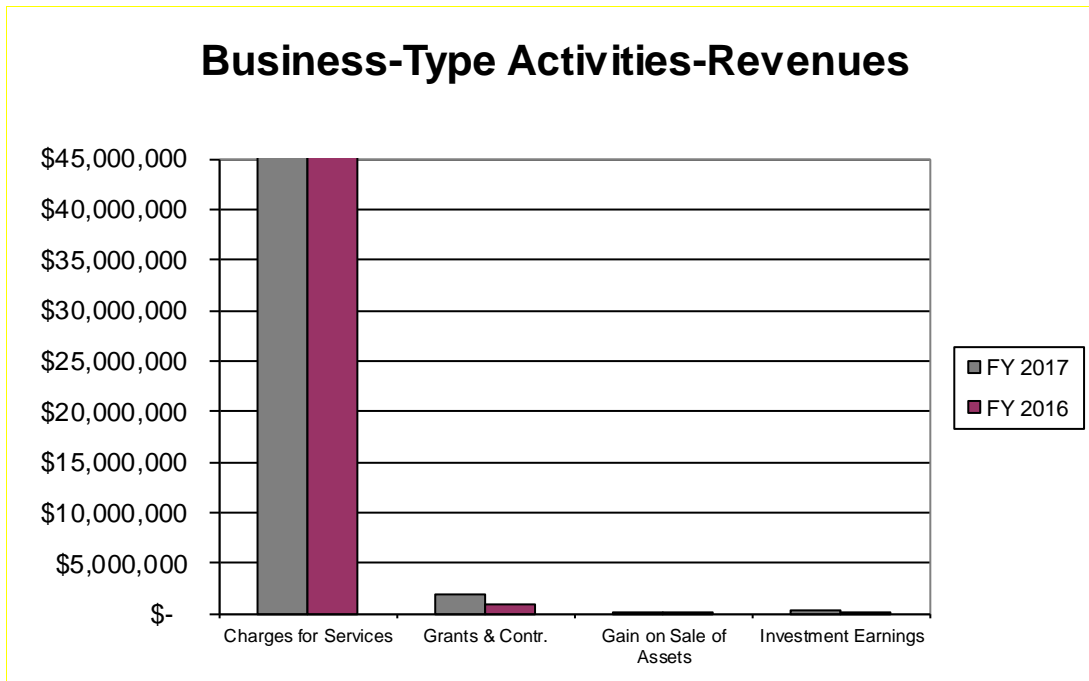
Expenses - Governmental Activities



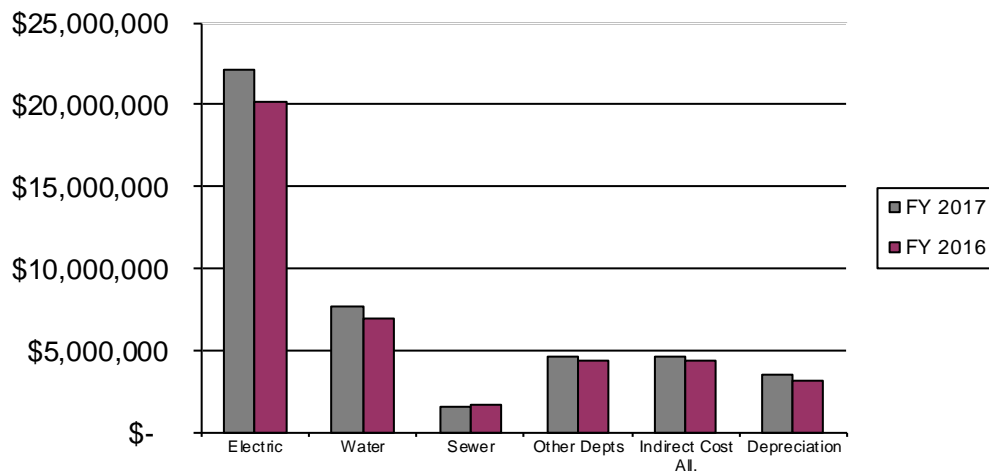
Business-type activities. The City’s total business-type revenues increased by \$4,534,972 or 9.5%. The City’s total business-type expenses increased by \$3,495,554 or 8.3%.

- Electric revenues make up \$30.2 million of the charges for services. This year electric revenues increased by \$2,116,864. The increase was due to an increase in consumption. Wholesale power costs increased by \$1,985,834 or 12.19%.
- Water revenues make up \$10.4 million of the charges for services. This year water revenues increased by \$574,353 or 5.9%. This was a result of an increase in consumption along with an increase in rates. The City purchases water from the Schertz-Seguin Local Government Corporation (SSLGC).

- Sewer revenues make up \$7.3 million of the charges for services. This year sewer revenues increased by \$537,735 or 8%. This was due to an increase in water consumption along with an increase in rates.



Business-Type Activities-Expenses



FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

As noted earlier, the City of Seguin uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of the City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City of Seguin's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

At the end of the current fiscal year, the City's governmental funds reported combined ending fund balances of \$36,338,201. This is an increase of \$1,540,427. The City continues to spend down bond proceeds received in previous fiscal years. In addition, the City suffered some damage in August 2017 as a result of Hurricane Harvey. Funds from the Stabilization Agreement Fund were used to provide the funding for recovery efforts. Once the City receives insurance proceeds and FEMA assistance proceeds, this fund will be replenished. Of this total amount of fund balance, \$11,505,167 constitutes unassigned fund balance, which is available for spending at the government's discretion. The remainder of fund balances is as follows: 1) nonspendable fund balance in the amount of \$164,164 which are prepaids and inventory, 2) restricted fund balance in the amount of \$18,151,691, which are restricted to tourism and economic development, public safety, public service, capital projects or debt service, 3) committed fund balance in the amount of \$1,750,289, which is committed to stabilization agreement and aquatic fees, and 4) assigned fund balance in the amount of \$4,766,892, which is assigned to capital projects.

The General Fund is the main operating fund of the City of Seguin. At the end of the current fiscal year, unassigned fund balance of the General Fund was \$11,505,167, while total fund balance reached \$13,173,454. Of this amount \$2,447,738 is attributable to the balance of a tax exemption settlement agreement. As a measure of the General Fund's liquidity, it may be useful to compare both unassigned fund balance and total fund balance to total fund expenditures. With the \$2,447,738 taken out of the equation, unassigned fund balance represents 40.4% of general fund expenditures, while total fund balance represents 47.8 of that same amount.

The General Fund Capital Projects Fund has a total fund balance of \$4,483,029, a decrease of \$250,163. This decrease can be attributable to the fact that funds are being used to complete projects.

At the end of FY17, six bond funds had a total fund balance of \$15,113,641. This was an increase of \$3,497,460 due to receiving bond proceeds of \$8,800,000 while continuing to spend down bond proceeds from previous years.

Other factors concerning the finances of governmental fund have already been addressed in the discussion of the City's governmental activities in the government-wide financial statements.

Proprietary funds. The City of Seguin's proprietary funds are utilized to account for operations of the City that are commercial in nature and accounted for in a manner more similar to private enterprise. The statements for proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

Unrestricted net position of the Utility Fund at the end of the year amounted to \$26,265,507. The restricted net position for debt service is \$520,794, while restricted net position for impact fees is \$2,455,075. Net position invested in capital assets amounted to \$49,099,409.

GENERAL FUND BUDGETARY HIGHLIGHTS

For FY 2016-17, actual revenues on a budgetary basis were \$23,399,220 compared to the final budget of \$22,292,674, which is \$1,106,546 above budget. Building permits exceeded budget by \$263,303 due to increased construction activity. Property tax exceeded budget by \$292,138 due to an increase in values.

For FY 2016-17, actual expenditures on a budgetary basis were \$22,435,704 compared to the final budget of \$23,809,775, which was \$1,374,071 below final budget amounts. Some departments had employee turnover resulting in their personnel services being under budget and savings on other operating expenditures. Indirect cost allocation also exceeded budget by \$241,289.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets. At the end of 2017, the City had invested \$181,797,824, net of depreciation, in a broad range of capital assets, including land, equipment, buildings, and vehicles. (See Table A-3.) This amount represents a net increase (including additions and deductions) of \$17,979,138 or 11%. The increase was due in part to large bond projects being completed or underway begun during fiscal year 2017. More detailed information about the City's capital assets can be found in Note G, page 47 – 48.

Table A-3
City of Seguin's Capital Assets

	Governmental		Business-Type		Total		Total
	Activities		Activities				Percentage
	2017	2016	2017	2016	2017	2016	Change
							2016 - 2017
Land	\$ 4,584,815	\$ 4,467,991	\$ 727,026	\$ 727,026	\$ 5,311,841	\$ 5,195,017	2.2%
Buildings and Improvements	37,836,176	33,889,397	35,938,858	24,672,813	73,775,034	58,562,210	26.0%
Improvements Other than Buildings	64,790,507	56,208,316	89,868,569	69,105,147	154,659,076	125,313,463	23.4%
Transportation and Equipment	17,875,883	15,063,342	8,060,934	7,755,774	25,936,817	22,819,116	13.7%
Construction in Progress	16,352,771	19,981,296	18,028,664	34,102,978	34,381,435	54,084,274	-36.4%
Totals at Historical Cost	141,440,152	129,610,342	152,624,051	136,363,738	294,064,203	265,974,080	10.6%
Total Accumulated Depreciation	(49,996,511)	(46,513,609)	(62,269,868)	(55,641,785)	(112,266,379)	(102,155,394)	9.9%
Net Capital Assets	\$ 91,443,641	\$ 83,096,733	\$ 90,354,183	\$ 80,721,953	\$ 181,797,824	\$ 163,818,686	11.0%

Long-term debt. At year-end, the City had \$125,933,417 in bonds, loans and capital leases outstanding as shown in Table A-4. This was an increase of \$14,580,904 or 13.1% from 2016. This fiscal year, the City Certificates of Obligation in the amount of \$8,800,000 and issued Utility Revenue Bonds in the amount of \$8,415,000. More detailed information about the City's debt is presented in Notes H and I, pages 49 – 53.

The City's tax-supported debt rating by Fitch is AA with a stable outlook while Standard and Poor rating is AA- with a positive outlook (updated to AA stable as of January 2018). The City's utility system revenue bonds' rating by Fitch is A+ with a positive outlook while Standard and Poor rating is A+ with a stable outlook. The current ratio of net tax-supported debt to assessed value of all taxable property is 4.2%. The pledged revenue coverage for the utility system revenue bonds is 2.98.

Table A-4
City of Seguin's Long-Term Debt

	Governmental		Business-Type		Total		Total
	Activities		Activities				Percentage
	2017	2016	2017	2016	2017	2016	Change
							2016-2017
Bonds Payable	\$ 39,590,288	\$ 41,464,030	\$ 49,699,711	\$ 42,755,970	\$ 89,289,999	\$ 84,220,000	6.0%
Certificates of Obligation	35,090,000	26,970,000	-	-	35,090,000	26,970,000	30.1%
Capital Leases	1,517,298	126,393	36,120	36,120	1,553,418	162,513	855.9%
Total Bonds & Notes Payable	\$ 76,197,586	\$ 68,560,423	\$ 49,735,831	\$ 42,792,090	\$ 125,933,417	\$ 111,352,513	13.1%

ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

During the budget process for fiscal year 2017-18, City staff and City Council considered many factors when setting the budget. Staff reviewed all of the fees charged to citizens and customers when using City services. Along with the fees, staff also considered the tax rate. They also reviewed expenditures and how the increases may be held to a minimum. The City set a goal to maintain financial stability, a lean organization, a competitively paid staff and investment in capital outlay. This helped to maintain the City's services with the least affect possible on our citizens through taxes, fees, and utility rates. The projected revenues and expenditures for the General Fund are budgeted to increase by \$1,018,358 or 3.7% above the FY17 budget.

- Property tax revenue is budgeted to increase by \$1,113,840. This is based upon an increase in values along with additional debt service requirements.
- The property tax rate of \$.5412/\$100 remained the same as the prior year. It is higher than the effective rate by \$.0262.
- Emergency Medical Services is budgeted to increase by \$50,000.
- Salaries and benefits are budgeted to increase by \$823,664. This includes a 2% cost of living effective January 1.
- Indigent Health Care is budgeted to increase by \$71,676, which represents a 4.6% increase.

The projected revenues and expenditures for the Utility Fund are budgeted to increase by \$133,537 or .3% above the FY17 budget.

- Water revenue is budgeted to increase by \$820,700 due to an anticipated increase in consumption along with an increase in rates.
- Sewer revenue is budgeted to increase by \$542,564 due to an anticipated increase in consumption along with an increase in rates.
- Salaries and benefits are budgeted to increase by \$485,770. This includes a 2% cost of living effective January 1.
- Indirect cost allocation is budgeted to increase by \$250,000 based upon prior years.
- Water Purchased is budgeted to increase by \$150,000 due to an increase in the rates paid to SSLGC.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the City's finances and to show the City's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Finance Department, at the City of Seguin, 205 North River Street, Seguin, Texas 78155.

BASIC FINANCIAL STATEMENTS

The basic financial statements include integrated sets of financial statements as required by the GASB. The sets of statements include:

- Government – wide financial statements
- Fund financial statements:
 - Governmental funds
 - Proprietary funds
 - Fiduciary funds

In addition, the notes to the financial statements are included to provide information that is essential to a user's understanding of the basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF NET POSITION
SEPTEMBER 30, 2017

	Primary Government			Component Unit
	Governmental Activities	Business-Type Activities	Total	Seguin Economic Development Corporation
ASSETS				
Cash and Cash Equivalents	\$ 852,860	\$ 1,259,918	\$ 2,112,778	\$ 5,765
Investments	22,271,389	26,507,658	48,779,047	315,665
Receivables (net of allowances for uncollectibles)				
Taxes	2,129,221	-	2,129,221	-
Accounts	968,281	5,733,206	6,701,487	3,061
Grants	445,449	-	445,449	-
Miscellaneous	182,937	1,929,770	2,112,707	-
Due From Component Unit/ Primary Government	-	19,035	19,035	190,351
Inventories	22,167	1,714,946	1,737,113	-
Prepays	145,420	42,470	187,890	2,310
Restricted Assets:				
Cash and Cash Equivalents	74,794	58,021	132,815	-
Investments	15,579,099	13,939,344	29,518,443	-
Notes Receivable	-	-	-	244,999
Net Present Value of Lease Financing	-	461,972	461,972	-
Capital Assets:				
Land	4,584,815	727,026	5,311,841	2,190,912
Buildings & Improvements	37,836,176	35,938,858	73,775,034	89,547
Improvements Other than Buildings/Infrastructure	64,790,507	89,868,569	154,659,076	-
Transportation & Equipment	17,875,883	8,060,934	25,936,817	-
Construction in Progress	16,352,771	18,028,664	34,381,435	-
Accumulated Depreciation	(49,996,511)	(62,269,868)	(112,266,379)	(11,194)
Total Assets	<u>134,115,258</u>	<u>142,020,523</u>	<u>276,135,781</u>	<u>3,031,416</u>
DEFERRED OUTFLOWS OF RESOURCES				
Deferred Pension Related Outflows	4,538,440	1,597,883	6,136,323	-
Deferred Charge on Refunding	593,652	143,517	737,169	-
Total Deferred Outflows of Resources	<u>\$ 5,132,092</u>	<u>\$ 1,741,400</u>	<u>\$ 6,873,492</u>	<u>\$ -</u>

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF NET POSITION (CONTINUED)
SEPTEMBER 30, 2017

	Primary Government			Component Unit
	Governmental Activities	Business-Type Activities	Total	Seguin Economic Development Corporation
LIABILITIES				
Accounts Payable and Other Current Liabilities	\$ 3,240,273	\$ 3,879,682	\$ 7,119,955	\$ 43,934
Unearned Revenue	274,997	449,928	724,925	-
Accrued Interest Payable	232,155	-	232,155	-
Due to Component Unit/ Primary Government	190,351	-	190,351	19,035
Customer Deposits	-	619,800	619,800	600
<i>Payable from Restricted Assets:</i>				
Accrued Interest Payable	-	272,622	272,622	-
Current Portion of Long-Term Debt	-	1,773,378	1,773,378	-
<i>Noncurrent Liabilities:</i>				
Due within One Year	3,916,995	251,425	4,168,420	49,337
Due in more than One Year	101,236,211	58,174,303	159,410,514	753,923
Total Liabilities	109,090,982	65,421,138	174,512,120	866,829
NET POSITION				
Net Investment in Capital Assets	30,491,009	49,099,409	79,590,418	1,466,005
Restricted for:				
Tourism & Economic Development	1,066,076	-	1,066,076	-
Public Safety	573,590	-	573,590	-
Public Service	283,573	-	283,573	-
Debt Service	883,475	520,794	1,404,269	-
Impact Fees	-	2,455,075	2,455,075	-
Unrestricted	(3,141,355)	26,265,507	23,124,152	698,582
Total Net Position	\$ 30,156,368	\$ 78,340,785	\$ 108,497,153	\$ 2,164,587

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2017

Functions and Programs	Expenses		Program Revenues		
	Direct	Indirect Allocation	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Primary Government:					
Governmental Activities:					
General Government	\$ 8,757,882	\$ (4,641,289)	\$ 3,647,445	\$ 382,005	\$ 8,393
Public Safety	15,578,523	-	3,478,473	126,314	44,642
Public Service	9,644,071	-	3,493,086	110,087	2,814,972
Interest on Long-term Debt	2,864,443	-	-	-	-
Total Governmental Activities	36,844,919	(4,641,289)	10,619,004	618,406	2,868,007
Business-Type Activities					
Utility	41,090,227	4,641,289	49,979,572	-	1,845,532
Total Business-Type Activities	41,090,227	4,641,289	49,979,572	-	1,845,532
Total Primary Government	\$ 77,935,146	\$ -	\$ 60,598,576	\$ 618,406	\$ 4,713,539
Component Unit:					
Seguin Economic Development Corporation					
	1,313,174	\$ -	\$ 7,200	4,453	\$ -
Total Component Unit	\$ 1,313,174	\$ -	\$ 7,200	\$ 4,453	\$ -
General Revenues:					
Taxes					
Property Taxes					
Franchise Taxes					
Sales Taxes					
Occupancy Taxes					
Industrial District Agreement Annual Payment					
Gain on Sale of Capital Assets					
Interest and Investment Earnings					
Total General Revenues					
Transfers					
Change in Net Position					
Net Position at Beginning of Year					
Net Position at End of Year					

See accompanying notes to basic financial statements.

Net (Expense) Revenue and Changes in Net Position

Primary Government			Component Unit
Governmental Activities	Business-Type Activities	Total	Seguin Economic Development Corporation
\$ (78,750)	\$ -	\$ (78,750)	\$ -
(11,929,094)	-	(11,929,094)	-
(3,225,926)	-	(3,225,926)	-
(2,864,443)	-	(2,864,443)	-
<u>(18,098,213)</u>	<u>-</u>	<u>(18,098,213)</u>	<u>-</u>
<u>-</u>	<u>6,093,588</u>	<u>6,093,588</u>	<u>-</u>
<u>-</u>	<u>6,093,588</u>	<u>6,093,588</u>	<u>-</u>
<u>(18,098,213)</u>	<u>6,093,588</u>	<u>(12,004,625)</u>	<u>-</u>
<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,301,521)</u>
<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,301,521)</u>
9,362,955	-	9,362,955	-
1,096,104	-	1,096,104	-
6,271,333	-	6,271,333	1,239,155
842,217	-	842,217	-
531,294	-	531,294	-
-	3,601	3,601	-
400,790	389,947	790,737	17,123
<u>18,504,693</u>	<u>393,548</u>	<u>18,898,241</u>	<u>1,256,278</u>
<u>81,723</u>	<u>(81,723)</u>	<u>-</u>	<u>-</u>
488,203	6,405,413	6,893,616	(45,243)
29,668,165	71,935,372	101,603,537	2,209,830
<u>\$ 30,156,368</u>	<u>\$ 78,340,785</u>	<u>\$ 108,497,153</u>	<u>\$ 2,164,587</u>

CITY OF SEGUIN, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2017

	General Fund	2016 Certificates of Obligation	2016-A Certificates of Obligation
ASSETS			
Cash and Cash Equivalents	\$ 291,306	\$ -	\$ -
Investments	13,367,512	-	-
Receivables (net of allowances for uncollectibles):			
Taxes	1,701,228	-	-
Accounts	759,016	-	-
Grants	445,449	-	-
Miscellaneous	182,937	-	-
Inventories	22,167	-	-
Prepaid Items	98,671	-	-
Restricted Assets:			
Cash and Cash Equivalents	-	12,213	25,978
Investments	-	5,522,439	7,936,488
Total Assets	<u>\$ 16,868,286</u>	<u>\$ 5,534,652</u>	<u>\$ 7,962,466</u>
LIABILITIES			
Accounts Payable	\$ 1,623,372	\$ 12,509	\$ 281,657
Accrued Expenditures	639,414	-	-
Due to Component Unit	190,351	-	-
Unearned Revenues	248,906	-	-
Due to Other Funds	494	-	-
Due to Others	10,539	-	-
Total Liabilities	<u>2,713,076</u>	<u>12,509</u>	<u>281,657</u>
DEFERRED INFLOWS OF RESOURCES			
Unavailable Revenue	981,756	-	-
Total Deferred Inflows of Resources	<u>981,756</u>	<u>-</u>	<u>-</u>
FUND BALANCE			
<i>Nonspendable:</i>			
Prepays and Inventory	120,838	-	-
<i>Restricted:</i>			
Tourism & Economic Development	-	-	-
Public Safety	2,605	-	-
Public Service	5,300	-	-
Capital Projects	-	5,522,143	7,680,809
Debt Service	-	-	-
<i>Committed:</i>			
Stabilization Arrangement	1,536,104	-	-
Aquatic/ Golf Fees	-	-	-
<i>Assigned</i>			
	3,440	-	-
<i>Unassigned</i>			
	11,505,167	-	-
Total Fund Balances	<u>13,173,454</u>	<u>5,522,143</u>	<u>7,680,809</u>
TOTAL LIABILITIES, DEFERRED INFLOWS & FUND BALANCES	<u>\$ 16,868,286</u>	<u>\$ 5,534,652</u>	<u>\$ 7,962,466</u>

See accompanying notes to basic financial statements.

Debt Service Fund	Other Nonmajor Governmental Funds	Total Governmental Funds
\$ 244	\$ 283,495	\$ 575,045
885,667	6,887,074	21,140,253
229,719	198,274	2,129,221
-	191,183	950,199
-	-	445,449
-	-	182,937
-	-	22,167
-	43,326	141,997
-	36,603	74,794
-	2,120,172	15,579,099
<u>\$ 1,115,630</u>	<u>\$ 9,760,127</u>	<u>\$ 41,241,161</u>
\$ -	\$ 596,264	\$ 2,513,802
-	15,248	654,662
-	-	190,351
-	26,091	274,997
-	-	494
-	53,870	64,409
<u>-</u>	<u>691,473</u>	<u>3,698,715</u>
<u>222,489</u>	<u>-</u>	<u>1,204,245</u>
<u>222,489</u>	<u>-</u>	<u>1,204,245</u>
-	43,326	164,164
-	1,066,076	1,066,076
-	570,985	573,590
-	278,273	283,573
-	2,132,357	15,335,309
893,141	-	893,141
-	-	1,536,104
-	214,185	214,185
-	4,763,452	4,766,892
-	-	11,505,167
<u>893,141</u>	<u>9,068,654</u>	<u>36,338,201</u>
<u>\$ 1,115,630</u>	<u>\$ 9,760,127</u>	<u>\$ 41,241,161</u>

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CITY OF SEGUIN, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS
BALANCE SHEET TO THE STATEMENT OF NET POSITION
SEPTEMBER 30, 2017

TOTAL FUND BALANCE - TOTAL GOVERNMENTAL FUNDS		\$ 36,338,201
Amounts reported for governmental activities in the Statement of Net Position are different because:		
Capital Assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.		91,443,641
Internal service funds are used by management to charge costs related to employee insurance. The assets and liabilities of the internal service funds are included in governmental activities in the Statement of Net Position.		1,423,549
Other long-term assets are not available to pay for current-period expenditures and, therefore, are deferred in the funds.		1,204,248
Long-term liabilities, including bonds payable and capital leases, are not due and payable in the current period and, therefore, not reported in the funds:		
General Bonded Debt	74,680,288	
Unamortized Premiums and Deferred Charges	1,554,282	
Capital Leases	1,517,298	
Net Other Post Employment Benefit Obligation	371,320	
Net Pension Liability (Net of Deferred Outflows)	20,601,980	
Compensated Absences	1,295,948	(100,021,116)
Accrued interest payable on long-term-bonds is not due and payable in the current period and, therefore, not reported in the funds.		(232,155)
TOTAL NET POSITION - GOVERNMENTAL ACTIVITIES		\$ 30,156,368

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES – GOVERNMENTAL FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2017

	General Fund	2016 Certificates of Obligation	2016-A Certificates of Obligation
REVENUES			
Taxes	\$ 12,678,017	\$ -	\$ -
Licenses and Permits	941,986	-	-
Intergovernmental	1,396,474	171,758	-
Charges for Services	5,711,530	-	-
Fines and Forfeits	1,707,497	-	-
Interest	144,635	64,930	70,182
Miscellaneous	819,081	-	-
Total Revenues	<u>23,399,220</u>	<u>236,688</u>	<u>70,182</u>
EXPENDITURES			
Current:			
General Government	3,070,934	-	-
Public Safety	13,497,928	-	-
Public Service	7,191,996	-	-
Nondepartmental	2,386,674	-	-
Indirect Cost Allocation (Recovery)	(4,641,289)	-	-
Capital Projects/Outlay	929,461	3,406,181	1,189,373
Debt Service:			
Principal	-	-	-
Interest and Fiscal Charges	-	-	-
Bond Issue Costs	-	-	216,893
Total Expenditures	<u>22,435,704</u>	<u>3,406,181</u>	<u>1,406,266</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	<u>963,516</u>	<u>(3,169,493)</u>	<u>(1,336,084)</u>
OTHER FINANCING SOURCES (USES)			
Transfers In	95,000	-	-
Transfers Out	(3,043,073)	-	-
Proceeds of Capital Lease Financing	-	-	-
Bonded Debt Issues	-	-	8,539,773
Premiums on Issuance of Bonds	-	-	477,120
Total Other Financing Sources (Uses)	<u>(2,948,073)</u>	<u>-</u>	<u>9,016,893</u>
Net Change in Fund Balance	(1,984,557)	(3,169,493)	7,680,809
Fund Balances at Beginning of Year	15,158,011	8,691,636	-
Fund Balances at End of Year	<u>\$ 13,173,454</u>	<u>\$ 5,522,143</u>	<u>\$ 7,680,809</u>

See accompanying notes to basic financial statements.

Debt Service Fund	Other Nonmajor Governmental Funds	Total Governmental Funds
3,964,599	\$ 849,391	\$ 17,492,007
-	120,350	1,062,336
344,375	239,126	2,151,733
-	1,141,006	6,852,536
-	202,209	1,909,706
19,450	95,290	394,487
-	101,560	920,641
<u>4,328,424</u>	<u>2,748,932</u>	<u>30,783,446</u>
-	1,931,458	5,002,392
-	-	13,497,928
-	-	7,191,996
-	339,484	2,726,158
-	-	(4,641,289)
-	5,205,577	10,730,592
2,553,742	307,116	2,860,858
2,689,139	16,310	2,705,449
-	-	216,893
<u>5,242,881</u>	<u>7,799,945</u>	<u>40,290,977</u>
<u>(914,457)</u>	<u>(5,051,013)</u>	<u>(9,507,531)</u>
565,000	2,717,486	3,377,486
-	(261,590)	(3,304,663)
-	1,698,015	1,698,015
260,227	-	8,800,000
-	-	477,120
<u>825,227</u>	<u>4,153,911</u>	<u>11,047,958</u>
(89,230)	(897,102)	1,540,427
982,371	9,965,756	34,797,774
<u>\$ 893,141</u>	<u>\$ 9,068,654</u>	<u>\$ 36,338,201</u>

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CITY OF SEGUIN, TEXAS
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2017

NET CHANGE IN FUND BALANCES - GOVERNMENTAL FUNDS \$ 1,540,427

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

Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.

Current Year Additions	10,327,527	
Contributions from Developers	2,093,513	
Current Period Depreciation	<u>(4,054,182)</u>	8,366,858

In the Statement of Activities, only the gain or loss on the disposal of a capital asset is reported, whereas in the governmental funds, the proceeds from the sale increase financial resources. Thus, the change in net position differs from the change in fund balance by the net book value of disposed assets. (19,949)

Revenues in the Statement of Activities that do not provide current financial resources are not reported as revenues in the funds.
Increase in Unavailable Revenues (280,005)

The issuance of long-term-debt (e.g. bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the net effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the Statement of Activities:

Proceeds of New Debt	(10,498,015)	
Premiums on Debt Issues	(477,120)	
Principal Payments	2,860,858	
Amortization of Deferred Charges & Premiums	<u>80,009</u>	(8,034,268)

The governmental funds report pension and other postemployment benefit contributions as expenditures when paid. However, in the statement of activities, differences between pension plan and other postemployment benefit contributions and costs for the year are reported as an asset or obligation. (1,220,871)

Some expenses reported in the Statement of Activities (including compensated absences and accrued interest expense) do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds. (167,252)

Internal service funds are used by management to charge the costs of employee insurance to individual funds. The net revenue/(loss) is reported with governmental activities. 303,263

CHANGE IN NET POSITION - GOVERNMENTAL ACTIVITIES \$ 488,203

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF NET POSITION – PROPRIETARY FUNDS
SEPTEMBER 30, 2017

	Business-Type Activities Utility Fund	Governmental Activities Internal Service Funds
ASSETS		
<i>Current Assets</i>		
<i>Cash and Cash Equivalents:</i>		
Restricted Cash	\$ 58,021	\$ -
Unrestricted Cash	1,259,918	277,815
<i>Investments:</i>		
Restricted Investments	13,939,344	-
Unrestricted Investments	26,507,658	1,131,136
Accounts Receivable (Net)	5,733,206	-
Miscellaneous Receivables	1,929,770	18,082
Due from Other Funds	-	494
Due from Component Unit	19,035	-
Inventories	1,714,946	-
Prepaid Items	42,470	3,423
<i>Total Current Assets</i>	51,204,368	1,430,950
 <i>Noncurrent Assets</i>		
Net Present Value of Lease Financing	461,972	-
	461,972	-
 <i>Capital Assets:</i>		
Land	727,026	-
Buildings and Improvements	35,938,858	-
Improvements Other than Buildings	89,868,569	-
Transportation & Equipment	8,060,934	-
Construction in Progress	18,028,664	-
Accumulated Depreciation	(62,269,868)	-
<i>Capital Assets, net</i>	90,354,183	-
<i>Total Noncurrent Assets</i>	90,816,155	-
Total Assets	142,020,523	1,430,950
 DEFERRED OUTFLOWS OF RESOURCES		
Deferred Pension Related Outflows	1,597,883	-
Deferred Charge on Refundings	143,517	-
Total Deferred Outflows of Resources	\$ 1,741,400	\$ -

Continued

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF NET POSITION – PROPRIETARY FUNDS (CONTINUED)
SEPTEMBER 30, 2017

	Business-Type Activities	Governmental Activities
	Utility Fund	Internal Service Funds
LIABILITIES		
<i>Current Liabilities:</i>		
Accounts Payable	\$ 3,689,357	\$ 7,401
Accrued Expenses	423,238	-
Unearned Revenue	449,928	-
Customer Deposits	619,800	-
Current Maturities of Capital Leases	18,512	-
<i>Current Liabilities</i>	5,200,835	7,401
 <i>Current Liabilities Payable from Restricted Assets:</i>		
Accrued Interest Payable	272,622	-
Current Portion of Long-term Bonds	1,773,378	-
<i>Current Liabilities Payable from Restricted Assets</i>	2,046,000	-
<i>Total Current Liabilities</i>	7,246,835	7,401
 <i>Noncurrent Liabilities:</i>		
Capital Lease Payable	17,608	-
Compensated Absences	187,132	-
Net Other Post Employment Benefit Obligation	137,339	-
Net Pension Liability	8,453,199	-
Revenue & Refunding Bonds Payable	49,379,025	-
<i>Total Noncurrent Liabilities</i>	58,174,303	-
Total Liabilities	65,421,138	7,401
 NET POSITION		
Net Investment in Capital Assets	49,099,409	-
Restricted for:		
Debt Service	520,794	-
Impact Fees	2,455,075	-
Unrestricted	26,265,507	1,423,549
Total Net Position	\$ 78,340,785	\$ 1,423,549

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF REVENUES, EXPENSES AND
CHANGES IN NET POSITION - PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2017

	Business-Type Activities	Governmental Activities
	Utility Fund	Internal Service Funds
OPERATING REVENUES		
Charges for Utility Service	\$ 47,834,200	\$ -
Charges for Premiums	-	3,680,881
Miscellaneous Revenues	2,145,371	-
Total Operating Revenues	<u>49,979,571</u>	<u>3,680,881</u>
OPERATING EXPENSES		
Administration	2,294,180	3,392,820
Operation and Maintenance:		
Electric Distribution	21,710,301	-
Utility Services	1,135,092	-
Water Production	5,251,391	-
Water/Sewer Maintenance	4,384,411	-
Sewer	1,832,403	-
Economic Development	286,973	-
Facilities Maintenance	728,018	-
Information Technology	360,369	-
City Attorney	226,845	-
Nondepartmental	1,021,264	-
Indirect Cost Allocation	4,641,289	-
Total Operating Expenses	<u>43,872,536</u>	<u>3,392,820</u>
OPERATING INCOME (LOSS)	<u>6,107,035</u>	<u>288,061</u>
NONOPERATING REVENUES (EXPENSES)		
Interest Income	389,947	6,302
Gain (Loss) on Sale of Assets	3,601	-
Interest and Fiscal Charges	(1,559,703)	-
Bond Issue Costs	(299,276)	-
Total Nonoperating Revenues (Expenses)	<u>(1,465,431)</u>	<u>6,302</u>
Net Income (Loss) Before Contributions and Transfers	<u>4,641,604</u>	<u>294,363</u>
Capital Contributions	1,845,532	-
Transfers In	16,590	8,900
Transfers Out	(98,313)	-
	<u>1,763,809</u>	<u>8,900</u>
Change in Net Position	6,405,413	303,263
NET POSITION AT BEGINNING OF YEAR	71,935,372	1,120,286
NET POSITION AT END OF YEAR	<u>\$ 78,340,785</u>	<u>\$ 1,423,549</u>

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF CASH FLOWS - PROPRIETARY FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2017

	Business-Type Activities	Governmental Activities
	Utility Fund	Internal Service Funds
Cash Flows From Operating Activities:		
Cash Received From Customers	\$ 49,287,029	\$ 3,670,916
Cash Paid for Employee Wages & Benefits	(7,450,073)	-
Cash Paid to Suppliers for Goods & Services	(29,264,614)	(3,394,753)
Cash Paid General Fund for Indirect Costs	(4,641,289)	-
Net Cash Provided (Used) by Operating Activities	7,931,053	276,163
Cash Flows From Noncapital Financing Activities:		
Transfers From Other Funds	(81,723)	8,900
Net Cash Provided (Used) by Noncapital Financing Activities	(81,723)	8,900
Cash Flows From Capital and Related Financing Activities:		
Purchase/Construction of Capital Assets	(14,459,123)	-
Proceeds from Revenue and Refunding Bonds	8,415,000	-
Premiums received on Bonds	494,961	-
Principal Payments on Long-term Bonds	(1,471,259)	-
Interest and Fiscal Charges Paid	(1,590,329)	-
Bond Issue Costs	(299,276)	-
Advances (To) From Component Unit	734	-
Proceeds from Sale of Capital Assets	3,601	-
Net Cash Provided (Used) by Capital and Related Financing Activities	(8,905,691)	-
Cash Flows From Investing Activities:		
Sale/(Purchase) of Investment Securities	578,156	(262,076)
Investment Interest Received	389,947	6,303
Lease Financing - Principal Payments Received	39,105	-
Net Cash Provided (Used) by Investing Activities	1,007,208	(255,773)
Net Increase (Decrease) in Cash and Cash Equivalents	(49,153)	29,290
Cash and Equivalents at Beginning of Year:		
Cash and Cash Equivalents	1,331,333	248,525
Restricted Cash and Cash Equivalents	35,759	-
	1,367,092	248,525
Cash and Cash Equivalents at End of Year:		
Cash and Cash Equivalents	1,259,918	277,815
Restricted Cash and Cash Equivalents	58,021	-
	\$ 1,317,939	\$ 277,815

Continued

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF CASH FLOWS - PROPRIETARY FUNDS (CONTINUED)
FOR THE YEAR ENDED SEPTEMBER 30, 2017

	Business-Type Activities	Governmental Activities
	Utility Fund	Internal Service Funds
Reconciliation of Operating Income to Net Cash Provided (Used) by Operating Activities:		
Operating Income (Loss)	\$ 6,107,035	\$ 288,061
Adjustments to Reconcile Operating Income to Net Cash Provided (Used) by Operating Activities:		
Depreciation:	3,505,895	-
(Increase) Decrease in Operating Assets:		
Accounts Receivable	(1,048,425)	(9,965)
Inventory/Prepaid Items	108,463	(3,423)
Net Pension Asset/Deferred Pension Related Outflows	170,892	-
Increase (Decrease) in Operating Liabilities:		
Accounts Payable	(1,582,433)	1,490
Accrued Expenses	26,153	-
Net Other Postemployment Benefit Obligation	47,985	-
Net Pension Liability	239,605	-
Unearned Revenue	354,398	-
Customer Deposits	1,485	-
	1,824,018	(11,898)
	\$ 7,931,053	\$ 276,163
Transactions Not Affecting Cash and Cash Equivalents:		
Capital and Related Financing Activities:		
Contributions from Developers - Capital Assets	\$ 1,845,532	\$ -

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
STATEMENT OF FIDUCIARY NET POSITION
SEPTEMBER 30, 2017

ASSETS	<u>Private Purpose Trust Funds</u>	<u>Agency Fund</u>
Cash and Cash Equivalents	\$ 1,915	\$ 27,507
Investments	283,573	-
Inventory	359,431	-
Total Assets	644,919	27,507
LIABILITIES		
Accounts Payable/ Due to Others	-	27,507
Total Liabilities	-	\$ 27,507
NET POSITION		
Held in Trust for Scholarship	2,491	
Held in Trust for Riverside Cemetery	14,768	
Held in Trust for Industrial Development	627,660	
Total Net Position	\$ 644,919	

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
 STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
 FOR THE YEAR ENDED SEPTEMBER 30, 2017

	Private Purpose <u>Trust Funds</u>
ADDITIONS	
Interest	<u>\$ 2,264</u>
Total Additions	<u>2,264</u>
DEDUCTIONS	
Distributions to Participants	<u>2,000</u>
Total Deductions	<u>2,000</u>
Change in Net Position	264
Net Position, Beginning of Year	<u>644,655</u>
Net Position, End of Year	<u><u>\$ 644,919</u></u>

See accompanying notes to basic financial statements.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The City of Seguin, Texas (“City”) was incorporated in 1853. The City Charter was adopted on December 7, 1971, under the provisions of the Home Rule Charter Act of the State of Texas. The City operates under a Council-Manager form of government and provides the following services as authorized by its charter: police and fire protection, health services, maintenance of streets, planning and zoning, parks and recreation, general administrative services, electric, water, and wastewater services.

The financial statements of the City have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The more significant of the City’s accounting policies are described below:

1. REPORTING ENTITY

Component Units

As required by generally accepted accounting principles, these financial statements present the government and its component units, entities for which the government is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the government’s operations; thus, data from these units, if any existed, would be combined with data of the primary government. Each discretely presented component unit, on the other hand, is reported in a separate column in the government-wide financial statements to emphasize it is legally separate from the government.

The Seguin Economic Development Corporation, a nonprofit corporation, was incorporated under the Development Corporation Act of 1979, Texas Revised Civil Statutes Annotated, Article 5190.6, Section 4A. The Corporation is organized exclusively for public purposes of the City of Seguin, and the City Council appoints directors of the Corporation. It receives all proceeds from the 0.25% sales tax adopted in 1994 for economic development in Seguin. The corporation meets the criteria of a discretely presented component unit, described above, and is presented in the government-wide financial statements. Complete financial statements for the Seguin Economic Development Corporation may be obtained at City Hall.

Joint Ventures

A joint venture is a legally separate entity that results from a contractual arrangement and that is owned, operated, or governed by two or more participating governments. The following entities meet the criteria as joint ventures:

The Guadalupe Regional Medical Center is a joint venture between the City of Seguin and Guadalupe County. Each participating government appoints one-half of the board of directors and approves annual budgets. In addition, the participating governments are financially responsible for indigent health care provided by the hospital, and are contingently liable for hospital debts. Separate financial statements of the Guadalupe Regional Medical Center may be obtained by contacting the hospital administrator.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

1. REPORTING ENTITY (Continued)

Joint Ventures (Continued)

The Schertz/Seguin Local Government Corporation is a public, nonprofit corporation organized to aid, assist, and act on behalf of the cities of Schertz and Seguin in acquiring, constructing, maintaining, and operating a water utility system. The participating governments have an ongoing financial responsibility to fund the operation of the corporation through either purchase of services or by subsidizing the operations. Separate financial statements for the Schertz/Seguin Local Government Corporation may be obtained at City Hall.

Summarized financial data for joint ventures has been provided in Note M.

2. GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The **government-wide financial statements** include the statement of net position and the statement of activities. Government-wide statements report information on all of the activities of the City and its component unit (except for City fiduciary activity). The effect of interfund transfers has been removed from the government-wide statements but continues to be reflected on the fund statements. Governmental activities are supported mainly by taxes and intergovernmental revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods and services. The primary government is reported separately from the component unit within the government-wide statements.

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

Separate **fund financial statements** are provided for governmental funds, proprietary funds, and fiduciary funds even though the latter are excluded from the government-wide financial statements. The General Fund, 2016 Certificates of Obligation (Capital Projects) Fund, 2016-A Certificates of Obligation (Capital Projects) Fund, and the Debt Service Fund meet criteria as **major governmental funds**. Each major fund is reported in separate columns in the fund financial statements. Nonmajor funds include other Special Revenue and Capital Projects Funds. The combined amounts for these funds are reflected in a single column in the fund Balance Sheet and Statement of Revenues, Expenditures, and Changes in Fund Balances. Detailed statements for nonmajor funds are presented in the Combining Fund Statements and Schedules as "Supplementary Information".

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

The **government-wide financial statements** are reported using the economic resources measurement focus and the accrual basis of accounting. This measurement focus is also used for the proprietary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Major revenue types, which have been accrued, are revenue from investments, intergovernmental revenue and charges for services. Grants are recognized as revenue when all applicable eligibility requirements imposed by the provider are met.

Revenues are classified as *program revenues* and *general revenues*. Program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions. General revenues include all taxes and grants not restricted to specific programs and investment earnings.

Governmental fund level financial statements are reported using current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. Measurable and available revenues include revenues expected to be received within 60 days after the fiscal year ends. Receivables which are measurable but not collectible within 60 days after the end of the fiscal period are reported as deferred revenue.

Expenditures generally are recorded when a fund liability is incurred; however, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when the liability has matured and payment is due.

The government reports the following major governmental funds:

The General Fund is the general operating fund of the City and is always classified as a major fund. The General Fund is used to account for all financial resources except those required to be accounted for in another fund. Major revenue sources include property taxes, charges for services, intergovernmental revenues and investment of idle funds. Primary expenditures are for general administration, public safety, public service and capital acquisition. Nondepartmental expenses include insurance costs, professional services and miscellaneous costs that do not benefit any one department, as well as contributions to local charitable organizations and the Guadalupe Regional Medical Center.

2016 Certificates of Obligation Fund is used to account for funds received from the 2016 Certificates of Obligation to finance major improvements to the City's fairgrounds, constructing an animal services facility, as well as certain street and drainage improvements.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION (Continued)

2016-A Certificates of Obligation Fund is used to account for funds received from the 2016-A Certificates of Obligation to finance street and drainage improvements to selected city streets.

Debt Service Fund accounts for ad valorem tax and contributions from the component unit to support city bonded debt.

Nonmajor funds include Special Revenue Funds (other than major projects and grants) and Capital Projects Funds.

Proprietary fund level financial statements are used to account for activities, which are similar to those often found in the private sector. The measurement focus is upon determination of net income, financial position and cash flows. The City's Proprietary Fund is the Utility Fund (used to account for the provision of electric, water and sewer services to residents) and the Internal Service Funds used to account for the City's group medical insurance program and workers compensation benefits.

Revenues are derived from charges for services for utilities, city contributions, employee and retiree/cobra premiums, and investment of idle funds. Expenses are charges incurred for operating, purchases of electricity and water, premiums and administrative expenses for insurance.

The **Proprietary Funds** are accounted for using the accrual basis of accounting as follows:

Revenues are recognized when earned, and expenses are recognized when the liabilities are incurred. Current-year contributions, administrative expenses and benefit payments, which are not received or paid until the subsequent year, are accrued.

Proprietary funds distinguish operating revenues and expenses from non-operating. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations.

Fiduciary fund level financial statements include fiduciary funds which are classified into private purpose trust and agency funds. Fiduciary fund reporting focuses on net position and changes in net position. Agency funds do not involve a formal trust agreement. Agency funds are custodial in nature (assets equal liabilities) and do not involve measurement of results of operations.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash deposits and investments with a maturity date within three (3) months of the date acquired by the City.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

5. INVESTMENTS

State statutes authorize the City to invest in (a) obligations of the United States or its agencies and instrumentalities; (b) direct obligations of the State of Texas or its agencies; (c) other obligations, the principal and interest of which are unconditionally guaranteed or insured by the State of Texas or the United States; (d) obligations of states, agencies, counties, cities, and other political subdivisions of any state having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than A or its equivalent; (e) certificates of deposit by state and national banks domiciled in this state that are (i) guaranteed or insured by the Federal Deposit Insurance Corporation, or its successor; or, (ii) secured by obligations that are described by (a) - (d). Statutes also allow investing in local government investment pools organized and rated in accordance with the Interlocal Cooperation Act, whose assets consist exclusively of the obligations of the United States or its agencies and instrumentalities and repurchase assessments involving those same obligations. Public funds investment pools in Texas ("Pools") are established under the authority of the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code, and are subject to the provisions of the Public Funds Investment Act (the "Act"), Chapter 2256 of the Texas Government Code. In addition to other provisions of the Act designed to promote liquidity and safety of principal, the Act requires Pools to: 1) have an advisory board composed of participants in the pool and other persons who do not have a business relationship with the pool and are qualified to advise the pool; 2) maintain a continuous rating of no lower than AAA or AAAM (or equivalent) rating by at least one nationally recognized rating service; and 3) maintain the market value of its underlying investment portfolio within one-half of one percent of the value of its shares.

The City reports investments at fair value based on the hierarchy established by generally accepted accounting principles. The fair value hierarchy, which has three levels, is based on the valuation inputs used to measure an asset's fair value: Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. Investments are stated at fair value (plus accrued interest) except for money market investments and participating interest-earning investment contracts (U.S. Treasuries) that have a remaining maturity at time of purchase of one year or less. Those investments are stated at amortized cost. Likewise, certificates of deposit are stated at amortized cost (see Note B).

6. ACCOUNTS RECEIVABLE

Property taxes are levied based on taxable value at January 1 and become due October 1, 2016 and past due after January 31, 2017. Accordingly, receivables and revenues for property taxes are reflected on the government-wide statement based on the full accrual method of accounting. Property tax receivables for prior year's levy are shown net of an allowance for uncollectible in the amount of \$27,616.

Accounts receivable from other governments include amounts due from grantors for approved grants for specific programs and reimbursements for services performed by the City. Program grants are recorded as receivables and revenues at the time all eligibility requirements established by the provider have been met.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

6. ACCOUNTS RECEIVABLE (Continued)

Reimbursements for services performed are recorded as receivables and revenues when they are earned in the government-wide statements. Included are fines and costs assessed by the court action and billable services for certain contracts. Revenues received in advance of the costs being incurred are recorded as deferred revenue in the fund statements. Receivables are shown net of an allowance for uncollectibles.

7. SHORT-TERM INTERFUND RECEIVABLES/PAYABLES

During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. These receivables and payables are classified as “due from other funds” or “due to other funds” on the fund statements. Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as “internal balances”.

8. INVENTORIES & PREPAID ITEMS

Inventories of consumable supplies are valued at cost, which approximates market, using the first in/first out (FIFO) method. The costs of governmental fund type inventories are recorded as expenditures when consumed rather than when purchased.

Inventories of repair and replacement parts for the utility system are valued at cost, which approximates market, using the moving average cost method.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements and in the fund financial statements are offset by a reservation of fund balance which indicates they do not represent “available spendable resources.”

9. RESTRICTED ASSETS

Certain proceeds of General Obligation Bonds, Enterprise Fund revenue bonds, as well as certain resources set aside for their repayment, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants. Funds are segregated to report those proceeds of revenue bond issuances that are restricted for use in construction. Funds are also segregated to provide for debt service as provided under bond indenture agreements.

10. CAPITAL ASSETS

Capital assets, which include land, buildings and improvements, equipment, and infrastructure assets, are reported in the applicable governmental or business-type activities column in the government-wide financial statements. Capital assets, such as equipment, are defined as assets with a cost of \$5,000 or more. Infrastructure assets include City-owned streets, sidewalks, curbs and bridges.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

10. CAPITAL ASSETS (Continued)

Capital assets are recorded at historical costs if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation, with the exception of works of art and capital assets received in a service concession arrangement. Those assets are reported at acquisition value rather than fair value.

The Costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized. Interest has not been capitalized during the construction period on property, plant and equipment.

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

<u>ASSETS</u>	<u>YEARS</u>
Buildings and improvements	20 to 40 years
Improvements other than buildings	20 to 40 years
Utility system in service	20 to 67 years
Machinery and equipment	5 to 15 years

11. DEFERRED OUTFLOWS/INFLOWS OF RESOURCES

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The City has the following items that qualify for reporting in this category: deferred pension related costs which will be included in the subsequent actuarial valuation, and deferred charge on refundings reported in the government-wide statement of net position, as well as the Proprietary Fund statement of position. A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

Deferred inflows of resources represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resource (revenue) until that time. Unavailable revenue is reported only in the governmental funds balance sheet under a modified accrual basis of accounting. Unavailable revenues from property tax and EMS receivables are deferred and recognized as an inflow of resource in the period the amounts become available.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

12. COMPENSATED ABSENCES

The City permits employees to accumulate earned but unused vacation pay benefits up to the amount earned in two years. Upon resignation, an employee may receive pay for any unused accrued vacation provided the employee gives two weeks written notice of the resignation and is not subject to discharge for misconduct. Unused sick leave may be accumulated to certain limits. In the event of termination, no reimbursement is made for accumulated sick leave. No liability is reported for unpaid accumulated sick leave. Liabilities for compensated absences are recognized in the fund statements to the extent the liabilities have matured (i.e. are due for payment). Compensated absences are accrued in the government-wide statements.

13. UNEARNED REVENUE

Unearned revenues arise when assets are recognized before revenue recognition criteria have been satisfied. Grant and reimbursement revenues received in advance of expenses/expenditures are reflected as unearned revenue.

14. LONG-TERM OBLIGATIONS

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities under governmental activities or proprietary fund type statement of net position. On new bond issues, bond premiums and discounts are amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are expensed as incurred.

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

15. PENSIONS

The net pension liability, deferred outflows related to pensions, and pension expense, information about the fiduciary net position of the Texas Municipal Retirement System (TMRS), and additions to and deductions from TMRS' fiduciary net position have been determined on the same basis as they are reported by TMRS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

16. FUND EQUITY

In the fund financial statements, governmental funds report aggregate amounts for five classifications of fund balances based on the constraints imposed on the use of these resources. The nonspendable fund balance classification includes amounts that cannot be spent because they are either (a) not in spendable form – pre-paid items or inventories; or (b) legally or contractually required to be maintained intact.

The spendable portion of the fund balance comprises the remaining four classifications: restricted, committed, assigned, and unassigned.

Restricted fund balance. This classification reflects the constraints imposed on resources either (a) externally by creditors, grantors, contributors, or laws or regulations of other governments; or (b) imposed by law through constitutional provisions or enabling legislation.

Committed fund balance. These amounts can only be used for specific purposes pursuant to constraints imposed by formal resolutions or ordinances of the city council – the government’s highest level of decision making authority. The City Council is the highest level of decision-making authority for the city that can, by adoption of an ordinance prior to the end of the fiscal year, commit fund balance. Once adopted, the limitation imposed by the ordinance remains in place until a similar action is taken (by adoption of another ordinance) to remove or revise the limitation.

The City Council adopted an ordinance in March 2012 establishing an *emergency fund stabilization arrangement*. The Ordinance requires additions to the fund in the event the fund balance falls below \$2,000,000. Additions are to come from interest earnings, direct transfers from the General Fund and/or Utility Fund, or reimbursements from insurance or grants for expenditures incurred by the fund. The stabilization fund may be expended on recovery efforts for public infrastructure damage that occurs as a result of a disaster declared by the City or the State. During fiscal year 2017, significant expenditures occurred due to Hurricane Harvey. Guadalupe County was included in the federal disaster area and the City anticipates a partial reimbursement from FEMA for expenses incurred due to flood damage.

Assigned fund balance. This classification reflects the amounts constrained by the city’s “intent” to be used for specific purposes, but are neither restricted nor committed. The City Council has designated the City Manager as the responsible agent for assigning fund balances. Assigned fund balances include all remaining amounts (except negative balances) that are reported in governmental funds, other than the General Fund, that are not classified as nonspendable and are neither restricted nor committed.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

16. FUND EQUITY (Continued)

As of September 30, 2017, the City Manager had assigned fund balances for the following:

- Excess recycling fees over expenditures were assigned for future expenditures associated with “green” waste disposal (\$1,348), also favorable budget variances for street maintenance were assigned for future street projects (\$2,092).
- Funds set aside in nonmajor capital project funds that are not otherwise restricted by bond covenants are assigned for specific capital projects.

Total assigned funds in the General Fund were \$3,440. Total assigned balances in nonmajor capital project funds were \$4,763,452.

Unassigned fund balance. This fund balance is the residual classification for the General Fund. It is also used to report negative fund balances in other governmental funds.

When both restricted and unrestricted resources are available for use, it is the City’s policy to use externally restricted resources first, then unrestricted resources – committed, assigned, and unassigned – in order as needed.

The City Council has set a General Fund minimum fund balance target at three months of expenditures and recurring transfers. No other fund balance policies exist.

17. NET POSITION

Net position represents the difference between assets and liabilities. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvements of those assets, and adding back unspent proceeds. Net positions are reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the City or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments.

18. INTERFUND TRANSACTIONS

Legally authorized transfers are treated as interfund transfers and are included in the results of operations of both Governmental and Proprietary Funds.

The City allocates to the Utility (Proprietary) Fund an indirect cost percentage of general government administration expenses that are paid through the General Fund. During the year ended September 30, 2017, the City allocated \$4,641,289 as a transfer for such services. The indirect cost allocation is reflected as an operating expense in the Utility Fund, and a reduction of current expenditures in the General Fund, and in a separate column in the Statement of Activities.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE A -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

19. OPERATING REVENUES AND EXPENSES

Operating revenues are those revenues that are generated directly from the primary activity of the enterprise. For the City, those revenues are charges for electric, water, and sewer services and premiums for employee insurances. Operating expenses are the necessary costs incurred to provide the service that is the primary activity. Revenues and expenses not meeting these definitions are reported as nonoperating.

20. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts 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 expenses during the reporting period. Actual results could differ from those estimates.

21. COMPARATIVE DATA/RECLASSIFICATIONS

Comparative data for the prior year has been provided for the General Fund and Utility Fund in the fund financial statements in order to provide an understanding of the changes in the financial position and operation of these funds. Certain reclassifications have been made to the 2016 financial statements to conform to the 2017 financial statement presentation. The reclassifications had no effect on the changes in financial position.

22. NEW REPORTING REQUIREMENTS

Statement No. 75, *“Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions.”* This statement changes the focus of accounting of postemployment benefits other than pension from whether they are responsibly funding the benefits over time to a point-in-time liability that is reflected on the employer’s financial statements for any actuarially underfunded portion of benefits earned to date. This statement will become effective for the City in fiscal year 2018.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE B -- DEPOSITS AND INVESTMENTS

As of September 30, 2017, the City of Seguin had the following investments:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Input Level</u>	<u>Weighted Average Maturity (Days)</u>
<i>Primary Government</i>			
Local Government Investment Pools:			
TexPool	\$ 7,017,906	1	37
LOGIC	57,271,175	1	78
Certificates of Deposit	7,301,978	1	427
Florida State Revenue Bond	6,990,000	1	269
	<u>\$ 78,581,059</u>		
Portfolio Weighted Average Maturity			124
<i>Component Unit</i>			
Local Government Investment Pools:			
TexPool	\$ 193,868	1	37
LOGIC	121,797	1	78
	<u>\$ 315,665</u>		
Portfolio Weighted Average Maturity			53

Investment Rate Risk. The City and component unit manage exposure to declines in fair values by limiting the weighted average maturity of its investment portfolio to less than one year.

Credit Risk. The City's investment policy limits investments to obligations of the United States (up to 95% of total invested funds) or its agencies and instrumentalities (maximum 80% of funds); direct obligations of the State of Texas; obligations of states, agencies, contracts, cities, and other political subdivisions rated as to investment quality of not less than AAA by a nationally recognized investment firm. U.S. Government Securities are not considered to have credit risk and do not require disclosure of credit quality. The Florida State Revenue Bond is rated AA and Aa3 by S&P and Moody's respectively.

The City may also invest funds in government investment pools provided the pool maintains a AAA rating, the pool maintains a stable asset value, and the average dollar weighted maturity does not exceed 90 days. As of September 30, 2017, the investments in TexPool and LOGIC were rated AAAM by Standard & Poor's. The City may invest in Money Market Mutual funds that are regulated by the SEC and have a dollar weighted average stated maturity of 90 days or less and maintain a net asset value of \$1.00 per share.

The City's and Component Units' investments in pools are reported at an amount determined by the fair value per share of the pool's underlying portfolio, unless the pool is 2a7-like, in which case they are reported at share value. A 2a7-like pool is one which is not registered with the Securities and Exchange Commission as an investment company, but nevertheless has a policy that it will, and does, operate in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. Both Texpool and Logic Pools operate in a manner consistent with Rule 2a7. Therefore, the investments are reported at \$1 per share, which approximates fair value. There was no change in fair value of the investment pools for the year ended September 30, 2017.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE B -- DEPOSITS AND INVESTMENTS (Continued)

Custodial Credit Risk - Deposits. In the case of deposits, this is the risk that in the event of a bank failure, the government's deposits may not be returned to it. As of September 30, 2017, the government's deposits were fully collateralized or insured by FDIC. The City's certificates of deposit are brokered through the City's depository and are fully insured through FDIC.

The Component Unit had deposits that were fully insured by FDIC.

Custodial Credit Risk – Investments. For an investment, this is the risk that, in the event of the failure of the counterparty, the government will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. As of September 30, 2017, the City and Component Unit were not exposed to custodial credit risk.

NOTE C -- PROPERTY TAX CALENDAR

The City's property tax is levied and becomes collectible each October 1 based on the assessed values listed as of the prior January 1, which is the date a lien attaches to all taxable property in the City. Assessed values are established by the Guadalupe County Appraisal District at 100% of estimated market value. Assessed values are reduced by lawful exemptions to arrive at taxable values. A revaluation of all property is required to be completed every four (4) years. The total taxable value as of January 1, 2016, upon which the fiscal 2017 levy was based, was \$1,798,558,709 (i.e., market value less exemptions). The estimated market value was \$2,793,328,727 making the taxable value 64% of the estimated market value.

The City is permitted by the Constitution of the State of Texas to levy taxes up to \$2.50 per \$100 of taxable assessed valuation for all governmental purposes. Pursuant to a decision of the Attorney General of the State of Texas, up to \$1.50 per \$100 of assessed valuation may be used for the payment of long-term debt. The combined tax rate to finance general governmental services, including the payment of principal and interest on long-term debt, for the year ended September 30, 2017, was \$0.5412 per \$100 of assessed value, which means that the City has a tax margin of \$1.9588 for each \$100 value and could increase its annual tax levy by approximately \$35,230,168 based upon the present assessed valuation of \$1,798,558,709 before the limit is reached. However, the City may not adopt a tax rate that exceeds the tax rate calculated in accordance with the Texas Property Tax Code without holding a public hearing. The Property Tax Code subjects an increase in the effective tax rate to a referendum election, if petitioned by registered voters, when the effective tax rate increase is more than eight percent (8%) of the previous year's effective tax rate.

Property taxes are recorded as receivables and unearned revenues at the time the taxes are assessed. In governmental funds, revenues are recognized as the related ad valorem taxes are collected. Additional amounts estimated to be collectible in time to be a resource for payment of obligations incurred during the fiscal year and therefore susceptible to accrual in accordance with generally accepted accounting principles have been recognized as revenue. In the government-wide financial statements, the entire levy is recognized as revenue, net of estimated uncollectible amounts (if any), at the levy date.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE D -- INTERFUND RECEIVABLE/PAYABLE

During the course of its operations, the City has numerous transactions between funds to finance operations, provide services, construct assets, and service debt. To the extent that certain transactions between funds had not been paid or received as of September 30, 2017, balances of interfund amounts receivable or payable have been recorded as follows:

	Due From	Due To
<i>Primary Government</i>		
General Fund		
Interval Service Fund	\$ -	\$ 494
	-	494
Internal Service Fund		
General Fund	494	-
	494	-
Totals	\$ 494	\$ 494

	Due From	Due To
Primary Government		
General Fund	\$ -	\$ 190,351
Enterprise Fund	19,035	-
	19,035	190,351
Component Unit		
General Fund	190,351	-
Enterprise Fund	-	19,035
	190,351	19,035
Totals	\$ 209,386	\$ 209,386

NOTE E -- NOTES RECEIVABLE (COMPONENT UNIT)

The SEDC (Component Unit) provides incentives in the form of grants and notes receivable to area businesses in conjunction with its function of generating economic development. Various notes receivable were outstanding as of September 30, 2017 with interest rates ranging from 3.0% to 5.5% and mature from 2023 through 2026. Future payments on the notes are as follows:

Fiscal Year	Principal	Interest	Total
2018	\$ 37,211	\$ 12,204	\$ 49,415
2019	39,270	10,145	49,415
2020	41,443	7,972	49,415
2021	43,739	5,676	49,415
2022	46,162	3,253	49,415
2023-2026	37,174	971	38,145
	\$ 244,999	\$ 40,221	\$ 285,220

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE F -- NET PRESENT VALUE OF LEASE FINANCING

The City has leased property located at 2460 Crossroads Blvd., consisting of a 49,120 square foot building and improvements, to Pure and Gentle Soap Products, Inc. under a sales-type lease agreement. The lease is for an original term of twenty (20) years and transfers property to the lessee for \$1 at the end of the lease term (2026), or earlier by paying the remaining base rental payments under the lease, discounted at 5.75%.

The agreement calls for the lessee to operate a business within the premises in order to generate sales tax revenue, property tax and utility revenue. Failure to continue the business would be considered a breach of the contract.

Future minimum lease payments under the lease are as follows:

September 30,		
2018	\$	75,151
2019		75,151
2020		75,151
2021		98,277
2022		105,986
Thereafter		344,615
Total Payments		774,331
Less: Amount Representing Interest		(312,359)
Net Present Value of Lease Financing	\$	461,972

NOTE G -- CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2017, was as follows:

	Balance 10/1/2016	Additions	Disposals	Transfers/ Adjustments	Balance 9/30/2017
<i>Governmental Activities</i>					
Land	\$ 4,467,991	\$ 116,825	\$ -	\$ -	\$ 4,584,816
Construction in Progress	19,981,296	3,280,013	-	(6,908,538)	16,352,771
Total Assets Not Depreciated	24,449,287	3,396,838	-	(6,908,538)	20,937,587
Buildings and Improvements	33,889,397	2,349,273	-	1,597,506	37,836,176
Improvements Other Than Buildings	56,208,317	3,271,158	-	5,311,032	64,790,507
Transportation and Equipment	15,063,342	3,403,771	(591,230)	-	17,875,883
Totals at Historical Cost	129,610,343	12,421,040	(591,230)	-	141,440,152
Less Accumulated Depreciation:					
Buildings and Improvements	(7,465,415)	(701,824)	-	-	(8,167,239)
Improvement Other Than Buildings	(29,061,881)	(1,726,811)	-	-	(30,788,692)
Transportation and Equipment	(9,986,314)	(1,625,547)	571,281	-	(11,040,580)
	(46,513,610)	(4,054,182)	571,281	-	(49,996,511)
Governmental Capital Assets, Net	\$ 83,096,733	\$ 8,366,858	\$ (19,949)	\$ -	\$ 91,443,641

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE G -- CAPITAL ASSETS

<u>Business-Type Activities</u>	Balance 10/1/2016	Additions	Disposals	Transfers/ Adjustments	Balance 9/30/2017
Land	\$ 727,026	\$ -	\$ -	\$ -	\$ 727,026
Construction in Progress	34,102,978	7,317,047	-	(23,391,361)	18,028,664
Total Assets Not Depreciated	34,830,004	7,317,047	-	(23,391,361)	18,755,690
Buildings and Improvements	24,672,813	-	-	11,266,045	35,938,858
Utility System	69,105,148	8,638,105	-	12,125,316	89,868,569
Transportation and Equipment	7,755,774	349,503	(44,343)	-	8,060,934
Totals at Historical Cost	136,363,739	16,304,655	(44,343)	-	152,624,051
Less Accumulated Depreciation:					
Buildings and Improvements	(18,581,432)	(254,276)	-	-	(18,835,708)
Improvement Other Than Buildings	(34,791,118)	(2,747,214)	-	-	(37,538,332)
Transportation and Equipment	(5,435,766)	(504,405)	44,343	-	(5,895,828)
	(58,808,316)	(3,505,895)	44,343	-	(62,269,868)
Business-Type Capital Assets, Net	<u>\$ 77,555,423</u>	<u>\$ 12,798,760</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 90,354,183</u>
<u>Discretely Presented Component Unit</u>					
Land	\$ 2,190,912	\$ -	\$ -	\$ -	\$ 2,190,912
Buildings and Improvements	89,547	-	-	-	89,547
Accumulated Depreciation	(9,474)	(1,720)	-	-	(11,194)
	<u>\$ 2,270,985</u>	<u>\$ (1,720)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,269,265</u>

Primary Government

Depreciation Expense was charged to functions as follows:

<i>Governmental Activities:</i>	
General Government	\$ 24,234
Public Safety	1,129,000
Public Service	2,439,704
Nondepartmental	461,244
<i>Total Governmental Activities</i>	<u>\$ 4,054,182</u>
<i>Business-Type Activities:</i>	
Administration	\$ 5,865
Electric	781,750
Water Production	475,362
Water Distribution	1,551,137
Sewer Plant	355,668
Other	336,113
<i>Total Business-Type Activities</i>	<u>\$ 3,505,895</u>

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE H -- CAPITAL LEASES

The City has entered into a lease agreement to finance the acquisition of public safety, public works and golf equipment. The City has also financed the acquisition of the Springs Hill Wastewater Collection System through its Utility Fund. These lease agreements qualify as capital leases for accounting purposes and, therefore, have been recorded at the present value of their future minimum lease payments as of the inception date.

The assets acquired through capital leases are as follows:

<i>Assets:</i>	Governmental Activities	Business-Type Activities
Police Equipment	\$ 1,360,119	\$ -
Golf Course Equipment	38,405	
Public Works Equipment	750,324	
Wastewater Collection System	-	425,000
Less: Accumulated Depreciation	(253,712)	(262,917)
Total	<u>\$ 1,895,136</u>	<u>\$ 162,083</u>

Future minimum obligations and the net present value of these minimum lease payments as of September 30, 2017 were as follows:

Year Ending September 30,	Governmental Activities	Business-Type Activities
2018	\$ 450,771	\$ -
2019	508,044	35,000
2020	299,582	35,000
2021	334,872	-
Total Payments	<u>1,593,269</u>	<u>70,000</u>
Less: Amount Representing Interest	(75,971)	(33,880)
Present Value of Minimum Lease Payments	<u>\$ 1,517,298</u>	<u>\$ 36,120</u>

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE I -- LONG-TERM DEBT

Bonded debt and obligations payable at September 30, 2017, comprise the following individual issues:

General Obligation Bonds:

\$2,884,816 2011 General Obligation Refunding Bonds due in annual installments of \$265,000 to \$550,000 through September 1, 2021; interest at 2.0% to 3.0%	\$ 1,165,288
\$4,350,000 2013 General Obligation Refunding Bonds due in annual installments of \$65,000 to \$460,000 through February 1, 2024; interest at 1.51%	3,090,000
\$19,785,000 2014 General Obligation Bonds due in annual installments of \$200,000 to \$4,130,000 through February 1, 2034; interest at 3.0 to 6.0%	19,100,000
\$8,465,000 2014 General Obligation Refunding Bonds due in annual installments of \$100,000 to \$1,170,000 through September 1, 2026; interest at 2.0% - 4%	7,310,000
\$9,370,000 2015 General Obligation Refunding Bonds due in annual installments of \$100,000 to \$1,945,000 through September 1, 2028; interest at 2.0% - 5.0%	8,925,000
<i>Total General Obligation Bonds</i>	<u>39,590,288</u>

Certificates of Obligation:

\$10,760,000 2010 Certificates of Obligation due in annual installments of \$70,000 to \$2,650,000 through September 1, 2031; interest at 2.0% to 4.25%	10,165,000
\$3,400,000 2011 Certificates of Obligation due in annual installments of \$100,000 to \$290,000 through September 1, 2031; interest at 2.0% to 3.5%	1,955,000
\$2,500,000 2013 Certificates of Obligation due in annual installments of \$100,000 to \$200,000 through September 1, 2028; interest at 2.7%	1,825,000
\$12,445,000 2016 Certificates of Obligation due in annual installments of \$100,000 to \$4,305,000 through September 1, 2036; interest at 3.0% to 5.0%	12,345,000
\$8,800,000 2016A Certificates of Obligation due in annual installments of \$100,000 to \$4,200,000 through September 1, 2037; interest at 3.5% to 5.5%	8,800,000
<i>Total Certificates of Obligation Bonds</i>	<u>35,090,000</u>
Total Governmental Bonded Debt	<u>\$ 74,680,288</u>

Utility Fund Revenue Bonds:

\$7,835,000 Utility System Revenue, Series 2010, due in annual installments of \$65,000 to \$1,065,000 through February 1, 2031; interest at 2.0% to 4.0%	\$ 7,400,000
\$21,405,000 Utility System Revenue, Series 2014, due in annual installments of \$190,000 to \$2,335,000 through February 1, 2037; interest at 3.0% to 5.0%.	20,970,000
\$4,430,000 Utility System Revenue, Series 2016, due in annual installments of \$100,000 to \$345,000 through February 1, 2037; interest at 3.0% to 5.0%.	4,330,000
\$8,415,000 Utility System Revenue, Series 2017, due in annual installments of \$190,000 to \$620,000 through February 1, 2037; interest at 3.0% to 4.0%.	8,415,000
<i>Total Utility Revenue Bonds</i>	<u>41,115,000</u>

General Obligation Bonds - Utility Portion

\$1,490,184 2011 General Obligation Refunding Bonds due in annual installments of \$265,000 to \$550,000 through September 1, 2021, Interest at 2.0% to 3.0%	264,711
\$4,825,000 2013 General Obligation Refunding Bonds due in annual installments of \$330,000 to \$650,000 through February 1, 2023; interest at 1.51%	3,445,000
\$5,385,000 2015 General Obligation Refunding Bonds due in annual installments of \$25,000 to \$1,025,000 through September 1, 2026; interest at 2.0% to 5.0%	4,875,000
<i>Total GO Refunding Bonds</i>	<u>8,584,711</u>
Total Business-Type Bonded Debt	<u>\$ 49,699,711</u>

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE I -- LONG-TERM DEBT (Continued)

The City is required by the revenue bond ordinances to establish certain accounts to maintain and operate the Utility System and to provide for the payment of bond principal and interest. Included in these requirements is maintenance of a "Reserve Fund" for the payment of bond principal and interest when other required accounts are insufficient for that purpose. The Reserve Fund is to contain, at a minimum, an amount equal to the average debt service requirement of all the outstanding Utility System Bonds. The Reserve Fund requirement was met with the purchase of a surety bond. The City is in compliance with other significant requirements. The assets of these restricted accounts are classified in the balance sheet as restricted assets.

The annual requirements to amortize all bonded debt and obligations outstanding as of September 30, 2017, including interest payments, are as follows:

Year Ending September 30,	Governmental Activities		Business-Type Activities	
	Principal	Interest	Principal	Interest
2018	\$ 2,756,622	\$ 2,739,317	\$ 1,773,378	\$ 1,738,630
2019	2,726,750	2,658,149	1,878,249	1,694,536
2020	2,936,916	2,567,038	1,983,084	1,644,735
2021	2,860,000	2,474,634	2,100,000	1,583,250
2022	3,015,000	2,372,302	2,195,000	1,504,573
2023-2027	17,085,000	10,119,017	11,130,000	6,227,839
2028-2032	20,475,000	6,769,769	13,105,000	3,942,474
2033-2037	22,825,000	2,497,594	15,535,000	1,403,079
	<u>\$ 74,680,288</u>	<u>\$ 32,197,820</u>	<u>\$ 49,699,711</u>	<u>\$ 19,739,116</u>

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE I -- LONG-TERM DEBT (Continued)

Changes in Long-Term Liabilities

<u>Governmental Activities</u>	Balance 10/1/2016	Additions	Reductions	Balance 9/30/2017	Due Within One Year
General Obligation Bonds	\$ 41,464,030	\$ -	\$ (1,873,742)	\$ 39,590,288	\$ 1,961,622
Bond Premiums	1,853,468	477,120	(182,654)	2,147,934	-
Certificates of Obligation	26,970,000	8,800,000	(680,000)	35,090,000	795,000
Capital Leases	126,393	1,698,016	(307,111)	1,517,298	423,476
Compensated Absences	1,154,725	765,995	(624,772)	1,295,948	736,897
Net Other Post Employment Benefit Obligations Payable	241,583	129,737	-	371,320	-
Net Pension Liability	24,503,531	636,889	-	25,140,420	-
<i>Total Governmental Activities</i>	<u>96,313,730</u>	<u>12,507,757</u>	<u>(3,668,279)</u>	<u>105,153,208</u>	<u>3,916,995</u>
<u>Business-Type Activities</u>					
Revenue Bonds	33,120,000	8,415,000	(420,000)	41,115,000	700,000
General Obligation Refunding Bonds	9,635,970	-	(1,051,259)	8,584,711	1,073,378
Bond Premiums	1,055,428	494,961	(97,698)	1,452,691	-
Capital Leases	36,120	-	-	36,120	18,512
Compensated Absences	399,941	237,844	(217,741)	420,044	232,913
Net Other Post Employment Benefit Obligations Payable	89,354	47,985	-	137,339	-
Net Pension Liability	8,213,594	239,605	-	8,453,199	-
<i>Total Business-Type Activities</i>	<u>52,550,407</u>	<u>9,435,395</u>	<u>(1,786,698)</u>	<u>60,199,104</u>	<u>2,024,803</u>
 Total Primary Government	 <u>\$ 148,864,137</u>	 <u>\$ 21,943,152</u>	 <u>\$ (5,454,977)</u>	 <u>\$ 165,352,312</u>	 <u>\$ 5,941,798</u>

Compensated absences and other postemployment benefit obligation for governmental activities are generally liquidated by the general fund.

Utility System Revenue Bonds, Series 2017, were issued in March 2017 in the amount of \$8,415,000. Proceeds of the bonds are for wastewater treatment improvements and to fund the purchase of the Springs Hill Wastewater Treatment Plant.

Certificates of Obligation, Series 2016-A, were issued February 2017 in the amount of \$8,800,000 to fund various streets and drainage improvements.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE I -- LONG-TERM DEBT (Continued)

Component Unit

The component unit received funds from First Commercial Bank N.A. to partially finance the purchase of land held for future economic incentive and development. The original principal amount of \$863,128 carries interest at the rate of 2.54% for a 10-year fixed period, after which the interest rate will equal the Prime Rate less 1.00%. The loan calls for monthly payments of \$5,786.78 (including principal and interest) and is secured by the real estate. Long-term debt activity for the component unit is summarized as follows:

	Balance Outstanding 10/1/2016	Increases	Decreases	Balance Outstanding 9/30/2017
Notes Payable	\$ 851,344	\$ -	\$ (48,084)	\$ 803,260

Annual requirements to amortize the notes payables as of September 30, 2016 are as follows:

Fiscal Year	Principal	Interest	Total
2018	\$ 49,337	\$ 20,104	\$ 69,441
2019	50,623	18,819	69,442
2020	51,893	17,548	69,441
2021	53,294	16,147	69,441
2022	54,683	14,759	69,442
Thereafter	543,430	64,131	607,561
	\$ 803,260	\$ 151,508	\$ 954,768

NOTE J -- EMPLOYEES' RETIREMENT SYSTEMS

Texas Municipal Retirement System

Plan Description

The City participates as one of 872 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). TMRS is an agency created by the state of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the system with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State of Texas. The TMRS defined benefit pension plan is a tax-qualified plan under Section 401(a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

All eligible employees of the City are required to participate in TMRS retirement system

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE J -- EMPLOYEES' RETIREMENT SYSTEMS (CONTINUED)

Texas Municipal Retirement System (Continued)

Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the City-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven payment options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

At the December 31, 2016 valuation and measurement dates, the following employees were covered by the benefit terms:

	Plan Year 2016	Plan Year 2015
Inactive employees or beneficiaries		
currently receiving benefits	221	213
Inactive employees entitled to but not		
yet receiving benefits	161	137
Active employees	363	348
	745	698

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the City matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the City. Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

For the year ending September 30, 2017, employees for the City were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the City were 15.25% and 16.04% in calendar years 2016 and 2017, respectively. The City's contributions to TMRS for the year ended September 30, 2017 were \$3,862,340, and exceeded the required contributions by \$674,365.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE J -- EMPLOYEE RETIREMENT SYSTEM (CONTINUED)

Texas Municipal Retirement System (Continued)

Net Pension Liability

The City's Net Pension Liability (NPL) was measured as of December 31, 2016, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

Actuarial Assumptions

The Total Pension Liability in the December 31, 2016 actuarial valuation was determined using the following actuarial assumptions:

Inflation	2.5% per year
Salary Increases	3.5% to 10.5%, including inflation
Investment Rate of Return*	6.75%

* Presented net of pension plan investment expense, including inflation

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Health Mortality Table, with male rates multiplied by 109% and female rates multiplied by 103%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with males rates multiplied by 109% and female rates multiplied by 103% with a 3-year set-forward for both males and females. In addition, a 3% minimum mortality rate is applied to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements subject to the 3% floor.

Actuarial assumptions used in the December 31, 2016 valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering 2009 through 2011, and dated December 31, 2013. These assumptions were first used in the December 31, 2013 valuation, along with a change to the Entry Age Normal (EAN) actuarial cost method. Assumptions are reviewed annually. No additional changes were made for the 2014 valuation. After the Asset Allocation Study analysis and experience investigation study, the Board amended the long-term expected rate of return on pension plan investments from 7% to 6.75%. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE J -- EMPLOYEE RETIREMENT SYSTEM (CONTINUED)

Texas Municipal Retirement System (Continued)

Actuarial Assumptions (Continued)

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding the expected inflation. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, GRS focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). At its meeting on July 30, 2015, the TMRS Board approved a new portfolio target allocation. The target allocation and best estimates of real rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-term Expected Real Rate of Return (Arithmetic)</u>
Domestic Equity	17.50%	4.55%
International Equity	17.50%	6.35%
CoreFixed Income	10.00%	1.00%
Non-Core Fixed Income	20.00%	4.15%
Real Return	10.00%	4.15%
Real Estate	10.00%	4.75%
Absolute Return	10.00%	4.00%
Private Equity	5.00%	7.75%
	<u>100.00%</u>	

Discount Rate

The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE J -- EMPLOYEE RETIREMENT SYSTEM (CONTINUED)

Texas Municipal Retirement System (Continued)

Changes in the Net Pension Liability

The below schedule presents the changes in the Net Pension Liability as of December 31, 2016:

	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
Balance at December 31, 2015:	\$ 94,243,215	\$ 61,526,090	\$ 38,037,194
Changes for the year:			
Service Cost	3,288,440	-	3,288,440
Interest	6,345,379	-	6,345,379
Change of Benefit Terms	-	-	-
Differences Between Expected and Actual Experience	124,086	-	124,086
Changes of Assumptions	-	-	-
Contributions - Employer	-	3,457,964	(3,457,964)
Contributions - Employee	-	1,315,376	(1,315,376)
Net Investment Income	-	4,157,561	(4,157,561)
Benefit Payments, Including Refunds of Employee Contributions	(3,763,653)	(3,763,653)	-
Administrative Expense	-	(46,960)	46,960
Other Changes	-	(2,530)	2,530
Net Changes	5,994,252	5,117,758	876,494
Balance at December 31, 2016:	\$ 100,237,467	\$ 66,643,848	\$ 33,593,619

The following presents the net pension liability of the City, calculated using the discount rate of 6.75%, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower (5.75%) or 1-percentage point higher (7.75%) than the current rate:

	Discount Rate		
	5.75%	6.75%	7.75%
Net Pension Liability (Asset)	\$ 48,468,544	\$ 33,593,619	\$ 21,485,456

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. That report may be obtained on the Internet at www.tmrs.com

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE J -- EMPLOYEE RETIREMENT SYSTEM (CONTINUED)

Texas Municipal Retirement System (Continued)

Pension Expense and Deferred Outflows/Inflows of Resources Related to Pensions

For the year ended September 30, 2017, the City recognized pension expense of \$5,327,761. Also as of September 30, 2017, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between Expected and Actual Economic Experience	\$ 111,703	\$ -
Changes in Actuarial Assumptions	161,228	-
Differences between Projected and Actual Investment Earnings	2,809,614	-
Contributions subsequent to the Measurement Date	3,053,778	-
	\$ 6,136,323	\$ -

Deferred outflows of resources in the amount of \$3,053,778 is related to pensions resulting from contributions subsequent to the measurement date, and will be recognized as a reduction of the net pension liability for the plan year ending December 31, 2017. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

For the Plan Year ended December 31,	
2017	\$ 1,112,839
2018	1,079,814
2019	877,508
2020	12,384
	\$ 3,082,545

NOTE K -- POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS

Retiree Health Benefits

Plan Description

In addition to the pension benefits described in Note J, the City administers a single-employer defined benefit healthcare plan for retirees (the Plan), established under legal authority of the City Charter. The City is the only employer participating and contributing to the Plan. The Plan does not issue a publicly available financial report.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE K -- POST EMPLOYMENT BENEFITS OTHER THEN PENSIONS (CONTINUED)

Retiree Health Benefits (Continued)

Plan Description (Continued)

The Plan provides healthcare insurance for eligible retirees (employees hired prior to January 1, 2008, and retire eligible for service retirement from Texas Municipal Retirement System with a retirement date of December 31, 2002 or later) and their dependents. This benefit is based on years of service with the City as follows:

<u>Minimum Years Continuous Service</u>	<u>Minimum Age</u>	<u>% Premium Paid by City</u>
15	57	0%
20	57	50%
25	57	100%

Eligible retirees will continue until the employee becomes Medicare eligible, at which time the employee will have the option to obtain a Medicare supplement or continue on the City's retiree plan at their own expense. Employees hired on or after January 1, 2008 will not receive a City contribution and will be responsible for payment of the actuarially established premium for retiree and dependent coverage.

Retiree premiums are the same as the premiums for active employees. For eligible employees retiring after December 31, 2010, the City will establish premium rates using actuarial methods to determine the appropriate rates by attained age. The City's contribution for a retiree's premium will not exceed the City's standard contribution toward an active employee's premium.

Plan members consist of the following at September 30, 2017:

Retirees and beneficiaries receiving benefits	14
Active Plan Members	54
Total	68

Annual OPEB Cost and Net OPEB Obligation (Asset)

The City's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the *annual required contribution of the employer (ARC)*. The City has elected to calculate the ARC and related information using the unit credit method. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the Plan, and changes in the City's net OPEB obligation of the Plan:

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE K -- POST EMPLOYMENT BENEFITS OTHER THEN PENSIONS (CONTINUED)

Retiree Health Benefits (Continued)

Annual OPEB Cost and Net OPEB Obligation (Asset) (Continued)

Annual Required Contribution (ARC)	\$	181,898
Interest on Net OPEB Obligation		11,583
Adjustment to Annual Required Contribution		(15,759)
Annual OPEB Cost (Expense)		177,722
Contributions Made		-
Increase in Net OPEB Obligation (Asset)		177,722
Net OPEB Obligation (Asset) - Beginning of Year		330,937
Net OPEB Obligation (Asset) - End of Year		\$ 508,659

The total net OPEB obligation was \$371,320 for governmental activities and \$137,339 for business-type activities. The City's annual OPEB cost, contributions and unfunded liability for the past three years are as follows:

Fiscal Year	Annual OPEB Cost	Contribution Percentage	Net OPEB Obligation
2017	\$ 177,722	0.0%	\$ 508,659
2016	96,258	16.5%	330,938
2015	105,581	16.3%	250,536

Funded Status and Funding Progress

As of January 1, 2016, the most recent actuarial valuation date, the actuarial accrued liability for benefits was \$1,493,356. The covered payroll (annual payroll of active employees covered by the Plan) was about \$3,766,855, and the ratio of the unfunded actuarial accrued liability (UAAL) to the covered payroll was 39.6%.

The projected benefit payments for an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the basic financial statements, will present information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE K -- POST EMPLOYMENT BENEFITS (Continued)

Retiree Health Benefits (Continued)

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the Plan as understood by the employer and the Plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to the point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the January 1, 2016 actuarial valuation, the projected unit credit using full accrual at full eligibility age actuarial method was used. The actuarial assumptions included a 3.5% investment rate of return (net of administrative expenses) and an annual healthcare cost trend rate of 8.5% initially, reduced by decrements to an ultimate rate of 5.0%. The Plan's unfunded actuarial accrued liability is being amortized over 22 years utilizing the unit credit method. Demographic and other assumptions include mortality rates by age and gender, and termination rates by age and years of service. No provision was provided for inflation or for salary increases, as they do not play any role in the calculation of the liability. Additionally, post-retirement benefit increases were not included in the calculations.

Supplemental Death Benefits Plan

The City also participates in the cost sharing multiple-employer defined benefit group-term life insurance plan operated by TMRS known as the Supplemental Death Benefits Fund (SDBF). The City elected, by ordinance, to provide group-term life insurance coverage to both current and retired employees. The city may terminate coverage under and discontinue participation in the SDBF by adopting an ordinance before November 1 of any year to be effective the following January 1.

The death benefit for active employees provides a lump-sum payment approximately equal to the employee's annual salary (calculated based on the employee's actual earnings, for the 12-month period preceding the month of death); retired employees are insured for \$7,500; this coverage is an "other post-employment benefit," or OPEB.

The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure the adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during employees' entire careers.

The City's contributions to the TMRS SDBF for the years ended September 2017, 2016, and 2015 were \$36,210; \$36,611; and \$32,552, respectively, which equaled the required contributions each year.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE L -- INTERFUND TRANSFERS

Interfund transfers during the year ended September 30, 2017, were as follows:

<u>Receiving Fund/Activity</u>	<u>Transferring Fund/Activity</u>	<u>Amount</u>	
General Fund	Nonmajor Governmental Fund	\$ 95,000	Reimbursement for Payroll Costs
Debt Service	General Fund	565,000	Support Annual Debt Service
Nonmajor Special Revenue	General Fund	218,488	Support Golf Course Operations
Nonmajor Capital Projects	General Fund	2,259,585	Support Various Capital Projects
Nonmajor Capital Projects	Nonmajor Special Revenue	150,000	Support Various Capital Projects
Nonmajor Capital Projects	Utility Fund	89,413	Support Infrastructure Improvements
Utility Fund	Nonmajor Capital Projects	16,590	Support Utility System Improvements
Internal Service Fund	Utility Fund	8,900	Support Retiree Benefits
Total Transfers		<u>\$ 3,402,976</u>	

NOTE M -- COMMITMENTS AND CONTINGENCIES

Litigation

The City is the subject of various claims and litigation that have arisen in the course of its operations. Management is of the opinion that the City's liability in these cases, if decided adversely to the City, will not have a material effect on the City's financial position.

Grants

Amounts received or receivable from grantor agencies are subject to audit and adjustment by such agencies. Any disallowed claims, including amounts already collected may constitute a liability of the applicable funds. The amount, if any, of expenditures which may be disallowed by the grantor cannot be determined at this time although the City expects such amounts, if any, to be immaterial.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE M -- COMMITMENTS AND CONTINGENCIES (CONTINUED)

Construction Commitments

The City has entered into construction and engineering contracts for the improvement of various streets and utility systems, as well as park improvements. Estimated future commitments associated with these contracts as of September 30, 2017 are as follows:

Primary Government	Total	Incurred Thru	Estimated
<u>General Government</u>	<u>Commitments</u>	<u>September 2017</u>	<u>Future</u>
			<u>Commitments</u>
Bldgs, Streets & Drainage	\$ 15,293,427	\$ 10,393,173	\$ 4,900,254
Professional Services	1,601,790	1,328,143	273,647
	<u>16,895,217</u>	<u>11,721,316</u>	<u>5,173,901</u>
 <u>Utility System</u>			
Utility System Improvements	19,125,668	15,729,810	3,395,858
Professional Services (Engineering)	3,608,760	2,234,177	1,374,583
	<u>22,734,428</u>	<u>17,963,987</u>	<u>4,770,441</u>
 Total Primary Government Commitments	 <u>\$ 39,629,645</u>	 <u>\$ 29,685,303</u>	 <u>\$ 9,944,342</u>

Economic Development Agreements

WDW Development, LP Agreement

The City entered into a Chapter 380 Agreement with WBW Land Investments, LP (WBW) which provides that the City shall reimburse WBW for certain public infrastructure improvements out of 50% of the increased tax received from home sales in the residential development project known as the Meadows at Nolte Farms over a period of ten years, beginning one year immediately after the date of initial completion, at a cost not to exceed \$500,000. The City estimates the increase in assessed value on the project over the base year to be \$15,000,000. Reimbursements to WBW are to begin March 2017 and are estimated to be \$24,000 annually. Reimbursement for the year ended September 30, 2017 was \$22,654.

Power Purchase Agreements

On December 17, 2015, the City entered into a fifteen (15) year agreement with the City of Garland to purchase energy produced by a solar-power facility, along with associated Environmental Attributes. The terms of the agreement began on the Commercial Operation Date (March 17, 2017) and ends on the day preceding the 15th anniversary of the agreement. In addition, the City entered into a separate twenty (20) year agreement with the City of Garland to purchase energy produced by a wind energy facility, along with associated Environmental Attributes. The terms of the agreement began on the Commercial Operation Date (November 13, 2016) and ends on the day preceding the 20th anniversary of the agreement. Both agreements carry performance guarantees for all parties, as well as mutual security provisions.

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE M -- COMMITMENTS AND CONTINGENCIES (Continued)

Commitments under Noncapitalized Leases

Commitments under noncapitalized (operating) leases for copiers provide for future rental payments as of September 30, 2017 as follows:

Year Ending September 30,	Rentals
2018	\$ 34,508
2019	30,662
2020	25,664
2021	15,491
2022	5,403
Total	\$ 111,728

Encumbrances

Encumbrances represent commitments related to unperformed contracts for goods or services. Encumbrance accounting, under which purchase orders, contracts and other commitments for the expenditure of resources are recorded to reserve that portion of the applicable appropriation, is utilized in the governmental funds. Encumbrances lapse at year-end and do not constitute expenditures or liabilities because the commitments must be reappropriated and honored during the subsequent year. Therefore, there were no outstanding encumbrances as of September 30, 2017.

Guadalupe Regional Medical Center

The City of Seguin is contingently liable for 50% of operating deficits produced by Guadalupe Regional Medical Center (GRMC), if any, with Guadalupe County contingently responsible for the remainder. As of September 30, 2016, long-term debt of GRMC consisted of Revenue Bonds in the amount of \$115,440,000. The bonds are secured by revenues of the Medical Center, mortgage insurance issued by FHA and funds held in trust.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE M -- COMMITMENTS AND CONTINGENCIES (Continued)

Guadalupe Regional Medical Center (Continued)

Following is a summary of financial data as reported in the Guadalupe Regional Medical Center's most recent audited financial statements for the year ended September 30, 2016:

Assets:	
Current Assets	\$ 74,140,584
Other Assets	20,476,071
Capital Assets (Net)	97,068,522
Deferred Outflows of Resources	7,397,272
Total Assets	<u>199,082,449</u>
Liabilities & Net Assets:	
Current Liabilities	29,048,690
Other Liabilities	124,768,403
Total Liabilities	<u>153,817,093</u>
Deferred Inflows of Resources	1,111,232
Net Position	<u>\$ 44,154,124</u>
Operating Revenues:	
Net Revenues from Patient Services	\$ 146,703,264
Other Operating Revenues	2,700,341
Total Operating Revenues	149,403,605
Operating Expenses:	144,309,429
Total Net Operating Income	5,094,176
Nonoperating Revenues and (Expenses)	(7,130,786)
Increase (Decrease) in Net Position	<u>\$ (2,036,610)</u>

Schertz/Seguin Local Government Corporation

The City of Seguin is jointly liable, together with the City of Schertz, for operating deficits and long-term debt of the Schertz/Seguin Local Government Corporation (See Note A1). Following is a summary of financial data as reported in the Corporation's most recent audited financial statements dated September 30, 2016:

Assets:	
Current Assets	\$ 14,027,427
Restricted Cash and Cash Equivalents	6,859,879
Property, Plant & Equipment	95,187,724
Other Assets & Deferred Charges	2,546,875
Total Assets & Deferred Charges	<u>118,621,905</u>
Liabilities & Net Position:	
Current Liabilities	4,858,647
Revenue Bonds (Less Current Maturities and Unamortized Discounts)	100,976,449
Total Liabilities	<u>105,835,096</u>
Net Position:	
Net Investment in Capital Assets	(2,288,897)
Restricted	5,364,082
Unrestricted	9,820,433
Total Net Position	<u>\$ 12,895,618</u>

CITY OF SEGUIN, TEXAS
 NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
 SEPTEMBER 30, 2017

NOTE M -- COMMITMENTS AND CONTINGENCIES (Continued)

Schertz/Seguin Local Government Corporation (Continued)

The Corporation had revenue bonds outstanding in the amount of \$101,245,000 (as of September 30, 2016) to provide funds to build, improve, extend, enlarge and repair the Corporation's utility system, fund a reserve, and pay the costs of bond issuance. The bond resolution pledges intergovernmental contract revenues from the cities of Schertz and Seguin (the participating governments) to bond holders. Under the intergovernmental water supply contract, the participating governments are unconditionally obligated to pay their respective shares of annual contract revenue bond debt service from the operation of their respective utility systems.

NOTE N – PLEDGED REVENUE

The Seguin Economic Development Corporation (SEDC) entered into an interlocal cooperative agreement with the City to transfer lawfully available surplus sales and use tax collected on behalf of SEDC to fund a portion of the debt service requirements of the 2011 *Combination Tax and Limited Pledge Revenue Certificates*. SEDC has pledged to transfer, on an annual basis, debt service requirements up to a total cumulative principal amount of \$880,000. Remaining commitment on the agreement as of September 30, 2017 is \$139,050.

In addition, SEDC entered into an agreement, along with the City, to fund certain improvements to the IH-10 frontage road in an amount not to exceed \$1,250,000. SEDC's portion of the commitment will be funded by a pledge of future sales tax revenue to reimburse the City ½ of the debt service requirements of bonded debt to fund the improvements. The remaining commitment on the agreement as of September 30, 2017 is \$615,775 over a three-year period.

Total contributions to the City in support of debt were \$344,375 for the year ended September 30, 2017. Annual requirements to satisfy the commitment are estimated to be 15% to 28% of the underlying revenue source (sales tax) and are as follows:

	Pledged Revenue
2018	\$ 344,175
2019	203,650
2020	207,000
Total Pledged	\$ 754,825

NOTE O -- RISK MANAGEMENT

The City is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions; injuries to employees; employee health benefits; and other claims of various natures. The City contracts with the Texas Municipal League (TML) to provide insurance coverage for property and casualty, and workers compensation. TML is a multi-employer group that provides for a combination of risk sharing among pool participants and stop loss coverage. Contributions are set annually by the provider. Liability by the City is generally limited to the contributed amounts. Annual contributions for the year ended September 30, 2017 were \$349,836 for property and casualty and \$186,597 for workers' compensation coverage.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE P – TAX ABATEMENT DISCLOSURES

The City of Seguin negotiates property tax abatement agreements on a cases-by-case basis. The agreements freeze property tax revenues received from the paying entity at current levels and deprives the City of a percentage of future increases in ad valorem property tax revenues that otherwise would have resulted from increases in assessed valuation in such areas until the tax abatement period terminates. The Texas Property Redevelopment and Tax Abatement Act, Chapter 312 of the Texas Tax Code authorizes taxing jurisdictions to provide property tax abatement for a limited period of time as inducement for the development or redevelopment of property.

The City of Seguin Tax Abatement Guidelines (the “Guidelines”), adopted and effective on January 1, 2017, allow abatements to be granted only for the additional value of real or personal property improvements. No abatement will be approved that exceeds 100% of the new appraised value of capital improvements and/or personal property, or that will reduce current ad valorem revenue, and will be effective for no more than ten years. In the event that a facility that has been granted a tax abatement discontinues producing goods or services, fails to commence or complete the required capital investment, or fails to comply with any other provisions of the tax abatement agreement, the abatement agreement may be terminated by the City and all taxes previously abated will be recaptured and paid within 60 days of the termination. The Guidelines also include three abatement schedules that identify maximum allowable percentages based on the amount of real and personal property investment. These schedules serve as a guide for staff in determining a recommended abatement for a specific project.

As of September 30, 2017, the City has tax abatement agreements with seven entities. The gross amount of property tax abated during 2017 was \$2,792,877.

Caterpillar, Inc.: Tax abatement is for a period of ten years beginning January 1, 2010 for the construction and operation of a diesel engine manufacturing facility with an estimated value of \$161,000,000.

ET Seguin Dist, LLC: Tax abatement agreement for a period of five years beginning January 1, 2013 for the construction of a new manufacturing facility valued at an estimated cost of \$11,500,000.

Temic Automotive of North America, Inc.: Tax abatement agreement for a ten year period beginning January 1, 2009 for the purchase and installation of specific personal property representing an investment in excess of \$15,000,000.

Continental Automotive Systems, Inc.: Tax abatement agreement for a period of five years beginning January 1, 2013 for the expansion of real and personal property at Continental’s existing facility with an estimated value of \$113,000,000.

Tractor Supply Co. of Texas, LP: Tax abatement agreement for a period of five years beginning January 1, 2016 for the construction and operation of a distribution facility with an estimated value of \$8,000,000.

Cerealto Seguin, LLC: Tax abatement agreement for a period of five years beginning January 1, 2018 for the construction and operation of a food manufacturing facility with an estimated value of \$58,000,000.

CITY OF SEGUIN, TEXAS
NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2017

NOTE P – TAX ABATEMENT DISCLOSURES (Continued)

Six Forks International, LLC: Tax abatement agreement for a period of ten years beginning January 1, 2016 for the restoration of property located at 217 S. River Street, including building a restaurant and bar with an estimated value of \$1,400,000.

NOTE Q – SUBSEQUENT EVENTS

The City approved issuance of *Tax Notes, Series 2017*, in the amount of \$775,000 for purchasing and equipping a fire truck and public works equipment. The notes are to be repaid over seven years at 1.785% interest. The City also approved issuance of *Tax Notes, Series 2018*, in the amount of \$649,000 to be repaid over four years at 2.25% interest. The Tax Notes are to purchase golf carts and equipment.

The City approved an Advance Funding Agreement with TxDOT for Rudeloff Roadway Expansion Project with a total project cost of \$8,501,910 and the City contributing a total of \$1,914,996 of the total cost. The Agreement also carries certain performance requirements by the city.

APPENDIX D

Form of Opinion of Bond Counsel

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Norton Rose Fulbright US LLP
300 Convent Street, Suite 2100
San Antonio, Texas 78205-3792
United States

Tel +1 210 224 5575
Fax +1 210 270 7205
nortonrosefulbright.com

DRAFT 5/3/18

IN REGARD to the authorization and issuance of the “City of Seguin, Texas Utility System Revenue Bonds, Series 2018” (the *Bonds*), dated May 15, 2018, in the aggregate principal amount of \$9,950,000, we have reviewed the legality and validity of the issuance thereof by the City Council of the City of Seguin, Texas (the *Issuer*). The Bonds are issuable in fully registered form only, in denominations of \$5,000 or any integral multiple thereof, and have Stated Maturities of February 1 in each of the years 2019 through 2038, unless redeemed prior to Stated Maturity in accordance with the terms stated on the face of the Bonds. Interest on the Bonds accrues from the dates, at the rates, in the manner, and is payable on the dates, all as provided in the ordinance (the *Ordinance*) authorizing the issuance of the Bonds. Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Ordinance.

WE HAVE SERVED AS BOND COUNSEL for the Issuer solely to pass upon the legality and validity of the issuance of the Bonds under the laws of the State of Texas and with respect to the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes and for no other purpose. We have not been requested to investigate or verify, and have not independently investigated or verified, any records, data, or other material relating to the financial condition or capabilities of the Issuer or the Issuer’s combined utility systems (the *System*) and have not assumed any responsibility with respect thereto. We have not assumed any responsibility with respect to the financial condition or capabilities of the Issuer or the disclosure thereof in connection with the sale of the Bonds. We express no opinion and make no comment with respect to the sufficiency of the security for or the marketability of the Bonds. Our role in connection with the Issuer’s Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

WE HAVE EXAMINED the applicable and pertinent laws of the State of Texas and the United States of America. In rendering the opinions herein we rely upon (1) original or certified copies of the proceedings of the Issuer in connection with the issuance of the Bonds, including the Ordinance; (2) customary certifications and opinions of officials of the Issuer; (3) certificates executed by officers of the Issuer relating to the expected use and investment of proceeds of the Bonds and certain other funds of the Issuer, and to certain other facts solely within the knowledge and control of the Issuer; and (4) such other documentation, including an examination of the Bond executed and delivered initially by the Issuer, and such matters of law as we deem relevant to the matters discussed below. In such examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies, and the accuracy of the statements and information contained in such certificates. We express no opinion concerning any effect on the following opinions which may result from changes in law effected after the date hereof.

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Legal Opinion of Norton Rose Fulbright US LLP, San Antonio, Texas, in connection with the authorization and issuance of “CITY OF SEGUIN, TEXAS UTILITY SYSTEM REVENUE BONDS, SERIES 2018”

BASED ON OUR EXAMINATION, IT IS OUR OPINION that the Bonds have been duly authorized and issued in conformity with the laws of the State of Texas now in force and that the Bonds are valid and legally binding special obligations of the Issuer enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. The Bonds are payable from and equally and ratably secured, together with the currently outstanding Previously Issued Bonds, solely by a first and prior lien on and pledge of the Net Revenues derived from the operation of the System. In the Ordinance, the Issuer retains the right to issue Additional Parity Bonds and Inferior Lien Obligations without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise. The Bonds do not constitute a legal or equitable pledge, charge, lien, or encumbrance upon any property of the Issuer, except with respect to the Net Revenues. The holder of the Bonds shall never have the right to demand payment of the Bonds out of any funds raised or to be raised by taxation.

BASED ON OUR EXAMINATION, IT IS FURTHER OUR OPINION THAT, assuming continuing compliance after the date hereof by the Issuer with the provisions of the Ordinance and in reliance upon the representations and certifications of the Issuer made in a certificate of even date herewith pertaining to the use, expenditure, and investment of the proceeds of the Bonds, under existing statutes, regulations, published rulings, and court decisions (1) interest on the Bonds will be excludable from the gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the *Code*), of the owners thereof for federal income tax purposes, pursuant to section 103 of the Code, and (2) interest on the Bonds will not be included in computing the alternative minimum taxable income of the owners thereof who are individuals or, except as hereinafter described, corporations.

FOR TAXABLE YEARS THAT BEGAN BEFORE JANUARY 1, 2018, interest on the Bonds owned by a corporation will be included in such corporation's adjusted current earnings for purposes of computing the alternative minimum tax on such corporation, other than an S corporation, a qualified mutual fund, a real estate investment trust, a real estate mortgage investment conduit, or a financial asset securitization investment trust. The alternative minimum tax on corporations has been repealed for taxable years beginning on or after January 1, 2018.

WE EXPRESS NO OTHER OPINION with respect to any other federal, state, or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of an interest in a financial asset securitization investment trust, individual recipients of Social Security or Railroad Retirement Benefits, individuals otherwise qualifying for the earned income credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

Legal Opinion of Norton Rose Fulbright US LLP, San Antonio, Texas, in connection with the authorization and issuance of “CITY OF SEGUIN, TEXAS UTILITY SYSTEM REVENUE BONDS, SERIES 2018”

OUR OPINIONS ARE BASED on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

Norton Rose Fulbright US LLP

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APPENDIX E

Selected Provisions of the Ordinance

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SELECTED PROVISIONS OF THE ORDINANCE

The following constitutes a summary of certain selected provisions of the Ordinance. This summary should be qualified by reference to other provisions of the Ordinance referred to elsewhere in this Official Statement, and all references and summaries pertaining to the Ordinance in this Official Statement are, separately and in whole, qualified by reference to the exact terms of the Ordinance, a copy of which may be obtained from the City.

SECTION 9. Definitions. For all purposes of this Ordinance (as defined below), except as otherwise expressly provided or unless the context otherwise requires: the terms defined in this Section have the meanings assigned to them in this Section, and certain terms used in Section 32 and 45 of this Ordinance have the meanings assigned to them in such Section, and all such terms include the plural as well as the singular; all references in this Ordinance to designated “Sections” and other subdivisions are to the designated Sections and other subdivisions of this Ordinance as originally adopted; and the words “herein”, “hereof”, and “hereunder” and other words of similar import refer to this Ordinance as a whole and not to any particular Section or other subdivision.

A. “*Additional Parity Bonds*” – Revenue bonds or other evidences of indebtedness which the City reserves the right to issue or enter into, as the case may be, in the future in accordance with the terms and conditions prescribed therefor and which are equally and ratably secured by a first lien on and pledge of the Net Revenues of the System.

B. “*Authorized Investments*” – The obligations identified in the “Public Funds Investment Act” (V.T.C.A., Government Code, Chapter 2256), as amended.

C. “*Authorized Officials*” – The Mayor, the Mayor Pro Tem, the City Manager, the Assistant City Manager, Finance Director, the City Attorney, and/or the City Secretary.

D. “*Average Annual Debt Service*” – That average amount which, at the time of computation, will be required to pay the Debt Service of obligations when due and derived by dividing the total of such Debt Service by the number of years then remaining before final maturity. Capitalized interest payments provided from bond proceeds shall be excluded in making the aforementioned computation.

E. “*Bonds*” – The “City of Seguin, Texas Utility System Revenue Bonds, Series 2018”, dated May 15, 2018, authorized by this Ordinance.

F. “*Bonds Similarly Secured*” – Collectively, the Bonds, the Previously Issued Bonds, and any Additional Parity Bonds.

G. “*City*” – The City of Seguin located in the County of Guadalupe, Texas.

H. “*Closing Date*” – The date of physical delivery of the Initial Bonds in exchange for the payment in full by the Purchasers.

I. “*Debt Service*” – As of any particular date of computation, with respect to any obligations and with respect to any period, the aggregate of the amounts to be paid or set aside by the City as of such date or in such period for the payment of the principal of, premium, if any, and

interest (to the extent not capitalized) on such obligations; assuming, in the case of Bonds Similarly Secured without a fixed numerical rate that such obligations bear, or would have borne, interest at the highest rate reached, or that would have applied to such obligations (using the index or method for computing interest applicable to such obligations) during the twenty-four (24) month period next preceding the date of computation; further assuming in the case of obligations required to be redeemed or prepaid as to principal prior to maturity, the principal amounts thereof will be redeemed prior to maturity in accordance with the mandatory redemption provisions applicable thereto.

J. “*Fiscal Year*” – The twelve month accounting period used by the City in connection with the operation of the System which may be any twelve consecutive month period established by the City.

K. “*Government Obligations*” – (i) direct noncallable obligations of the United States, including obligations that are unconditionally guaranteed by, the United States of America; (ii) 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 City Council of the issuer 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; or (iii) 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 City Council of the issuer 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.

L. “*Gross Revenues*” – All income, receipts and revenues of every nature derived or received from the operation and ownership (excluding refundable meter deposits, restricted gifts and grants in aid of construction) of the System, including earnings and income derived from the investment or deposit of moneys in any special funds or accounts created and established for the payment and security of the Bonds Similarly Secured and other obligations payable solely from and secured only by a lien on and pledge of the Net Revenues.

M. “*Inferior Lien Obligations*” – Any obligations hereafter issued by the City that are payable from or secured by a lien on and pledge of the Net Revenues of the System that is subordinate and inferior to the lien on and pledge thereof securing the payment of any outstanding Bonds Similarly Secured.

N. “*Insurer*” – _____ or any successor thereto or assignee thereof.

O. “*Maintenance and Operating Expenses*” – All current expenses of operating and maintaining the System, including all salaries, labor, materials, repairs and extensions necessary to render efficient service; provided, however, that only such repairs and extensions, as in the judgment of the City Council, reasonably and fairly exercised, are necessary to maintain the operations and render adequate service to the City and the inhabitants thereof, or such as might be necessary to meet some physical accident or condition which would otherwise impair obligations payable from Net Revenues shall be deducted in determining “Net Revenues”. Depreciation

charges shall not be considered Maintenance and Operating Expenses. Maintenance and Operating Expenses shall include payments under contracts for the purchase of water supply, treatment of sewage or other materials, goods or services for the System to the extent authorized by law and the provisions of such contract.

P. “*Net Earnings*” – The meaning assigned to such term in Section 18 hereof.

Q. “*Net Revenues*” – Gross Revenues of the System, with respect to any period, after deducting the System’s Maintenance and Operating Expenses during such period.

R. “*Outstanding*” – When used in this Ordinance with respect to Bonds means, as of the date of determination, all Bonds theretofore issued and delivered under this Ordinance, except:

- (1) those Bonds cancelled by the Paying Agent/Registrar or delivered to the Paying Agent/Registrar for cancellation;
- (2) those Bonds deemed to be paid by the City in accordance with the provisions of Section 28 hereof; and
- (3) those Bonds that have been mutilated, destroyed, lost, or stolen and replacement Bonds have been registered and delivered in lieu thereof as provided in Section 30 hereof.

S. “*Policy*” – The municipal bond insurance policy issued by the Insurer insuring the payment when due of the principal of and interest on the Bonds as provided therein.

T. “*Previously Issued Bonds*” – The outstanding and unpaid (1) “City of Seguin, Texas Utility System Revenue Bonds, Series 2006,” dated April 1, 2006, and originally issued in the principal amount of \$5,500,000; (2) “City of Seguin, Texas Utility System Revenue Bonds, Series 2008”, dated January 1, 2008, and originally issued in the principal amount of \$3,980,000, (3) “City of Seguin, Texas Utility System Revenue Bonds, Series 2010”, dated October 1, 2010, and originally issued in the principal amount of \$7,835,000 and (4) “City of Seguin, Texas Utility System Revenue Bonds, Series 2014”, dated December 1, 2014, and originally issued in the principal amount of \$21,405,000, and (5) “City of Seguin, Texas Utility System Revenue Bonds, Series 2016” dated January 15, 2016, and originally issued in the principal amount of \$4,430,000, and (6) City of Seguin, Texas Utility System Revenue Bonds, Series 2017” dated February 1, 2017, and originally issued in the principal amount of \$8,415,000.

U. “*Required Reserve*” – The amount required to be accumulated and maintained in the Reserve Fund under the provisions of Section 13.

V. “*Reserve Policy*” – The Municipal Bond Debt Service Reserve Insurance Policy acquired to fund the Required Reserve for all the Insured Obligations and the Previously Issued Bonds.

W. “*System*” – All properties, facilities and plants currently owned, operated and maintained by the City for the supply, treatment and transmission of treated potable water, the collection, treatment and disposal of watercarried wastes, the generation, transmission and

distribution of electricity, together with all future extensions, improvements, replacements and additions thereto; provided, however, that notwithstanding the foregoing, and to the extent now or hereafter authorized or permitted by law, the term "System" shall not mean to include facilities of any kind which are declared not to be a part of the System and which are acquired or constructed by or on behalf of the City with the proceeds from the issuance of "Special Facilities Bonds", which are hereby defined as being special revenue obligations of the City which are not Bonds but which are payable from and secured by other liens on and pledges of any revenues, sources or payments, not pledged to the payment of the Bonds including, but not limited to, special contract revenues or payments received from any other legal entity in connection with such facilities.

SECTION 10. Pledge. (a) The City hereby covenants and agrees that the Net Revenues of the System, with the exception of those in excess of the amounts required for the payment and security of the Bonds Similarly Secured, are hereby irrevocably pledged, to the payment and security of the Previously Issued Bonds, the Bonds, and Additional Parity Bonds, if issued, including the establishment and maintenance of the special funds created and established by the ordinances authorizing the Previously Issued Bonds, and reaffirmed by this Ordinance, all as hereinafter provided, and it is hereby ordained that the Bonds Similarly Secured, and the interest thereon, shall constitute a first lien on the Net Revenues of the System and be valid and binding without any physical delivery thereof or further act by the City, and the lien created hereby on the Net Revenues of the System for the payment and security of the Bonds Similarly Secured shall be prior in right and claim as to any other indebtedness, liability or obligation of the City or the System.

(b) Chapter 1208, as amended, Texas Government Code, applies to the issuance of the Bonds and the pledge of the Net Revenues granted by the City under subsection (a) of this Section, and such pledge is therefore valid, effected, and perfected. If Texas law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the Net Revenues granted by the City is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in this pledge, the City Council agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, as amended, Texas Business & Commerce Code and enable a filing to perfect the security interest in this pledge to occur.

SECTION 11. Utility System Fund. The City hereby reaffirms its covenant and agreement that Gross Revenues of the System (excluding earnings and income from investments held for the benefit of special funds created for the payment and security of obligations payable in whole or in part from the Net Revenues) shall be deposited to the credit of an account created by the ordinances authorizing the Previously Issued Bonds and known as the "Utility System Fund" (herein called the *System Fund*). Such revenues of the System shall be kept separate and apart from all other funds of the City and shall be deposited, as collected, in a fund maintained at a depository bank of the City. All revenues deposited in the System Fund shall be pledged and appropriated to the extent required for the following uses and in the order of priority shown:

FIRST: To the payment of all necessary and reasonable Maintenance and Operating Expenses as defined herein or required by statute to be a first charge on and claim against the Gross Revenues thereof.

SECOND: To the payment of the amounts required to be deposited in the Bond Fund created and established for the payment of Debt Service on the Bonds Similarly Secured as the same becomes due and payable.

THIRD: To the payment of the amounts required to be deposited in the Reserve Fund to establish and maintain the Required Reserve in accordance with the provisions of this Ordinance or any other ordinances relating to issuance of Bonds Similarly Secured.

FOURTH: To the payment of the amounts required to be deposited into the funds created and established for the payment, security, and benefit of any Inferior Lien Obligations as the same become due and payable.

Any Net Revenues remaining in the System Fund after satisfying the foregoing payments, or making adequate and sufficient provision for the payment thereof, may be appropriated and used for any other City purpose now or hereafter permitted by law.

SECTION 12. Bond Fund - Excess Bond Proceeds. For purposes of providing funds to pay the principal of and interest on the Bonds Similarly Secured as the same becomes due and payable, the City reaffirms the creation and agrees to maintain a separate and special account or fund known as the “City of Seguin Interest and Sinking Revenue Bond Fund” (the *Bond Fund*). In addition to the deposits required to be made for the payment of the Previously Issued Bonds, the City covenants that there shall be deposited to the credit of the Bond Fund prior to each principal and interest payment date from the Net Revenues an amount equal to one hundred per centum (100%) of the amount required to fully pay the interest on and the principal of the Bonds then falling due and payable, such deposits to pay maturing principal and accruing interest on the Bonds to be made in substantially equal monthly installments on or before the 20th day of each month, beginning on or before the 20th day of the month next following the month the Bonds are delivered to the initial purchaser(s).

The required monthly deposits to the Bond Fund for the payment of principal of and interest on the Bonds shall continue to be made as hereinabove provided until such time as (i) the total amount on deposit in the Bond Fund and Reserve Fund is equal to the amount required to fully pay and discharge all Outstanding Bonds Similarly Secured (principal and interest) or (ii) the Bonds are no longer Outstanding.

Accrued interest received from the Purchasers shall be taken into consideration and reduce the amount of the monthly deposits hereinabove required to be deposited into the Bond Fund from the Net Revenues of the System. Additionally, any proceeds of the Bonds, and investment income thereon, not expended for authorized purposes shall be deposited into the Bond Fund and shall be taken into consideration and reduce the amount of monthly deposits required to be deposited into the Bond Fund from the Net Revenues of the System.

SECTION 13. Reserve Fund. For purposes of accumulating and maintaining funds as a reserve for the payment of the Bonds Similarly Secured, the City reaffirms the creation and agrees to maintain a separate and special fund or account to be known as the “City of Seguin Revenue Bond Reserve Fund” (the *Reserve Fund*), and all funds deposited to the credit of said Fund

(excluding earnings and income derived or received from deposits or investments which may be transferred to the System Fund established in Section 11 hereof during such periods as there is on deposit in the Reserve Fund the Required Reserve) shall be used solely for the payment of the principal of and interest on the Bonds Similarly Secured, when and to the extent other funds available for such purposes are insufficient, and, to the extent an amount is not required for the maintenance of the Required Reserve, such excess amount may also be used to pay, or provide for the payment of, the final principal amount of a series of Bonds Similarly Secured so that such series of Bonds Similarly Secured is no longer deemed to be "Outstanding" within the meaning of Section 28 hereof.

In accordance with the provisions of the ordinances authorizing the issuance of the Previously Issued Bonds, the total amount ultimately required to be accumulated and maintained in the Reserve Fund is \$_____ (the *Old Reserve*). By reason of the issuance of the Bonds, the total amount required to be accumulated and maintained in said Fund is hereby determined to be \$_____ (the *Required Reserve*) which amount is hereby found to equal or exceed the Average Annual Debt Service for the Bonds and the Previously Issued Bonds (calculated on a Fiscal Year basis as of the date the Bonds are to be delivered) and is more than the amount currently on deposit in the Reserve Fund. The City covenants and agrees to deposit to the Reserve Fund from the Net Revenues of the System, or any other lawfully available funds, an amount not less than \$_____, being the required monthly Reserve Fund deposits. The Required Reserve for all currently Outstanding Bonds Similarly Secured will be funded by a surety policy defined as the Reserve Policy as set forth in Section 51 of the Ordinance.

When and so long as the cash and investments in the Reserve Fund total not less than the Required Reserve, no deposits need be made to the credit of the Reserve Fund; but, if and when the Reserve Fund at any time contains less than the Required Reserve (other than as the result of the issuance of Additional Parity Bonds as provided in the following paragraph), subject to the provisions of Section 51 hereof, the City covenants and agrees to cure the deficiency in the Required Reserve by making monthly deposits to said Fund from the Net Revenues of the System, such monthly deposits to be in amounts equal to not less than 1/60th of the then total Required Reserve to be maintained in said Fund and made on or before the 20th day of each month until the total Required Reserve then to be maintained in said Fund has been fully restored. The City further covenants and agrees that, subject only to the payments to be made to the Bond Fund, the Net Revenues shall be applied and appropriated and used to establish and maintain the Required Reserve and to cure any deficiency in such amounts as required by the terms of this Ordinance and any other ordinance pertaining to the issuance of Additional Parity Bonds.

As and when Additional Parity Bonds are delivered or incurred, the Required Reserve shall be increased, if required, to an amount equal to not less than the Average Annual Debt Service (calculated on a Fiscal Year basis) for all Bonds Similarly Secured then outstanding, as determined on the date each series of Bonds are delivered or incurred, as the case may be. Any additional amount required to be maintained in the Reserve Fund shall be so accumulated by the deposit in the Reserve Fund of all or any part thereof in cash immediately after the delivery of the then proposed Additional Parity Bonds, or, at the option of the City, by the deposit of monthly installments, made on or before the 20th day of each month following the month of delivery of the Additional Parity Bonds, of not less than 1/60th of the additional amount to be maintained in said

Fund by reason of the issuance of the Additional Parity Bonds then being issued (or 1/60th of the balance of the additional amount not deposited immediately in cash).

During such time as the Reserve Fund contains the total Required Reserve, the City may, at its option, withdraw all surplus in the Reserve Fund in excess of the Required Reserve and deposit such surplus in the System Fund.

To the extent permitted by law and when the Previously Issued Bonds issued on or before December 16, 1997 are no longer Outstanding or the purchaser of those obligations consents, the City expressly reserves the right at any time to fund the Reserve Fund at the Required Reserve by purchasing an insurance policy that will unconditionally obligate the insurance company or other entity to pay all, or any part thereof, of the Required Reserve in the event funds on deposit in the Bond Fund are not sufficient to pay the debt service requirements on the Bonds. All ordinances adopted after the date hereof authorizing the issuance of Additional Parity Bonds shall contain a provision to this effect.

In the event an insurance policy issued to satisfy all or part of the City's obligation with respect to the Reserve Fund causes the amount then on deposit in the Reserve Fund to exceed the Required Reserve, the City may transfer such excess amount to any fund or account established for the payment of or security for the Bonds (including any escrow established for the final payment of any such obligations pursuant to Chapter 1207, as amended, Texas Government Code) or use such excess amount for any lawful purpose now or hereafter provided by law; provided, however, to the extent that such excess amount represents Bond proceeds, then such amount must be transferred to the Bond Fund or as otherwise permitted in accordance with then applicable Texas law.

Notwithstanding anything to the contrary contained in this Section, and at such time that no Bonds Similarly Secured that were outstanding as of _____, 20__ remain outstanding (for the avoidance of doubt, excluding the Bonds), the requirements set forth above to fund the Reserve Fund in the amount of the Required Reserve amount shall be suspended for such time as the Net Revenues for each Fiscal Year are equal to at least 110% of the Average Annual Debt Service requirements. In the event that the Net Revenues for any two consecutive Fiscal Years are less than 110% (unless such percentage is below 100% in any Fiscal Year, in which case the hereinafter-specified requirements will commence after such Fiscal Year) of the Average Annual Debt Service requirements, the City will be required to commence making the deposits to the Reserve Fund, as provided above, and to continue making such deposits until the earlier of (i) such time as the Reserve Fund contains the Required Reserve amount or (ii) the Net Revenues for a Fiscal Year have been equal to not less than 110% of the Average Annual Debt Service requirements.

SECTION 14. Depository for Funds - Security. An official depository of the funds of the City shall be the depository for the moneys deposited to the credit of the Funds identified in this Ordinance and moneys deposited to the credit of such Funds, to the extent not invested, shall be secured in the manner prescribed by law for securing other funds of the City.

SECTION 15. Deficiencies - Excess Net Revenues. (a) If on any occasion there shall not be sufficient Net Revenues of the System to make the required deposits into the Bond Fund and

the Reserve Fund, then such deficiency shall be cured as soon as possible from the next available Net Revenues of the System, or from any other sources available for such purpose.

(b) Subject to making the required deposits to the Bond Fund and the Reserve Fund when and as required by this Ordinance, or any ordinance authorizing the issuance of Bonds Similarly Secured, the excess Net Revenues may be used by the City for any lawful purpose.

SECTION 16. Payment of Bonds. While any of the Bonds are Outstanding, the Authorized Officials shall cause to be transferred to the Paying Agent therefor, from funds on deposit in the Bond Fund, and, if necessary, in the Reserve Fund, amounts sufficient to fully pay and discharge promptly as each installment of interest and principal of the Bonds accrues or matures or comes due by reason of redemption prior to maturity; such transfer of funds to be made in such manner as will cause immediately available funds to be deposited with the Paying Agent for the Bonds at the close of the business day next preceding the date of payment for the Bonds.

SECTION 17. Investments. Money in any Fund reaffirmed pursuant to this Ordinance may, at the option of the City, be placed in time deposits, certificates of deposit, guaranteed investment contracts, or similar contractual arrangements and secured (to the extent not insured by the Federal Deposit Insurance Corporation) by obligations of the type hereinafter described, or be invested, including investments held in book entry form, in direct obligations of the United States of America, obligations guaranteed or insured by the United States of America, which, in the opinion of the Attorney General of the United States, are backed by its full faith and credit or represent its general obligations, or invested in indirect obligations of the United States of America, including, but not limited to, evidences of indebtedness issued, insured or guaranteed by such governmental agencies as the Federal Land Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Home Loan Banks, Government National Mortgage Association, Farmers Home Administration, Federal Home Loan Mortgage Association, Federal Housing Association, or Participation Certificates in the Federal Assets Financing Trust; provided that all such deposits and investments shall be made in such a manner that the money required to be expended from any Fund will be available at the proper time or times. Such investments (except State and Local Government Series investments held in book entry form, which shall at all times be valued at cost) shall be valued in terms of current market value within 45 days of the close of each Fiscal Year and, with respect to investments held for the account of the Reserve Fund, within 30 days of the date of passage of each ordinance authorizing the issuance of Additional Parity Bonds. All interest and income derived from deposits and investments in the Bond Fund immediately shall be credited to, and any losses debited to, the Bond Fund. All interest and interest income derived from deposits in and investments of the Reserve Fund shall, subject to the limitations provided in Section 13 hereof, be credited to and deposited in the System Fund. All such investments shall be sold promptly when necessary to prevent any default in connection with the Bonds.

SECTION 18. Issuance of Additional Parity Bonds. Subject to the provisions hereinafter appearing as to conditions precedent which must be satisfied, the City reserves the right to issue, from time to time as needed, Additional Parity Bonds for any lawful purpose. Such Additional Parity Bonds may be issued in such form and manner as now or hereafter authorized by the laws of the State of Texas for the issuance of evidences of indebtedness or other instruments, and should new methods or financing techniques be developed that differ from those now available and in

normal use, the City reserves the right to employ the same in its financing arrangements provided only that the following conditions precedent for the authorization and issuance of the same are satisfied, to wit:

A. The Director of Finance of the City (or other officer of the City then having the primary responsibility for the financial affairs of the City) shall have executed a certificate stating (a) that, to the best of his knowledge and belief, the City is not then in default as to any covenant, obligation or agreement contained in any ordinance or other proceeding relating to any obligations of the City payable from and secured by a lien on and pledge of the Net Revenues of the System that would materially affect the security or payment of such obligations and (b) either (i) payments into all special funds or accounts created and established for the payment and security of all outstanding obligations payable from and secured by a lien on and pledge of the Net Revenues of the System have been made and that the amounts on deposit in such special funds or accounts are the amounts then required to be on deposit therein or (ii) the application of the proceeds of sale of such obligations then being issued will cure any such deficiency.

B. The Additional Parity Bonds shall be scheduled to mature or be payable as to principal on February 1 or August 1 (or both) in each year the same are to be outstanding or during the term thereof.

C. The City has secured a certificate or opinion of a Certified Public Accountant to the effect that, according to the books and records of the City, the Net Earnings, for the preceding Fiscal Year or for 12 consecutive months out of the 15 months immediately preceding the month the ordinance authorizing the issuance of the Additional Parity Bonds is adopted are at least equal to (i) 1.40 times the Average Annual Debt Service for all Bonds Similarly Secured then outstanding after giving effect to the issuance of the Additional Parity Bonds then being issued and (ii) 1.10 times the maximum annual Debt Service payment to be paid in a Fiscal Year for the Bonds Similarly Secured then outstanding after giving effect to the issuance of the Additional Parity Bonds then being issued. In making a determination of the Net Earnings, the Accountant may take into consideration a change in the rates and charges for services and facilities afforded by the System that became effective at least sixty (60) days prior to the last day of the period for which Net Earnings are determined and, for purposes of satisfying the above Net Earnings test, make a pro forma determination of the Net Earnings of the System for the period of time covered by his certification or opinion based on such change in rates and charges being in effect for the entire period covered by the Accountant's certificate or opinion.

D. To pay, together with any other lawfully available funds, any other legally incurred indebtedness payable from the Net Revenues of the System and/or secured by a lien on the System.

As used in this Section, the term "Net Earnings" shall mean the Gross Revenues of the System after deducting the Maintenance and Operating Expenses of the System, but not depreciation charges or expenditures which, under generally accepted accounting principles, should be charged to capital expenditures.

SECTION 19. Refunding Bonds. The City reserves the right to issue refunding bonds to refund all or any part of the outstanding Bonds Similarly Secured (pursuant to any law then available) upon such terms and conditions as the City Council of the City may deem to be in the

best interest of the City and its inhabitants, and if less than all such outstanding Bonds Similarly Secured are refunded, the conditions precedent prescribed (for the issuance of Additional Parity Bonds) set forth in subparagraph C of Section 18 shall be satisfied and the Accountant's certificate or opinion required in subparagraph C shall give effect to the Debt Service of the proposed refunding bonds (and shall not give effect to the Debt Service of the Bonds Similarly Secured being refunded following their cancellation or provision being made for their payment).

SECTION 20. Obligations of Inferior Lien and Pledge. The City hereby reserves the right to issue obligations payable from and secured by a lien on and pledge of the Net Revenues of the System, including the Inferior Lien Obligations, junior and subordinate in rank and dignity to the lien and pledge securing the payment of the Bonds Similarly Secured, as may be authorized by the laws of the State of Texas.

SECTION 21. Rates and Charges. That, for the benefit of the Holders of the Bonds and in addition to all provisions and covenants in the laws of the State of Texas and in this Ordinance, the City hereby expressly stipulates and agrees, while any of the Bonds are Outstanding, to establish and maintain rates and charges for facilities and services afforded by the System that are reasonably expected, on the basis of available information and experience and with due allowance for contingencies, to produce Gross Revenues in each Fiscal Year sufficient:

A. To pay Maintenance and Operating Expenses, depreciation charges and replacement and betterment costs,

B. To produce Net Revenues sufficient to pay the principal of and interest on the Bonds Similarly Secured and the amounts required to be deposited in any reserve or contingency fund created for the payment and security of the Bonds Similarly Secured, and other obligations or evidences of indebtedness issued or incurred that are payable only from and secured solely by a lien on and pledge of the Net Revenues of the System, and

C. To produce Net Revenues equal to at least 1.20 times the Debt Service due and payable on the outstanding Bonds Similarly Secured.

SECTION 22. Maintenance and Operation - Insurance. The City shall maintain the System in good condition and operate the System in an efficient manner and at reasonable cost. While any Bonds are Outstanding, the City agrees to maintain casualty and other insurance on the System of a kind and in an amount customarily carried by municipal corporations owning and operating similar properties. The City is in compliance with all franchises, permits and authorizations necessary for the operation of the System and required by any governmental agency; and the City has or will obtain, and shall keep in full force and effect while the Bonds are Outstanding, all franchises, permits, authorizations and approvals required for or with respect to the operation and maintenance of the System.

SECTION 23. Sale or Lease of Properties. The City, to the extent and in the manner authorized by law, may sell or exchange for consideration representing the fair value thereof, as determined by the City Council of the City, any property not necessary or required in the efficient operations of the System, or any equipment not necessary or useful in the operations thereof or which is obsolete, damaged or worn out or otherwise unsuitable for use in the operation of the

System. The proceeds of any sale of properties of the System shall be deposited in the System Fund.

SECTION 24. Records and Accounts. The City hereby covenants and agrees that so long as any of the Bonds or any interest thereon remain outstanding, it will keep and maintain separate and complete records and accounts pertaining to the operations of the System in which complete and correct entries shall be made of all transactions relating thereto, as provided by Chapter 1502, as amended, Texas Government Code or other applicable law. The Holder or Holders of any Bonds Similarly Secured or any duly authorized agent or agents of such Holders shall have the right at all reasonable times to inspect such records, accounts and data relating thereto, and to inspect the System and all properties comprising same. The City further agrees that following the close of each Fiscal Year, it will cause an audit of such books and accounts to be made by an independent firm of Certified Public Accountants. Each such audit, in addition to whatever other matters may be thought proper by the Accountant, shall particularly include the following:

- A. A statement of the income and expenses of the System for such Fiscal Year.
- B. A balance sheet for the System as of the end of such Fiscal Year.
- C. A statement describing the sources and application of funds of the System for such Fiscal Year.
- D. The Accountant's comments regarding the manner in which the City has carried out the requirements of this Ordinance and any other ordinance authorizing the issuance of Bonds Similarly Secured and his recommendations for any changes or improvements in the operations, records and accounts of the System.
- E. A list of insurance policies in force at the end of the Fiscal Year covering the properties of the System, setting out as to each policy the amount thereof, the risk covered, the name of the insurer and the policy's expiration date.

Expenses incurred in making an annual audit of the operations of the System are to be regarded as Maintenance and Operating Expenses. Copies of each annual audit shall be furnished to the Executive Director of the Municipal Advisory Council of Texas at his office in Austin, Texas, the City's Financial Advisor and, upon request, to the original purchaser of the Bonds and subsequent Holders of any of said Bonds. The audits herein required shall be made within 120 days following the close of each Fiscal Year insofar as is possible.

SECTION 25. Special Covenants. The City further covenants and agrees by and through this Ordinance as follows:

- A. It has the lawful power to pledge the Net Revenues of the System to the payment of the Bonds to the extent provided herein and has lawfully exercised said power under the Constitution and laws of the State of Texas, and that the Bonds issued hereunder, together with the Previously Issued Bonds and the Additional Parity Bonds shall be ratably secured in such manner that no one Bond shall have preference over any other Bond of said issues.

B. The Net Revenues of the System have not been in any manner pledged or encumbered to the payment of any debt or obligation of the City or the System, save and except for the Previously Issued Bonds and the Bonds.

C. That no free services of the System shall be allowed, and should the City or any of its agents or instrumentalities make use of the services and facilities of the System, payment of the reasonable value thereof shall be made by the City out of funds from sources other than the revenues and income of the System.

D. To the extent that it legally may, the City further covenants and agrees that, so long as any of the Bonds or any interest thereon are Outstanding, no franchise shall be granted for the installation or operation of any waterworks, sewer or electric light and power system other than those owned by the City, and the operation of any such system by anyone other than this City is hereby prohibited; provided, however, when the Previously Issued Bonds issued on or before December 16, 1997 are no longer outstanding, the City expressly reserves the right to eliminate or modify this covenant, at its sole discretion, for any purpose or in order to comply with then existing federal or Texas law.

SECTION 26. Remedy in Event of Default. In addition to all rights and remedies provided by the laws of the State of Texas, the City covenants and agrees particularly that in the event the City (a) defaults in payments to be made to the Bond Fund or the Reserve Fund as required by this Ordinance or (b) defaults in the observance or performance of any other of the covenants, conditions or obligations set forth in this Ordinance, the Holder or Holders of any of the Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction, compelling and requiring the City and its officers to observe and perform any covenant, condition or obligation prescribed in this Ordinance. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

The specific remedy herein provided shall be cumulative of all other existing remedies and the specification of such remedy shall not be deemed to be exclusive.

SECTION 27. Special Obligations. The Bonds are special obligations of the City payable from the pledged Net Revenues of the System and the Holders of the Bonds shall never have the right to demand payment thereof out of funds raised or to be raised by taxation.

SECTION 28. Satisfaction of Obligation of City. If the City shall pay or cause to be paid, or there shall otherwise be paid to the Holders, the principal of, premium, if any, and interest on the Bonds, at the times and in the manner stipulated in this Ordinance, then the pledge of the Net Revenues of the System under this Ordinance and all other obligations of the City to the Holders shall thereupon cease, terminate, and become void and be discharged and satisfied.

Bonds or any principal amount(s) thereof shall be deemed to have been paid within the meaning and with the effect expressed above in this Section when (i) money sufficient to pay in full such Bonds or the principal amount(s) thereof at maturity or to the redemption date therefor, together with all interest due thereon, shall have been irrevocably deposited with and held in trust

by the Paying Agent/Registrar, or an authorized escrow agent, and/or (ii) Government Obligations shall have been irrevocably deposited in trust with the Paying Agent/Registrar, or an authorized escrow agent, which Government Obligations have been certified by an independent accounting firm to mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, if any, to pay when due the principal of and interest on such Bonds, or the principal amount(s) thereof, on and prior to the Stated Maturity thereof or (if notice of redemption has been duly given or waived or if irrevocable arrangements therefor acceptable to the Paying Agent/Registrar have been made) the redemption date thereof. The City covenants that no deposit of moneys or Government Obligations will be made under this Section and no use made of any such deposit which would cause the Bonds to be treated as "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, or regulations adopted pursuant thereto.

Any moneys so deposited with the Paying Agent/Registrar, or an authorized escrow agent, and all income from Government Obligations held in trust by the Paying Agent/Registrar or an authorized escrow agent, pursuant to this Section which is not required for the payment of the Bonds, or any principal amount(s) thereof, or interest thereon with respect to which such moneys have been so deposited shall be remitted to the City or deposited as directed by the City. Furthermore, any money held by the Paying Agent/Registrar for the payment of the principal of and interest on the Bonds and remaining unclaimed for a period of three (3) years after the Stated Maturity, or applicable redemption date, of the Bonds such moneys were deposited and are held in trust to pay shall, upon the request of the City, be remitted to the City against a written receipt therefor.

Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem defeased Bonds that is made in conjunction with the payment arrangements specified in (i) or (ii) above shall not be irrevocable, provided that: (1) in the proceedings providing for such defeasance, the City expressly reserves the right to call the defeased Bonds for redemption; (2) gives notice of the reservation of that right to the owners of the defeased Bonds immediately following the defeasance; (3) directs that notice of the reservation be included in any redemption notices that it authorizes; and (4) at the time of the redemption, satisfies the conditions of (i) or (ii) above with respect to such defeased debt as though it was being defeased at the time of the exercise of the option to redeem the defeased Bonds, after taking the redemption into account in determining the sufficiency of the provisions made for the payment of the defeased Bonds.

SECTION 29. Ordinance a Contract - Amendments. This Ordinance shall constitute a contract with the Holders from time to time, be binding on the City, and shall not be amended or repealed by the City so long as any Bond remains Outstanding except as permitted in this Section. The City, may, without the consent of or notice to any Holders, from time to time and at any time, amend this Ordinance in any manner not detrimental to the interests of the Holders, including the curing of any ambiguity, inconsistency, or formal defect or omission herein. In addition, the City may, with the written consent of Holders holding a majority in aggregate principal amount of the Bonds Similarly Secured then Outstanding affected thereby, amend, add to, or rescind any of the provisions of this Ordinance; provided that, without the consent of all Holders of Outstanding Bonds, no such amendment, addition, or rescission shall (1) extend the time or times of payment

of the principal of, premium, if any, and interest on the Bonds, reduce the principal amount thereof, the redemption price therefor, or the rate of interest thereon, or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the aggregate principal amount of Bonds required to be held by Holders for consent to any such amendment, addition, or rescission.

SECTION 30. Mutilated - Destroyed - Lost and Stolen Bonds. In case any Bond shall be mutilated, or destroyed, lost or stolen, the Paying Agent/Registrar may execute and deliver a replacement Bond of like form and tenor, and in the same denomination and bearing a number not contemporaneously outstanding, in exchange and substitution for such mutilated Bond, or in lieu of and in substitution for such destroyed, lost or stolen Bond, only upon the approval of the City and after (i) the filing by the Holder thereof with the Paying Agent/Registrar of evidence satisfactory to the Paying Agent/Registrar of the destruction, loss or theft of such Bond, and of the authenticity of the ownership thereof and (ii) the furnishing to the Paying Agent/Registrar of indemnification in an amount satisfactory to hold the City and the Paying Agent/Registrar harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond shall be borne by the Holder of the Bond mutilated, or destroyed, lost or stolen.

Every replacement Bond issued pursuant to this Section shall be a valid and binding obligation, and shall be entitled to all the benefits of this Ordinance equally and ratably with all other Outstanding Bonds; notwithstanding the enforceability of payment by anyone of the destroyed, lost, or stolen Bonds.

The provisions of this Section are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

APPENDIX F

Specimen Municipal Bond Insurance Policy

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APPENDIX G

**Specimen Municipal Bond
Debt Service Reserve Insurance Policy**

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Financial Advisory Services
Provided By:

SAMCO CAPITAL MARKETS, INC.