

OFFICIAL STATEMENT DATED JULY 17, 2019

IN THE OPINION OF BOND COUNSEL TO THE DISTRICT, THE BONDS ARE VALID OBLIGATIONS OF THE DISTRICT AND UNDER THE STATUTES, REGULATIONS, PUBLISHED RULINGS, AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAXATION SUBJECT TO THE MATTERS UNDER "TAX MATTERS" HEREIN.

The Bonds are not "qualified tax-exempt obligations" for financial institutions.

NEW ISSUE – Book Entry Only

S&P (AGM Insured) "AA"
Moody's (AGM Insured) "A2"
Moody's (Underlying) "Baa1"

\$16,455,000

BELMONT FRESH WATER SUPPLY DISTRICT NO. 1 OF DENTON COUNTY

(A Political Subdivision of the State of Texas located within Denton County)

UNLIMITED TAX ROAD BONDS

SERIES 2019

Dated: August 1, 2019

Due: March 1, as shown on inside cover page

The \$16,455,000 Unlimited Tax Road Bonds, Series 2019 (the "Bonds"), are obligations of Belmont Fresh Water Supply District No. 1 of Denton County (the "District") and are not obligations of the State of Texas; Denton County, Texas; the Town of Northlake, Texas; or any entity other than the District. Neither the full faith and credit nor the taxing power of the State of Texas; Denton County, Texas; the Town of Northlake, Texas; nor any entity other than the District is pledged to the payment of the principal of or interest on the Bonds.

The Bonds will be initially registered and delivered only to Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by Regions Bank, an Alabama banking corporation, Houston, Texas, or any successor paying agent/registrars (the "Paying Agent/Registrar") directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds. See "THE BONDS – Book-Entry-Only System."

Principal of the Bonds is payable to the registered owner(s) of the Bonds (the "Registered Owner(s)") at the principal payment office of the Paying Agent/Registrar upon surrender of the Bonds for payment at maturity or upon prior redemption. Interest on the Bonds accrues from August 1, 2019, and is payable on March 1, 2020, and each September 1 and March 1 thereafter until maturity or prior redemption to the person in whose name the Bonds are registered as of the 15th day of the calendar month next preceding each interest payment date. The Bonds are issuable in principal denominations of \$5,000 or any integral multiple thereof in fully registered form only.

See "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES AND INITIAL REOFFERING YIELDS" on inside cover.

The Bonds are the fifth series of unlimited tax bonds issued by the District for the purpose of acquiring or constructing roads and improvements in aid thereof to serve the District (the "Road System"). At an election held on May 11, 2013, voters of the District authorized the District's issuance of \$131,040,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System. Following the issuance of the Bonds, \$89,200,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System will remain authorized but unissued. See "THE BONDS – Issuance of Additional Debt" and "– Authority for Issuance."

The Bonds, when issued, will be payable from the proceeds of an annual ad valorem tax, without legal limit as to rate or amount, levied against all taxable property within the District. Investment in the Bonds is subject to special investment considerations as described herein. See "INVESTMENT CONSIDERATIONS."

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under an insurance policy to be issued concurrently with the delivery of the Bonds by ASSURED GUARANTY MUNICIPAL CORP.



The Bonds are offered when, as, and if issued by the District and are also offered subject, among other things, to the approval of the Attorney General of Texas and of the opinion of McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the District. Certain legal matters will be passed upon for the District by Orrick, Herrington & Sutcliffe LLP, Houston, Texas, Disclosure Counsel. Delivery of the Bonds through the facilities of DTC is expected on or about August 27, 2019.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES AND INITIAL REOFFERING YIELDS

Maturity March 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (b)	Maturity March 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP Number (b)
2020	\$410,000	4.000%	1.550%	080375 HE1	2032 (c)	\$640,000	2.500%	2.850%	080375 HS0
2021	465,000	4.000%	1.600%	080375 HF8	2033 (c)	655,000	2.625%	2.900%	080375 HT8
2022	475,000	3.750%	1.650%	080375 HG6	2034 (c)	680,000	2.750%	2.950%	080375 HU5
2023	495,000	3.500%	1.700%	080375 HH4	2035 (c)	695,000	1.500%	3.000%	080375 HV3
2024	510,000	3.000%	1.800%	080375 HJ0	2036 (c)	720,000	3.000%	3.010%	080375 HW1
2025 (c)	520,000	2.000%	1.900%	080375 HK7	2037 (c)	745,000	3.000%	3.020%	080375 HX9
2026 (c)	535,000	2.000%	2.100%	080375 HL5	2038 (c)	765,000	3.000%	3.040%	080375 HY7
2027 (c)	555,000	2.000%	2.200%	080375 HM3	2039 (c)	790,000	3.000%	3.060%	080375 HZ4
2028 (c)	565,000	2.000%	2.300%	080375 HN1	2040 (c)	820,000	3.000%	3.070%	080375 JA7
2029 (c)	585,000	2.000%	2.400%	080375 HP6	2041 (c)	845,000	3.000%	3.080%	080375 JB5
2030 (c)	605,000	2.375%	2.700%	080375 HQ4	2042 (c)	890,000	3.000%	3.090%	080375 JC3
2031 (c)	620,000	2.500%	2.800%	080375 HR2					

\$1,870,000 Term Bonds Due March 1, 2044 (c) (d), Interest Rate: 3.000% (Price: \$98.291) (a), CUSIP No. 080375 JE9 (b)

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- (a) The initial reoffering yield has been provided by the Underwriter (herein defined) and represents the initial offering price to the public of a substantial amount of the Bonds for each maturity. Such initial reoffering yield may subsequently be changed. The initial reoffering yields indicated above represent the lower of the yields resulting when priced to maturity or to the first call date. Accrued interest is to be added to the price.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of the American Bankers Association and are included solely for the convenience of the owners of the Bonds. None of the District, Financial Advisor (herein defined), or Underwriter shall be responsible for the selection or the correctness of the CUSIP numbers.
- (c) The Bonds maturing on March 1, 2025, and thereafter, are subject to redemption prior to maturity at the option of the District, as a whole or from time to time in part, on March 1, 2024, or any date thereafter at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption. See "THE BONDS - Optional Redemption."
- (d) Subject to mandatory redemption by lot or other customary method of random selection on March 1 in the years and in the amounts as set forth herein under "THE BONDS - Mandatory Redemption."

USE OF INFORMATION IN OFFICIAL STATEMENT

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

This Official Statement is not to be used in connection with an offer to sell or the solicitation of an offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. All of the summaries of the statutes, orders, contracts, records, and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the District, c/o Crawford & Jordan LLP, 19 Briar Hollow Lane, Suite 245, Houston, Texas 77027, upon payment of the costs for duplication thereof.

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

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 offering document.

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

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INTRODUCTION

This Official Statement provides certain information with respect to the issuance by Belmont Fresh Water Supply District No. 1 of Denton County (the "District") of its \$16,455,000 Unlimited Tax Road Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution and general laws of the State of Texas, including Chapters 49 and 53, Texas Water Code, as amended; an order authorizing issuance of the Bonds (the "Bond Order") adopted by the Board of Supervisors of the District (the "Board"); and an election held within the boundaries of the District on May 11, 2013.

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

Included in this Official Statement are descriptions of the Bonds and certain information about the District and its finances. ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District's Bond Counsel (as defined herein), or during the offering period, from the District's Financial Advisor (as defined herein), upon payment of reasonable copying, mailing, and handling charges.

SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District has accepted the bid resulting in the lowest net interest cost, which was tendered by SAMCO Capital Markets, Inc. (the "Underwriter") to purchase the Bonds at the interest rates shown on the inside cover page of this Official Statement at a price of 97.000000% of par plus accrued interest to date of delivery, resulting in a net effective interest rate of 2.988776%, as calculated pursuant to Chapter 1204, Texas Government Code, as amended.

Prices and Marketability

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

Information concerning reoffering yields or prices is the responsibility of the Underwriter. The prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Underwriter after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial reoffering prices, including sales to dealers who may sell the Bonds into investment accounts.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

Securities Laws

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

availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

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

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

Assured Guaranty Municipal Corp.

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

AGM’s financial strength is rated “AA” (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), “AA+” (stable outlook) by Kroll Bond Rating Agency, Inc. (“KBRA”) and “A2” (stable outlook) by Moody’s Investors Service, Inc. (“Moody’s”). Each rating of AGM should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM’s long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

Current Financial Strength Ratings

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

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

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

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

Capitalization of AGM

At March 31, 2019:

- The policyholders’ surplus of AGM was approximately \$2,523 million.

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

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

Incorporation of Certain Documents by Reference

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

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

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

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

Miscellaneous Matters

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

MUNICIPAL BOND RATINGS

The Bonds are expected to receive an insured rating of “AA” from S&P solely in reliance upon the issuance of the municipal bond insurance policy by AGM at the time of delivery of the Bonds. An explanation of the ratings of S&P may only be obtained from S&P. S&P is located at 55 Water Street, New York, New York

10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present, S&P assigns long-term debt ratings with symbols "AAA" (the highest rating) through "D" (the lowest rating). The ratings express only the view of S&P at the time the ratings are given. Furthermore, a security rating is not a recommendation to buy, sell or hold securities. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by S&P, if in its judgment, circumstances so warrant.

The Bonds are expected to receive an insured rating of "A2" from Moody's solely in reliance upon the issuance of the municipal bond insurance policy by AGM at the time of delivery of the Bonds. Moody's has also assigned an underlying credit rating of "Baa1" to the Bonds. An explanation of the ratings may be obtained from Moody's, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007. A security rating is not a recommendation to buy, sell, or hold securities. Furthermore, there is no assurance that such ratings will continue for any given period of time or that the ratings will not be revised downward or withdrawn entirely by Moody's, if, in its judgment, circumstances so warrant. Any such revisions or withdrawal of the ratings may have an adverse effect on the market price of the Bonds.

The District is not aware of any ratings assigned the Bonds other than the ratings of S&P and Moody's.

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OFFICIAL STATEMENT SUMMARY

The following material is a summary of certain information contained herein and is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement.

THE BONDS

The Issuer Belmont Fresh Water Supply District No. 1 of Denton County (the “District”), a political subdivision of the State of Texas, is located in Denton County, Texas. See “THE DISTRICT.”

The Issue The District’s \$16,455,000 Unlimited Tax Road Bonds, Series 2019 (the “Bonds”), are dated August 1, 2019, and mature on March 1 in the years and in the amounts as shown on the inside cover page hereof. Interest on the Bonds accrues from August 1, 2019, at the rates shown on the inside cover hereof and is payable on March 1, 2020, and on each September 1 and March 1 thereafter until maturity or prior redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 of principal amount for any one maturity. See “THE BONDS – General.”

Redemption..... The Bonds maturing on and after March 1, 2025, are subject to redemption prior to maturity at the option of the District, in whole or in part, on March 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. See “THE BONDS – Optional Redemption.” The Bonds maturing on March 1, 2044, are term bonds that are also subject to the mandatory redemption provisions set out herein under “THE BONDS – Mandatory Redemption.”

Source of Payment..... Principal of and interest on the Bonds are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. The Bonds are obligations solely of the District and are not obligations of the State of Texas; Denton County, Texas; the Town of Northlake, Texas (the “Town”); or any entity other than the District. See “THE BONDS – Source of Payment.”

Payment Record..... The District has never defaulted on the timely payment of principal and interest on its prior bonded indebtedness.

Authority for Issuance..... The Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution and general laws of the State of Texas, including Chapters 49 and 53, Texas Water Code, as amended; an order authorizing issuance of the Bonds (the “Bond Order”) adopted by the Board of Supervisors of the District (the “Board”); and an election held within the District, as referenced below.

At an election held within the boundaries of the District on May 11, 2013, voters of the District authorized the District’s issuance of \$131,040,000 principal amount of unlimited tax bonds for the purpose of purchasing, constructing, operating, and maintaining roads, and improvements in aid thereof, serving the District (the “Road System”). The Bonds represent the District’s fifth series of bonds to be issued from such voted authorization, and after issuance of the Bonds, \$89,200,000 principal amount of unlimited tax bonds will remain authorized but unissued for the purpose of

purchasing, constructing, operating, and maintaining the Road System. See “THE BONDS – Authority for Issuance.”

Use of Bond Proceeds.....	Proceeds from the sale of the Bonds will be used to reimburse the Developer (defined herein) for the construction and engineering costs associated with all, or a portion of, certain grading, drainage, roads and improvements in aid thereof serving the following residential subdivisions in the District: Harvest Meadows Phases 1, 2, 3, and 4, as well as Harvest Phases 3B and 4A. Proceeds from the Bonds will also reimburse the Developer for fees due to the Town and land costs associated with certain road rights-of-way. In addition, proceeds from the Bonds will be used to pay developer interest, six (6) months of capitalized interest on the Bonds, and other costs related to the issuance of the Bonds. See “THE BONDS – Use and Distribution of Bond Proceeds.”
Outstanding Bonds	The District has previously issued four series of bonds for the purpose of acquiring or constructing the Road System. The District has also previously issued three series of bonds for the purpose of acquiring or constructing a water and sanitary sewer system to serve the District (the “Utility System”). Of such series of bonds previously issued by the District, \$47,955,000 principal amount remains outstanding as of June 1, 2019 (collectively, the “Outstanding Bonds”). See “THE BONDS – Outstanding Bonds.”
Municipal Bond Insurance	Assured Guaranty Municipal Corp. (“AGM”). See “MUNICIPAL BOND INSURANCE.”
Ratings	S&P Global Ratings (AGM Insured): “AA.” Moody’s Investors Service, Inc. (AGM Insured): “A2.” Moody’s Investors Service, Inc. (Underlying): “Baa1.” See “MUNICIPAL BOND RATINGS” above.
Bond Counsel	McCall, Parkhurst & Horton L.L.P., Dallas, Texas. See “THE DISTRICT – Management of the District – Bond Counsel,” “LEGAL MATTERS – Legal Opinions,” and “TAX MATTERS.”
General Counsel	Crawford & Jordan LLP, Houston, Texas.
Disclosure Counsel	Orrick, Herrington & Sutcliffe LLP, Houston, Texas.
Financial Advisor.....	Robert W. Baird & Co. Incorporated, Houston, Texas.
Paying Agent/Registrar.....	Regions Bank, an Alabama banking corporation, Houston Texas.

THE DISTRICT

Description.....	The District was created by an order of the Denton County Commissioner’s Court on July 24, 2007, as a fresh water supply district pursuant to Article XVI, Section 59 and Article III, Section 52(b)(3) of the Texas Constitution and Chapter 53, Texas Water Code. On November 6, 2007, pursuant to an election within the District, the District was authorized to assume sanitary sewer and road district powers. The District is a conservation and reclamation district and political subdivision of the State of Texas and operates pursuant to Article XVI, Section 59 and Article III, Section 52 of the Constitution of the State of Texas, and Chapters 49 and 53, of the Texas Water Code. The District currently encompasses approximately 920.31 acres of land. See “THE DISTRICT.”
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Location..... The District is located approximately 27 miles north of the central downtown business district of the City of Fort Worth, Texas, and lies wholly within the extraterritorial jurisdiction of the Town. The District is located partially within Argyle Independent School District and partially within Northwest Independent School District. The District lies west of I-35W, north of FM 407, and south of Robson Ranch Road. Access to the District is provided by I-35W to FM 407 and north to Harvest Way and Cleveland-Gibbs Road. See “THE DISTRICT” and “LOCATION MAP.”

Status of Development..... The District currently encompasses approximately 920.31 acres of land of which approximately 523.00 acres have been developed with water, sanitary sewer, and road facilities serving the single-family residential development within the District. Such development within the District currently consists of 1,799 developed lots as the single-family residential sections of Harvest, Phases 1, 2, 3 and 4A, as well as Harvest Meadows, Phases 1, 2, 3 and 4. An additional 80 single-family residential lots are under development on approximately 23.19 acres as Harvest Phase 4B. As of June 1, 2019, there were approximately 1,347 completed single-family homes within the District, (approximately 1,307 occupied, 31 unoccupied, and 9 model homes), 153 new homes under construction, and 299 vacant developed lots available for home construction.

In addition to the single-family residential development within the District, approximately 6.53 acres have been developed as commercial reserves. To date, a 7-Eleven has been constructed on approximately 1 acre of such reserves. Additionally, a day care center has purchased 2 acres of such reserves, with construction expected to be complete in 2019. Approximately 216.97 acres of developable land within the District have not been provided with water, sanitary sewer, and road facilities, and approximately 62.69 acres of land (streets, drainage easements, floodplain, etc.) are not developable. The remaining land within the District includes approximately 87.93 acres for a fire station; parks and recreational improvements such as a historic farm house open for resident use; an on-site community farm; an amenity center that includes an event center, resort style pools; and an 11-acre lake. See “DEVELOPMENT WITHIN THE DISTRICT.”

Harvest..... The District is part of the 1,195-acre, master-planned community of Harvest, which encompasses the District and Belmont Fresh Water Supply District No. 2 of Denton County (“District No. 2”). To date, most of the development within Harvest has occurred within the District, although development of the first phase of District No. 2 has been completed as 210 single-family lots on approximately 45.11 acres. According to the Developer (hereinafter defined), there are approximately 3,800 single-family homes ultimately planned to be constructed within the Harvest community. The District makes no representation as to the likelihood of such planned development occurring within the District. See “HARVEST.”

The Developer..... Belmont 407, LLC, a Delaware limited liability company (“Belmont 407” or the “Developer”), was formed for the purpose of acquiring and holding for investment and sale tracts of land, including

approximately 920 acres of land in the District. Belmont 407 has determined the overall development plan for such land in the District and arranged for the construction of water, sanitary sewer, and road facilities within the District either directly or through affiliate entities. The members of Belmont 407, LLC include: H4 Belmont, L.P. ("HMM"), a Texas limited partnership, and Realty Capital Belmont, L.P. ("RCB"), a Texas limited partnership. HMM is the managing member of Belmont 407.

The Developer is managed by Hillwood Residential Services L.P., a Perot Company, a Dallas company owned by H. Ross Perot, Jr., having over 30 years of experience developing land in Texas. Hillwood Residential Services L.P. is an affiliate of Hillwood Development Company, LLC, which is a national real estate development company with development expertise and experience that encompasses diverse product types, including arena high-rise condominiums, offices, single-family residential communities, distribution centers, regional malls, mixed-use urban development, call centers, hotels, golf courses, airports, intermodal rail yards, corporate campuses, and major air facilities.

As of June 1, 2019, the Developer and its affiliate entities own approximately 368.2 acres and 176 vacant developed lots within the District. Of the 176 lots the Developer currently owns, 141 lots are under contract for purchase by the homebuilders pursuant to a lot sales contract. See "THE DEVELOPER" and "TAX DATA - Table 7 - Principal Taxpayers."

Homebuilders Builders currently building homes within the District include David Weekley Homes, Highland Homes, DR Horton Homes, and MHI Builders doing business as Plantation Homes. The homes being marketed in the District range in size from 1,650 square feet to 4,000 square feet and in price from approximately \$250,000 to \$600,000. See "HOMEBUILDERS WITHIN THE DISTRICT."

INVESTMENT CONSIDERATIONS

INVESTMENT IN THE BONDS IS SUBJECT TO CERTAIN INVESTMENT CONSIDERATIONS. PROSPECTIVE PURCHASERS SHOULD REVIEW THIS ENTIRE OFFICIAL STATEMENT, INCLUDING PARTICULARLY THE SECTION OF THIS OFFICIAL STATEMENT ENTITLED "INVESTMENT CONSIDERATIONS," BEFORE MAKING AN INVESTMENT DECISION.

SELECTED FINANCIAL INFORMATION
(UNAUDITED)

2019 Taxable Assessed Valuation.....	\$ 478,950,074 (a)
Estimated Valuation as of May 1, 2019	\$ 548,000,000 (b)
Direct Debt:	
The Outstanding Bonds (as of June 1, 2019).....	\$ 47,955,000
The Bonds	<u>\$ 16,455,000</u>
Total.....	\$ 64,410,000
Estimated Overlapping Debt	<u>\$ 26,143,991 (c)</u>
Total Direct and Estimated Overlapping Debt	\$ 90,553,991 (c)
Ratio of Direct Debt to:	
2019 Taxable Assessed Valuation.....	13.45 %
Estimated Valuation as of May 1, 2019.....	11.75 %
Ratio of Direct and Estimated Overlapping Debt to:	
2019 Taxable Assessed Valuation.....	18.91 %
Estimated Valuation as of May 1, 2019.....	16.52 %
Utility System Debt Service Fund Balance (as of June 19, 2019).....	\$ 985,831 (d)
Road System Debt Service Fund Balance (as of June 19, 2019).....	\$ 1,146,310 (e)
Utility System Capital Projects Fund Balance (as of June 19, 2019)	\$ 759,103
Road System Capital Projects Fund Balance (as of June 19, 2019).....	\$ 758
General Operating Fund Balance (as of June 19, 2019)	\$ 1,490,521

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- (a) Represents the taxable amount of the assessed value of taxable property within the District as of January 1, 2019, as provided by the Denton Central Appraisal District (the "Appraisal District") upon original certification of the 2019 appraisal roll. Such value does not include \$12,127,107 of assessed value that remains under review by the Denton County Appraisal Review Board. See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only, this amount is an estimate of the value of all taxable property located within the District as of May 1, 2019, and includes an estimate of values resulting from the construction of taxable improvements to May 1, 2019. No taxes will be levied against this amount. See "TAX DATA" and "TAXING PROCEDURES."
- (c) See "DISTRICT FINANCIAL DATA - Estimated Overlapping Debt Statement."
- (d) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Utility System Debt Service Fund. Funds in the Utility System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Road System (e.g., the Bonds).
- (e) In addition, at the time of closing, six (6) months of capitalized interest on the Bonds will be deposited into this fund. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Utility System (as herein defined).

SELECTED FINANCIAL INFORMATION

(CONTINUED)

2018 Tax Rates	
Debt Service	\$ 0.725 (a)
Maintenance & Operation	<u>\$ 0.255</u>
Total.....	\$ 0.980
Average Annual Debt Service Requirement (2020–2044)	\$ 3,668,415 (b)
Maximum Annual Debt Service Requirement (2041).....	\$ 3,965,975 (b)
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay	
Average Annual Requirement (2020–2044) at 95% Tax Collections:	
Based Upon 2019 Taxable Assessed Valuation.....	\$ 0.81
Based Upon Estimated Valuation as of May 1, 2019.....	\$ 0.71
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay	
Maximum Annual Requirement (2041) at 95% Tax Collections:	
Based Upon 2019 Taxable Assessed Valuation.....	\$ 0.88
Based Upon Estimated Valuation as of May 1, 2019.....	\$ 0.77
Number of Single-Family Homes (including 153 homes under construction).....	1,500 (c)

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- (a) For the 2018 tax year, the District’s total tax rate for debt service is composed of a \$0.360 tax for payment of debt service on the Outstanding Bonds issued by the District for the Utility System as well as a \$0.365 tax for payment of debt service on the Outstanding Bonds for the Road System. The District is authorized to levy separate taxes to pay debt service for bonds issued for the Utility System and to pay debt service for bonds issued for the Road System; both such taxes are unlimited as to rate or amount.
- (b) Requirement of debt service on the Outstanding Bonds and the Bonds. See “DISTRICT FINANCIAL DATA – Table 2 – Debt Service Requirements.”
- (c) Approximate number of homes as of June 1, 2019. Approximately 1,307 homes are occupied out of the total 1,347 completed homes in the District.

OFFICIAL STATEMENT

\$16,455,000

BELMONT FRESH WATER SUPPLY DISTRICT NO. 1 OF DENTON COUNTY

(A Political Subdivision of the State of Texas located within Denton County)

UNLIMITED TAX ROAD BONDS

SERIES 2019

This Official Statement provides certain information with respect to the issuance by Belmont Fresh Water Supply District No. 1 of Denton County (the "District") of its \$16,455,000 Unlimited Tax Road Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution and general laws of the State of Texas, including Chapters 49 and 53, Texas Water Code; an order authorizing issuance of the Bonds (the "Bond Order") adopted by the Board of Supervisors of the District (the "Board"); and an election held within the boundaries of the District on May 11, 2013.

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meaning assigned to such terms in the Bond Order. This Official Statement also includes information about the District and certain reports and other statistical data. The summaries and references to all documents, statutes, reports and other instruments referred to herein do not purport to be complete, comprehensive or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report, or instrument.

THE BONDS

General

The following is a description of certain terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order. A copy of the Bond Order may be obtained from the District upon request to McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the District. The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

The Bonds are dated as of August 1, 2019, and will mature on March 1 of the years and in principal amounts, and will bear interest from August 1, 2019, at the rates per annum, as set forth on the inside cover page of this Official Statement. Interest on the Bonds will be payable on March 1, 2020, and on each September 1 and March 1 thereafter until maturity or redemption. Interest calculations are based upon a thirty (30) day month and a three hundred sixty (360) day year.

The Bonds will be issued only in fully registered form in any integral multiples of \$5,000 of principal for any one maturity and will be initially registered and delivered only to The Depository Trust Company, New York, New York ("DTC"), in its nominee name of Cede & Co., pursuant to the book-entry-only system described herein. No physical delivery of the Bonds will be made to the owners thereof. Initially, principal of and interest on the Bonds will be payable by the initial paying agent/registrar, Regions Bank, an Alabama state banking corporation, Houston, Texas (the "Paying Agent/Registrar"), to Cede & Co., as registered owner. DTC 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 "THE BONDS – Book-Entry-Only System."

In the event the Book-Entry-Only System is discontinued and physical bond certificates issued, interest on the Bonds shall be payable by check mailed by the Paying Agent/Registrar on or before each interest payment date, to the Registered Owners (hereinafter defined) as shown on the bond register (the "Register") kept by the Paying Agent/Registrar at the close of business on the 15th calendar day of the month immediately preceding each interest payment date to the address of such Registered Owner as shown on the Register, or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owner at the risk and expense of such Registered Owner.

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day without additional interest and with the same force and effect as if made on the specified date for such payment.

Book-Entry-Only System

This section 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 DTC while the Bonds are registered in its nominee's name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.

The District cannot and does not give any assurance that (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 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 required by an authorized representative of DTC. One fully-registered Bond will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

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

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

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

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

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

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

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

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 form, references in other sections of this Official Statement to registered owners should be read to include the person for which the DTC Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the book-entry system, and (ii) except as described above, notices that are to be given to registered owners under the Bond Order will be given only to DTC.

Registration and Transfer

The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. pursuant to the Book-Entry-Only System described herein. One fully registered bond will be issued for each maturity of the Bonds and will be deposited with DTC. See "THE BONDS – Book-Entry-Only System." So long as any Bonds remain outstanding, the District will maintain at least one Paying Agent/Registrar in the State of Texas for the purpose of maintaining the Register on behalf of the District.

Replacement of Paying Agent/Registrar

Provision is made in the Bond Order for the replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District the new paying agent/registrar shall be required to accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a bank, including a commercial bank, or trust company organized under a law of the State of Texas duly qualified to act as a paying agent/registrar for the Bonds.

Mutilated, Lost, Stolen or Destroyed Bonds

In the event the Book-Entry-Only System should be discontinued, the District has agreed to replace mutilated, destroyed, lost or stolen Bonds upon surrender of the mutilated Bonds to the Paying Agent/Registrar, or receipt of satisfactory evidence of such destruction, loss or theft, and receipt by the District and the Paying Agent/Registrar of security or indemnity which they determine to be sufficient to hold them harmless. The District may require payment of taxes, governmental charges and other expenses in connection with any such replacement.

Authority for Issuance

The Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution and general laws of the State of Texas, including Chapters 49 and 53, Texas Water Code; the Bond Order; and an election held within the boundaries of the District on May 11, 2013.

The bonds authorized by the resident electors of the District, the amount of bonds issued and the remaining authorized but unissued bonds are as follows:

<u>Election Date</u>	<u>Purpose</u>	<u>Amount Authorized</u>	<u>Amount Issued</u>	<u>Authorized But Unissued</u>
May 11, 2013	Utility System	\$76,475,000	\$24,345,000	\$52,130,000
May 11, 2013	Road System	131,040,000	41,840,000(a)	89,200,000
May 11, 2013	Utility System Refunding	114,715,000	0	114,715,000
May 11, 2013	Road System Refunding	196,560,000	0	196,560,000

(a) Includes the Bonds.

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

Outstanding Bonds

The District has previously issued four series of bonds for the purpose of purchasing, constructing, operating, and maintaining roads, and improvements in aid thereof, serving the District (the "Road System"). The District has also previously issued three series of bonds for the purpose of acquiring or constructing a water and sanitary sewer system to serve the District (the "Utility System"). Of such series of bonds previously issued by the District, \$47,955,000 principal amount remains outstanding as of June 1, 2019 (collectively, the "Outstanding Bonds").

Source of Payment

The Bonds are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. In the Bond Order, the District covenants to levy a sufficient tax to pay the principal of and interest on the Bonds, with full allowance being made for delinquencies and costs of collection. See "TAXING PROCEDURES." The Bonds involve certain elements of risk, and all prospective purchasers are urged to examine carefully this Official Statement with respect to the investment security of the Bonds. See "INVESTMENT CONSIDERATIONS." The Bonds are obligations solely of the District and are not obligations of the State of Texas; Denton County, Texas; the Town of Northlake, Texas (the "Town"); or any political subdivision or entity other than the District.

Funds

The Bond Order creates a Series 2019 Road Capital Projects Fund (the “Road Construction Fund”) and a Series 2019 Road Debt Service Fund (the “Debt Service Fund”). Accrued interest to the date of delivery of the Bonds and six (6) months of capitalized interest of the Bonds will be deposited into the Debt Service Fund upon closing of the Bonds. All remaining proceeds of the Bonds will be deposited in the Road Construction Fund. The Debt Service Fund, which constitutes a trust fund for the benefit of the Registered Owners of the Bonds, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Bonds. Amounts on deposit in the Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, and to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Bonds.

Optional Redemption

Bonds maturing on March 1, 2025, and thereafter, are subject to redemption prior to maturity at the option of the District, in whole or in part, on March 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. Notice of the exercise of the reserved right of redemption will be given at least thirty (30) days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If fewer than all of the Bonds of either series are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If fewer than all of the Bonds of a certain maturity of either series are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such method of random selection as the Paying Agent/Registrar deems fair and appropriate in integral multiples of \$5,000 within any one maturity (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form). The Registered Owner of any Bond, all or a portion of which has been called for redemption, shall be required to present such Bond to the Paying Agent/Registrar for payment of the redemption price on the portion of the Bonds so called for redemption and issuance of a new Bond in the principal amount equal to the portion of such Bond not redeemed.

Mandatory Redemption

The Bonds that mature on March 1, 2044, are term bonds (“Term Bonds”) and shall be redeemed by lot or other customary method of random selection (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form) prior to maturity, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the “Mandatory Redemption Date”), on March 1 in each of the years and in the principal amounts set forth in the following schedule:

\$1,870,000 Term Bonds Maturing on March 1, 2044	
<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
March 1, 2043	\$920,000
March 1, 2044 (Maturity)	\$950,000

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

Annexation

Chapter 42, Local Government Code, provides that, within the limits described therein, the unincorporated area contiguous to the corporate limits of any municipality comprises that municipality’s extraterritorial

jurisdiction (“ETJ”). The size of an ETJ depends in part on the municipality’s population. With certain exceptions, a municipality may annex territory only within the confines of its ETJ. When a municipality annexes additional territory, the municipality’s ETJ expands in conformity with such annexation.

The District lies wholly within the ETJ of the Town, a general law municipality. The District may not be annexed for full purposes by the Town except as may be specifically authorized by Chapter 43, Local Government Code, as amended. Any authorized annexation is subject to compliance by the Town with various requirements of Chapter 43, Local Government Code. Effective December 1, 2017, such requirements include the requirement that the Town hold an election in the District whereby the qualified voters of the District approve the proposed annexation. Further, if the voters in the area to be annexed do not own more than 50% of the land in the area, a petition signed by more than 50% of the landowners consenting to the annexation is also required. However, the described election and petition process does not apply during the term of a strategic partnership agreement between a municipality and a district specifying the procedures for full purpose annexation of all or a portion of the district. While the District is a party to a strategic partnership agreement with the Town, such agreement does not specify procedures for full purpose annexation of the District. If the District is annexed, the Town must assume the District’s assets and obligations (e.g., the Bonds and the Outstanding Bonds) and abolish the District within ninety (90) days of the date of annexation. Annexation of territory by the Town is a policy-making matter within the discretion of the Mayor and Town Council of the Town, and therefore, the District makes no representation that the Town will ever annex the District and assume its debt. Moreover, no representation is made concerning the ability of the Town to make debt service payments should the annexation occur. Should the Town annex and dissolve the District, the Town would have the authority to levy an ad valorem tax in an amount not to exceed \$1.50 per \$100 of assessed valuation for debt service purposes.

A Third Amended and Restated Development Agreement, effective September 27, 2012, was executed by and among the Town, the Developer (defined herein), Realty Capital Argyle 114, Ltd. (another developer of property in close proximity to the District), and the District. Such agreement as amended since its effective date is herein referred to as the “Development Agreement.” Among other terms, the Development Agreement grants the District immunity from full-purpose annexation by the Town for the 15-year initial term of the Development Agreement (unless extended by mutual agreement of the parties); provided, however, that such immunity may be lifted prior to the expiration of the 15-year term in the event that the following conditions are satisfied: (i) 90% of water, sanitary sewer, and road infrastructure necessary to serve the District at full development has been completed and (ii) the District has issued bonds, or the Town has provided funds, to reimburse the appropriate developers for all of the costs of such infrastructure. See “THE DISTRICT – Development Agreement.”

Issuance of Additional Debt

The District intends to issue additional bonds from its voted authorization. The Bonds are the fifth series of bonds to be issued out of an aggregate \$131,040,000 principal amount of unlimited tax bonds authorized by the District’s voters for the purpose of purchasing, constructing, operating and maintaining the Road System. Voters of the District have also authorized the District’s issuance of an aggregate \$196,560,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System; \$76,475,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System; and \$114,715,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued for the Utility System.

After issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$89,200,000 for acquiring or constructing the Road System; \$196,560,000 for the refunding of bonds issued for the Road System; \$52,130,000 for acquiring or constructing the Utility System; and \$114,715,000 for the refunding of bonds issued for the Utility System.

All bonds issued by the District must be approved by the Attorney General of Texas. Bonds issued to finance the acquisition and construction of the Utility System must also be approved by the Texas Commission on Environmental Quality (“TCEQ”). In the third quarter of 2019, the District intends to submit an application to the TCEQ for approval to issue its fourth series of bonds for financing of the Utility System. The principal amount of such series of bonds has not been determined.

In the Bond Order, the District reserves the right to issue the remaining authorized but unissued bonds plus such additional bonds as may hereafter be authorized by voters in the District. In addition, the District has the right to issue obligations, other than bonds, including tax anticipation notes and bond anticipation notes, and to borrow money for any valid public purpose.

The Bond Order imposes no limitation on the amount of additional parity bonds which may be authorized for issuance by the District's voters or the amount of bonds ultimately issued by the District. Except with respect to the issuance of bonds for road purposes, the District does not employ any formula with regard to assessed valuations or tax collections or otherwise to limit the amount of bonds which may be issued. The total amount of bonds and other obligations of the District issued for road purposes may not exceed one-fourth of the certified assessed valuation of the real property in the District. The issuance of additional obligations may increase the District's tax rate and adversely affect the security for and the investment quality and value of the Bonds.

Remedies in the Event of Default

Texas law and the Bond Order provide that in the event the District defaults in the payment of the principal of or interest on any of the Bonds when due, fails to make payments required by the Bond Order into the Debt Service Fund or defaults in the observance or performance of any of the covenants, conditions, or obligations set forth in the Bond Order, any Registered Owner shall be entitled at any time to seek a writ of mandamus from a court of competent jurisdiction compelling and requiring the Board to observe and perform any covenant, obligation or condition prescribed by the Bond Order. Such right is in addition to other rights the Registered Owners may be provided by the laws of the State of Texas.

Other than a writ of mandamus, the Bond Order does not provide a specific remedy for a default. If the District defaults, a Registered Owner could petition for a writ of mandamus issued by a court of competent jurisdiction compelling and requiring the District and the District's officials to observe and perform the covenants, obligations or conditions prescribed in the Bond Order. Such remedy might need to be enforced on a periodic basis. The enforcement of a claim for payment on the Bonds would be subject to the applicable provisions of the federal bankruptcy laws, any other similar laws affecting the rights of creditors of political subdivisions, and general principles of equity. Further, certain traditional legal remedies also may not be available. Even if a Registered Owner could obtain a judgment against the District for a default in the payment of principal or interest such judgment could not be satisfied by execution against any property of the District. See "INVESTMENT CONSIDERATIONS - Registered Owners' Remedies" and "- Bankruptcy Limitation to Registered Owners' Rights."

Legal Investment and Eligibility to Secure Public Funds in Texas

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

(a) All bonds, notes, and other obligations issued by a district shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic.

(b) A district's bonds, notes, and other obligations are eligible and lawful security for all deposits of public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic, to the extent of the market value of the bonds, notes, and other obligations when accompanied by any unmatured interest coupons attached to them.

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

No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations, or investment criteria which apply to or which might be utilized by any of such persons or entities to limit the

acceptability or suitability of the Bonds for any of the foregoing purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the suitability or acceptability of the Bonds for investment or collateral purposes.

Defeasance

The Bond Order provides for the defeasance of the Bonds when the payment of the principal of the Bonds, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, redemption, or otherwise), is provided by irrevocably depositing with a paying agent, in trust (1) money sufficient to make such payment or (2) Defeasance Securities (hereinafter defined), maturing as to principal and interest in such amounts and at such times to insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation and expenses of the Paying Agent/Registrar for the Bonds. The Bond Order provides that "Defeasance Securities" 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 Board adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provides for funding of an escrow to defease the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provides for funding of an escrow to defease the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The District has additionally reserved the right, subject to satisfying the requirements of (1) and (2) above, to substitute other Defeasance Securities for the Defeasance Securities originally deposited, to reinvest the uninvested moneys on deposit for such defeasance and to withdraw for the benefit of the District moneys in excess of the amount required for such defeasance.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid and thereafter the District will have no further responsibility with respect to amounts available to such paying agent (or other financial institution permitted by applicable law) for the payment of such defeased bonds, including any insufficiency therein caused by the failure of such paying agent (or other financial institution permitted by applicable law) to receive payment when due on the defeasance securities. Provided, however, the District has reserved the option, to be exercised at the time of the defeasance of the Bonds, to call for redemption, at an earlier date, those Bonds which have been defeased to their maturity date, if the District: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

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Use and Distribution of Bond Proceeds

Proceeds from the sale of the Bonds will be used to reimburse the Developer for the construction and engineering costs associated with all, or a portion of, certain grading, drainage, roads and improvements in aid thereof serving the following residential subdivisions in the District: Harvest Meadows Phases 1, 2, 3, and 4, as well as Harvest Phases 3B and 4A. Proceeds from the Bonds will also reimburse the Developer for fees due to the Town and land costs associated with certain road rights-of-way. In addition, proceeds from the Bonds will be used to pay developer interest, six (6) months of capitalized interest on the Bonds, and other costs related to the issuance of the Bonds.

	<u>Amount</u>
A. Road Improvements Serving Harvest Meadows Phase 1	\$ 274,814
B. Road Improvements Serving Harvest Meadows Phase 2	1,414,051
C. Road Improvements Serving Harvest Phase 3B & Harvest Meadows Phase 3	5,993,210
D. Road Improvements Serving Harvest Phase 4A	798,871
E. Road Improvements Serving Harvest Meadows Phase 4	1,158,846
F. Contingencies Related to Items D & E	9,789
G. Engineering Costs Related to Items D & E	693,115
H. Town Fees related to Harvest Phase 4A & Harvest Meadows Phase 4	<u>59,243</u>
Total Construction Costs	\$ 10,401,939

Land Costs

A. Right-of-Way Acquisition for Harvest Phases 2A, 3A, 3B, & 4A and Harvest Meadows Phases 1, 2, 3, & 4	<u>\$ 3,814,628</u>
Total Land Costs	\$ 3,814,628

Non-Construction Costs

A. Bond Counsel Fees	\$ 416,375
B. Fiscal Agent Fees	329,100
C. Capitalized Interest (6 Months)	228,088
D. Developer Interest	660,871
E. Bond Discount (3.00%)	493,650
F. Bond Issuance Expenses	40,974
G. Attorney General Fee	9,500
H. Contingency	<u>59,875</u>
Total Non-Construction Costs	\$ 2,238,433

Total Bond Issue Requirement

\$ 16,455,000

In the instance that estimated amounts exceed the actual costs, the difference comprises a surplus which may be expended for roads or improvements in aid thereof. The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used, limited, however, to the purposes for which the Bonds were issued.

The Engineer (herein defined) has advised the District that proceeds of the sale of the Bonds should be sufficient to pay the costs of the above-described road improvements. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

DISTRICT FINANCIAL DATA
(UNAUDITED)

Table 1 – General

The following tables and calculations relate to the Bonds. The District and various other political subdivisions of government which overlap all or a portion of the District are empowered to incur debt to be raised by taxation against all or a portion of the property within the District.

2019 Taxable Assessed Valuation.....	\$ 478,950,074 (a)
Estimated Valuation as of May 1, 2019	\$ 548,000,000 (b)
Direct Debt:	
The Outstanding Bonds (as of June 1, 2019).....	\$ 47,955,000
The Bonds	<u>\$ 16,455,000</u>
Total.....	\$ 64,410,000
Estimated Overlapping Debt	<u>\$ 26,143,991 (c)</u>
Total Direct and Estimated Overlapping Debt	\$ 90,553,991 (c)
Ratio of Direct Debt to:	
2019 Taxable Assessed Valuation.....	13.45 %
Estimated Valuation as of May 1, 2019.....	11.75 %
Ratio of Direct and Estimated Overlapping Debt to:	
2019 Taxable Assessed Valuation.....	18.91 %
Estimated Valuation as of May 1, 2019.....	16.52 %
Utility System Debt Service Fund Balance (as of June 19, 2019).....	\$ 985,831 (d)
Road System Debt Service Fund Balance (as of June 19, 2019).....	\$ 1,146,310 (e)
Utility System Capital Projects Fund Balance (as of June 19, 2019)	\$ 759,103
Road System Capital Projects Fund Balance (as of June 19, 2019).....	\$ 758
General Operating Fund Balance (as of June 19, 2019)	\$ 1,490,521

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- (a) Represents the taxable amount of the assessed value of taxable property within the District as of January 1, 2019, as provided by the Denton Central Appraisal District (the "Appraisal District") upon original certification of the 2019 appraisal roll. Such value does not include \$12,127,107 of assessed value that remains under review by the Denton County Appraisal Review Board. See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only, this amount is an estimate of the value of all taxable property located within the District as of May 1, 2019, and includes an estimate of values resulting from the construction of taxable improvements to May 1, 2019. No taxes will be levied against this amount. See "TAX DATA" and "TAXING PROCEDURES."
- (c) See "DISTRICT FINANCIAL DATA – Estimated Overlapping Debt Statement."
- (d) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Utility System Debt Service Fund. Funds in the Utility System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Road System (e.g., the Bonds).
- (e) In addition, at the time of closing, six (6) months of capitalized interest on the Bonds will be deposited into this fund. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Utility System.

2018 Tax Rates

Debt Service	\$0.725 (a)
Maintenance & Operation	<u>\$0.255</u>
Total.....	\$0.980
Average Annual Debt Service Requirement (2020–2044)	\$ 3,668,415 (b)
Maximum Annual Debt Service Requirement (2041).....	\$ 3,965,975 (b)

(a) For the 2018 tax year, the District’s total tax rate for debt service is composed of a \$0.360 tax for payment of debt service on the Outstanding Bonds issued by the District for the Utility System as well as a \$0.365 tax for payment of debt service on the Outstanding Bonds for the Road System. The District is authorized to levy separate taxes to pay debt service for bonds issued for the Utility System and to pay debt service for bonds issued for the Road System; both such taxes are unlimited as to rate or amount.

(b) Requirement of debt service on the Outstanding Bonds and the Bonds. See “DISTRICT FINANCIAL DATA – Table 2 – Debt Service Requirements.”

Estimated Overlapping Debt Statement

The following table indicates the indebtedness, defined as outstanding bonds payable from ad valorem taxes, of governmental entities overlapping the District and the estimated percentages and amounts of such indebtedness attributable to property within the District. This information is based upon data secured from the individual jurisdictions and/or *Texas Municipal Reports* prepared by the Municipal Advisory Council of Texas. Such figures do not indicate the tax burden levied by the applicable taxing jurisdictions for operation and maintenance or for other purposes.

Taxing Jurisdiction	Outstanding Debt May 31, 2019	Overlapping	
		Percent	Amount
Denton County	\$ 622,085,000	0.38%	\$ 2,389,318
Argyle Independent School District	125,869,680	13.73%	17,286,225
Northwest Independent School District	938,245,475	0.69%	6,468,448
Total Estimated Overlapping Debt			\$ 26,143,991
Direct Debt (a)			\$ 64,410,000
Total Direct and Estimated Overlapping Debt (a)			\$ 90,553,991

(a) Includes the Bonds.

Debt Ratios

Ratio of Direct Debt (a) to:	
2019 Taxable Assessed Valuation.....	13.45 %
Estimated Valuation as of May 1, 2019.....	11.75 %
Ratio of Direct and Estimated Overlapping Debt (a) to:	
2019 Taxable Assessed Valuation.....	18.91 %
Estimated Valuation as of May 1, 2019.....	16.52 %

(a) Includes the Bonds.

Table 2 – Debt Service Requirements

The following schedule sets forth annual debt service requirements of the Outstanding Bonds as well as the principal and interest requirements of the Bonds.

Calendar Year	Outstanding Debt Service	Plus: The Bonds		Debt Service	Total Debt Service
		Principal	Interest		
2020	\$2,958,088	\$410,000	\$485,990	\$895,990	\$3,854,077
2021	2,963,575	465,000	430,475	895,475	3,859,050
2022	2,972,400	475,000	412,269	887,269	3,859,669
2023	2,968,875	495,000	394,700	889,700	3,858,575
2024	2,973,025	510,000	378,388	888,388	3,861,413
2025	2,979,550	520,000	365,538	885,538	3,865,088
2026	2,981,881	535,000	354,988	889,988	3,871,869
2027	2,986,519	555,000	344,088	899,088	3,885,606
2028	2,994,900	565,000	332,888	897,888	3,892,788
2029	2,995,463	585,000	321,388	906,388	3,901,850
2030	2,998,488	605,000	308,353	913,353	3,911,841
2031	3,003,838	620,000	293,419	913,419	3,917,256
2032	3,005,756	640,000	277,669	917,669	3,923,425
2033	3,009,222	655,000	261,072	916,072	3,925,294
2034	3,014,647	680,000	243,125	923,125	3,937,772
2035	3,015,631	695,000	228,563	923,563	3,939,194
2036	3,016,856	720,000	212,550	932,550	3,949,406
2037	3,019,894	745,000	190,575	935,575	3,955,469
2038	3,023,591	765,000	167,925	932,925	3,956,516
2039	3,021,816	790,000	144,600	934,600	3,956,416
2040	3,020,600	820,000	120,450	940,450	3,961,050
2041	3,025,500	845,000	95,475	940,475	3,965,975
2042	1,862,256	890,000	69,450	959,450	2,821,706
2043	952,531	920,000	42,300	962,300	1,914,831
2044	-	950,000	14,250	964,250	964,250
Total	\$68,764,900	\$16,455,000	\$6,490,483	\$22,945,483	\$91,710,383
Average Annual Debt Service Requirement (2020–2044)					\$ 3,668,415
Maximum Annual Debt Service Requirement (2041)					\$ 3,965,975

TAXING PROCEDURES

Property Tax Code and County-Wide Appraisal District

The Texas Property Tax Code (the "Property Tax Code") establishes for each county in Texas a single appraisal district with responsibility for recording and appraising property for all taxing units within the county and a single appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The appraisal of property within the District is the responsibility of the Denton Central Appraisal District (the "Appraisal District"). The Property Tax Code requires the appraisal district, by May 15 of each year, or as soon thereafter as practicable, to prepare appraisal records of property as of January 1 of each year based upon market value. The chief appraiser must give written notice before May 15, or as soon thereafter as practicable, to each property owner whose property value is appraised higher than the value in the prior tax year or the value rendered by the property owner, or whose property was not on the appraisal roll the preceding year, or whose property was reappraised in the current tax year. Notice must also be given if ownership of the property changed during the preceding year. The appraisal review board has the ultimate responsibility for determining the value of all taxable property within the District; however, any property owner who has timely filed notice with the appraisal review board may appeal a final determination by the appraisal review board by filing suit in a Texas district court.

Although the District has the responsibility for establishing tax rates and levying and collecting its taxes each year, under the Property Tax Code, the District does not establish appraisal standards or determine the frequency of revaluation or reappraisal. The appraisal district is governed by a board of directors elected by the governing bodies of the county and all cities, towns, school districts and, if entitled to vote, the conservation and reclamation districts that participate in the appraisal district. The Property Tax Code requires each appraisal district to implement a plan for periodic reappraisal of property to update appraised values. Such plan must provide for reappraisal of all real property in the appraisal district at least once every three years. It is not known what frequency of future reappraisals will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis.

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real and tangible personal property and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District; however, no effort is expected to be made by the Appraisal District to include on the tax roll tangible or intangible personal property not devoted to commercial or industrial use. Principal categories of exempt property include: property owned by the State of Texas or its political subdivisions, if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; farm products owned by the producer; certain property owned by charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind powered energy devices; inventory and warehouse goods in transit; and most individually-owned automobiles and travel trailers. In addition, the District, either by action of its Board or through a process of petition and referendum initiated by its residents, may grant exemptions for residential homesteads of persons 65 years or older and certain disabled persons, to the extent deemed advisable by the Board. For the 2018 tax year, the District granted a \$20,000 exemption to persons 65 years of age or older and to certain other disabled persons.

Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, but only to the maximum extent allowed by law. The disabled veteran exemption ranges between \$5,000 and \$12,000, depending upon the disability rating of the veteran claiming the exemption, and qualifying surviving spouses of persons 65 years of age or older will be entitled to receive a resident homestead exemption equal to the exemption received by the deceased spouse. A veteran who receives a disability rating of 100% is entitled to an exemption of the full value of the veteran's residential homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead

was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. See "TAX DATA."

The Board may also exempt up to 20% of the market value of residential homesteads from ad valorem taxation. Such exemption would be in addition to any other applicable exemptions provided by law. However, if ad valorem taxes have previously been pledged for the payment of debt and the cessation of the levy would impair the obligation of the contract by which the debt was created, then the Board may continue to levy and collect taxes against the exemption value of the homesteads until the debt is discharged. To date, the Board has not voted to exempt any percentage of the market value of residential homesteads from ad valorem taxation, but no representation can be made that the Board will not determine to grant such exemption in the future.

A "Freeport Exemption" applies to goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option.

A "Goods-in-Transit" Exemption is applicable to certain tangible personal property, as defined by the Property Tax Code, acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The exemption excludes oil, natural gas, petroleum products, aircraft and certain special inventory including dealer's motor vehicles, dealer's vessel and outboard motor vehicle, dealer's heavy equipment and retail manufactured housing inventory. The exemption applies to covered property if it is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. However, taxing units who took official action as allowed by prior law before October 1, 2011, to tax goods-in-transit property, and who pledged such taxes for the payment of debt, may continue to impose taxes against the goods-in-transit property until the debt is discharged without further action, if cessation of the imposition would impair the obligations of the contract by which the debt was created. The District has taken no official action to allow taxation of such goods-in-transit personal property.

Denton County may designate all or part of the area within the District as a reinvestment zone. Thereafter, either Denton County or the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to

the terms approved by the other taxing jurisdiction. To date, none of the area within the District has been designated as a reinvestment zone, and the District has not approved any such tax abatement agreements.

Valuation of Property for Taxation

Generally, property in the District must be appraised by the Appraisal District at market value as of January 1 of each year, except for certain categories of land designated for agricultural use, open space, or timberland as described below. See “Agricultural, Open Space, Timberland and Inventory Deferment.” Assessments under the Property Tax Code are to be based upon one hundred percent (100%) of market value. The appraised value of residential homestead property may be limited to the lesser of the market value of the property, or the sum of the appraised value of the property for the last year in which it was appraised, plus ten percent (10%) of such appraised value multiplied by the number of years since the last appraisal, plus the market value of all new improvements on the property. Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate.

The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property by the appraisal district at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis.

District and Taxpayer Remedies

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a petition for review in district court within forty-five (45) days after notice is received that a final order has been entered. In such event, the property value in question may be determined by the court, or by a jury, if requested by any party. Additionally, taxing units may bring suit against the Appraisal District to comply with the Property Tax Code. The District may challenge the level of appraisal of a certain category of property, the exclusion of property from the appraisal rolls or the grant, in whole or in part, of an exemption. The District may not, however, protest a valuation of any individual property.

The Property Tax Code establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

Agricultural, Open Space, Timberland and Inventory Deferment

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land’s capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant’s right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use for the three (3) to five (5) years prior to the loss of the designation for agricultural, timberland or open space land.

Notice and Hearing Procedures

The Property Tax Code establishes procedures for providing notice and the opportunity for a hearing for taxpayers in the event of certain proposed tax increases and provides for taxpayers referenda which could result in the repeal of certain tax increases. The District is required to publish a notice of a public hearing regarding the tax rate proposed to be levied in the current year and comparing the proposed tax rate to the tax rate set in the preceding year.

Rollback of Operation and Maintenance Tax Rate

Under current law, the qualified voters of the District have the right to petition for a rollback of the District’s operation and maintenance tax rate only if the total tax bill on the average residence homestead increases by

more than eight percent. If a rollback election is called and passes, the rollback tax rate is the current year's debt service and contract tax rates plus 1.08 times the previous year's operation and maintenance tax rate. Thus, debt service and contract tax rates cannot be changed by a rollback election.

During the 86th Regular Legislative Session, Senate Bill 2 ("SB 2") was passed and signed by the Governor, with an effective date of January 1, 2020, and the provisions described herein are effective beginning with the 2020 tax year. See "SELECTED FINANCIAL INFORMATION" for a description of the District's current total tax rate. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

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

Special Taxing Units

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

Developed Districts

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

Developing Districts

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

The District

A determination as to a district's status as a Special Taxing Unit, Developed District or Developing District will be made by the Board of Directors on an annual basis, beginning with the 2020 tax rate. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax

rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes, unless it elects to transfer the collection functions to another governmental entity. By September 1 of each year, or as soon thereafter as practicable, the rate of taxation is set by the Board based upon the valuation of property within the District as of the preceding January 1 and the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations.

Taxes are due on receipt of the tax bill and become delinquent after January 31 of the following year or on the first day of the calendar month next following the expiration of twenty-one (21) days after mailing of the tax bills, whichever occurs later. A delinquent tax incurs an initial penalty of six percent (6%) of the amount to the tax and accrues an additional penalty of one percent (1%) per month up to July 1, at which time the total penalty becomes twelve percent (12%). In addition, delinquent taxes accrue interest at one percent (1%) per month. If the tax is not paid by July 1, an additional penalty of up to twenty percent (20%) of the total amount of taxes, penalties and interest then due may, under certain circumstances, be imposed by the District. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payments, partial payments of taxes and the postponement of the delinquency date of taxes under certain circumstances. The owner of a residential homestead property who is (i) a person sixty-five (65) years of age or older, (ii) under a disability for the purpose of payment of disability insurance benefits under the Federal Old Age Survivors and Disability Insurance Act or (iii) qualifies as a disabled veteran under Texas law, is entitled by law to pay current taxes on a residential homestead in installments or to defer the payment of taxes without penalty during the time of ownership. Additionally, a person who is delinquent on taxes for a residential homestead is entitled to an agreement with the District to pay such taxes in equal installments over a period of between 12 and 36 months as determined by the District) when such person has not entered into another installment agreement with respect to the delinquent taxes within the preceding twenty-four (24) months.

Collection of Delinquent Taxes

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to the property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each taxing unit, including the District, having the power to tax the property. The District's tax lien is on a parity with tax liens of all other such taxing units. A tax lien on real property has priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien. In the event a taxpayer fails to make timely payment of taxes due the District, the District may file suit to foreclose its lien securing payment of the tax, to enforce personal liability for the tax, or both, subject to certain restrictions. Whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. In the absence of such federal law, the District's tax lien takes priority over a tax lien of the United States. The ability of the District to collect delinquent taxes by foreclosure may be adversely affected by the amount of taxes owed to other taxing units, the foreclosure sale price attributable to market conditions, the taxpayer's right to redeem the property within six (6) months of foreclosure (2 years in the case of residential or agricultural property), or by bankruptcy proceedings which restrain the collection of a taxpayer's debts or modify such debts. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA") contains certain provisions which affect the time for protesting property valuations, the fixing of tax liens and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation ("FDIC") when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

TAX DATA

General

Taxable property within the District is subject to the assessment, levy, and collection by the District of an annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds (and any future tax-supported bonds which may be issued from time to time as authorized). Taxes are levied by the District each year against the District's assessed valuation as of January 1 of that year. Taxes become due October 1 of such year, or when billed, and generally become delinquent after January 31 of the following year. The Board covenants in the Bond Order to assess and levy for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds. The actual rate of such tax will be determined from year to year as a function of the District's tax base, its debt service requirements, and its available funds. In addition, the District has the power and authority to assess, levy, and collect ad valorem taxes, in an unlimited amount, for operation and maintenance purposes. For the 2018 tax year, the District levied a total tax rate of \$0.98 per \$100 assessed taxable value, being composed of the following: \$0.360 per \$100 of assessed taxable value for debt service on the Outstanding Bonds for the Utility System; \$0.365 per \$100 of assessed taxable value for debt service on the Outstanding Bonds for the Road System; and \$0.255 per \$100 assessed taxable value for maintenance and operations. See "Table 8 – Tax Rate Calculations" below.

Table 3 – Tax Rate Limitation

Utility System Debt Service: Unlimited (no legal limit as to rate or amount).
 Road System Debt Service: Unlimited (no legal limit as to rate or amount).
 Maintenance and Operations: Unlimited (no legal limit as to rate or amount).

Table 4 – Historical Tax Collections

The following table illustrates the collection history of the District for the 2013–2018 tax years:

Tax Year	Certified Taxable Value	Tax Rate (a)	Adjusted Tax Levy	Collections Current Year	Current Year Ending 9/30	Collections 05/31/2019
2013	\$ 1,917,172	\$ 1.000	\$ 19,172	100.00 %	2014	100.00 %
2014	21,306,006	1.000	213,060	99.79	2015	100.00
2015	62,595,683	1.000	625,957	99.87	2016	100.00
2016	140,635,653	1.000	1,406,357	98.71	2017	99.79
2017	239,370,943	1.000	2,393,709	99.75	2018	99.88
2018	378,100,201	0.980	3,705,382	98.90 (b)	2019	98.90

(a) Tax rate per \$100 of assessed taxable value. Includes a tax for maintenance and operation purposes. See "Table 5 – Tax Rate Distribution" below.

(b) For the 2018 tax year, such percentage reflects collections through May 31, 2019.

Table 5 – Tax Rate Distribution

	2018	2017	2016	2015	2014
Road Debt Service	\$0.365	\$0.340	\$0.285	\$0.000	\$0.000
Utility Debt Service	0.360	0.360	0.415	0.000	0.000
Maintenance	<u>0.255</u>	<u>0.300</u>	<u>0.300</u>	<u>1.000</u>	<u>1.000</u>
Total	\$0.980	\$1.000	\$1.000	\$1.000	\$1.000

Table 6 – Analysis of Tax Base

The following table illustrates the District’s total taxable assessed value for the last five years by types of property.

Type of Property	2019 Assessed Valuation	2018 Assessed Valuation	2017 Assessed Valuation	2016 Assessed Valuation	2015 Assessed Valuation
Land	\$137,748,767	\$132,147,047	\$ 85,573,684	\$ 68,646,669	\$36,046,543
Improvements	353,523,803	256,043,038	162,664,222	81,198,171	33,182,856
Personal Property	1,749,407	1,234,344	616,659	93,908	20,655
Exemptions	(14,071,903)	(11,324,228)	(9,483,622)	(9,303,095)	(6,654,371)
Total	\$478,950,074	\$378,100,201	\$239,370,943	\$140,635,653	\$62,595,683

Exemptions and Special Valuations

To date, the District has not granted a general residential homestead exemption, however, for the 2018 tax year, the District granted a \$20,000 exemption to persons 65 years of age or older and to certain disabled persons. According to the Appraisal District, as of January 1, 2019, approximately 288 acres of land within the District were designated for agricultural use, inventory, open space, or timberland. The majority of such land is owned by the Developer or its affiliate entities. The market value of the land according to the Appraisal District as of January 1, 2019, is \$3,736,592.

Table 7 – Principal Taxpayers

The following represents the principal taxpayers, type of property, and their assessed values as of the Appraisal District’s original certification of the 2019 tax rolls:

Taxpayer	Type of Property	Assessed Valuation 2019 Tax Roll	Percent of 2019 Tax Roll
Highland Homes Dallas LLC (a)	Land & Improvements	\$ 10,502,310	2.193%
MHI Partnership LTD (a)	Land & Improvements	7,083,421	1.479%
DR Horton – Texas LTD (a)	Land & Improvements	4,639,363	0.969%
Weekley Homes LLC (a)	Land & Improvements	3,284,684	0.686%
Westmark Northlake LLC	Land & Improvements	2,127,166	0.444%
Belmont 407 LLC (b)	Land & Improvements	2,054,671	0.429%
Harvest Phase 4 LLC (b)	Land & Improvements	1,314,559	0.274%
Harvest Phase 3 LLC (b)	Land & Improvements	1,311,355	0.274%
Harvest Meadows Phase 4 LLC (b)	Land & Improvements	1,272,513	0.266%
Harvest Phase II LLC (b)	Land & Improvements	1,155,480	0.241%
Total		\$ 34,745,522	7.255%

(a) See “HOMEBUILDERS WITHIN THE DISTRICT” herein.

(b) Entities related to the Developer. See “THE DEVELOPER” herein. For the 2019 tax year, the Developer owned approximately 288 acres within the District that was designated as agricultural use with a taxable assessed value of approximately \$33,327, but a market value of approximately \$3,736,592 according to the Appraisal District. See “– Exemptions and Special Valuations” above.

Table 8 – Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of taxable assessed valuation that would be required to meet certain debt service requirements on the Outstanding Bonds and the Bonds if no growth in the District occurs beyond the 2019 Taxable Assessed Valuation (\$478,950,074) or the Estimated Valuation as of May 1, 2019 (\$548,000,000). The following further assumes collection of 95% of taxes levied and the sale of no additional bonds:

Average Annual Debt Service Requirement (2020–2044)	\$ 3,668,415
Combined Tax Rate of \$0.81 on the 2019 Taxable Assessed Valuation produces	\$ 3,685,521
Combined Tax Rate of \$0.71 on the Estimated Valuation as of May 1, 2019, produces	\$ 3,696,260
Maximum Annual Debt Service Requirement (2041).....	\$ 3,965,975
Combined Tax Rate of \$0.88 on the 2019 Taxable Assessed Valuation produces	\$ 4,004,023
Combined Tax Rate of \$0.77 on the Estimated Valuation as of May 1, 2019, produces	\$ 4,008,620

Table 9 – Estimated Overlapping Taxes

Property within the District is subject to taxation by several taxing authorities in addition to the District. Under Texas law, if ad valorem taxes levied by a taxing authority become delinquent, a lien is created upon the property which has been taxed. A tax lien on property in favor of the District is on a parity with tax liens of other taxing jurisdictions. In addition to ad valorem taxes required to make debt service payments on bonded debt of the District and of such other jurisdictions (see “DISTRICT FINANCIAL DATA – Estimated Overlapping Debt Statement”), certain taxing jurisdictions are authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative and/or general revenue purposes.

Set forth below is a compilation of all 2018 taxes levied by such jurisdictions per \$100 of assessed valuation. Such levies do not include local assessments for community associations, fire department contributions, charges for solid waste disposal, or any other dues or charges made by entities other than political subdivisions.

<u>Taxing Jurisdiction</u>	<u>District Property within Argyle ISD</u>	<u>District Property within Northwest ISD</u>
The District	\$0.980000	\$0.980000
Denton County	0.225574	0.225574
Argyle Independent School District	1.585050	---
Northwest Independent School District	---	1.490000
Denton County Emergency Services District No. 1	<u>0.100000</u>	<u>0.100000</u>
Total Tax Rate	\$ 2.890624 (a)	\$2.795574 (a)

(a) Does not include annual assessments of \$0.21 per \$100 of assessed value on properties located within the District levied by Northlake Public Improvement District No. 1. Such assessments are levied to fund the maintenance of common areas of Harvest and adjacent right of way, building and maintaining a hike and bike trail located under a utility easement, repair and replacement of amenities, electric costs for entryway lighting, and enhancing and maintaining amenities in the entry stations on North Slide Road.

THE DISTRICT

General

The District is a conservation and reclamation district and political subdivision of the State of Texas and operates pursuant to Article XVI, Section 59 and Article III, Section 52 of the Constitution of the State of Texas, and Chapters 49 and 53, Texas Water Code.

The District was created by an Order of the Denton County Commissioner’s Court on July 24, 2007, as a fresh water supply district. The creation of the District was confirmed in an election held within the District on November 6, 2007. Pursuant to an additional election held on November 6, 2007, within the District, the District was authorized to assume sanitary sewer and road district powers.

Accordingly, the District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection,

transportation, and treatment of wastewater; and, the construction, operation and maintenance of macadamized, graveled or paved roads and turnpikes and improvements in aid thereof. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts, subject to the approval of the TCEQ and the voters of the District. Additionally, the District may, subject to certain limitations, utilize non-tax revenues to develop and finance parks and recreational facilities.

Other than with respect to the construction and financing of roads and improvements in aid thereof, the TCEQ exercises continuing supervisory jurisdiction over the District. Construction of the District’s water and sanitary sewer system is subject to the regulatory jurisdiction of additional governmental agencies.

Location of the District

The District currently contains approximately 920 acres and is located approximately 27 miles north of the central downtown business district of the City of Fort Worth, Texas, approximately 12 miles south of the City of Denton, Texas, and lies wholly within the extraterritorial jurisdiction of the Town. The District is located partially within Argyle Independent School District and partially within Northwest Independent School District. The District lies west of I-35W, north of FM 407, and south of Robson Ranch Road. Access to the District is provided by I-35W to FM 407 and north to Harvest Way and Cleveland-Gibbs Road.

Management of the District

The District is governed by a board, consisting of five (5) supervisors, which has control over and management supervision of all affairs of the District. All of the present members of the Board are registered voters of the District. Supervisors are elected in even-numbered years for four-year staggered terms. The present members and officers of the Board are listed below:

<u>Name</u>	<u>Position</u>	<u>Term Expires May</u>
Matthew J. Befort	President	2022
Charles D. Beagle	Vice President	2020
Guinn W. Phillips	Secretary	2022
David D. Booth	Assistant Secretary	2022
Matthew Brown	Assistant Secretary	2020

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

Tax Assessor/Collector – The District’s Tax Assessor/Collector is Michelle French, the Denton County Tax Assessor/Collector.

Bookkeeper – The District contracts with L&S District Services, LLC, for bookkeeping services.

Auditor – The District’s financial statements for the fiscal year ended January 31, 2019, were audited by McCall Gibson Swedlund Barfoot, PLLC, a copy of which is included as “APPENDIX A.”

Engineer – The consulting engineer retained by the District in connection with the design and construction of the District’s facilities is Jones and Carter, Inc. (the “Engineer”).

Bond Counsel – The District has engaged McCall, Parkhurst & Horton L.L.P., Dallas, Texas, as Bond Counsel in connection with the issuance of the Bonds. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent on the sale and delivery of the Bonds.

Disclosure Counsel – The District has engaged Orrick, Herrington & Sutcliffe LLP, Houston, Texas, as Disclosure Counsel in connection with the issuance of the Bonds. The legal fees to be paid Disclosure Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds.

General Counsel – The District has engaged Crawford & Jordan LLP, Houston, Texas, as General Counsel to the District. General Counsel also provides certain legal services in connection with the issuance of the Bonds in conjunction with Bond Counsel. A portion of the fees of General Counsel relating to the issuance of the Bonds is contingent upon the sale and delivery of the Bonds.

Financial Advisor – The District has engaged the firm of Robert W. Baird & Co. Incorporated as financial advisor to the District. Payment to the Financial Advisor by the District is contingent upon the issuance, sale, and delivery of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information in this Official Statement.

Historical Operations of the District

The following is a summary of the District’s Operating Fund activity for the last five years. The figures for the fiscal years ended January 31, 2015, through January 31, 2019, were obtained from the District’s annual financial reports, reference to which is hereby made. See “APPENDIX A.” The District is required by statute to have a certified public accountant prepare and file an annual audit of its financial records with the TCEQ.

The Bonds are payable from the levy of an annual ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenues, if any, derived from the District operations are not pledged to the payment of the Bonds but are available for any lawful purposes, including payment of debt service of the Bonds, at the discretion of and upon action by the Board. It is not anticipated that any significant net revenues will be available for payment of debt service on the Bonds.

	For the Fiscal Year Ended January 31				
	2019	2018	2017	2016	2015
Revenues:					
Property Taxes	\$ 959,054	\$ 752,507	\$ 417,784	\$ 632,645	\$ 174,664
Penalty and Interest	11,815	16,159			
Permit Fees	834,600	766,600	949,000	674,835	312,550
Franchise Fees	122,498	90,138	74,504	41,122	9,190
Miscellaneous Revenues	<u>40,287</u>	<u>15,790</u>	<u>4,497</u>	<u>819</u>	<u>32</u>
Total Revenues	\$1,968,254	\$1,641,194	\$1,445,785	\$1,349,421	\$ 496,436
Expenditures:					
Professional Fees	\$ 200,960	\$ 148,333	\$ 219,783	\$ 153,724	\$ 101,799
Contracted Services (a)	189,306	111,936	78,404	49,345	73,384
Reimbursement to Town	70,784	294,780	-	11,596	13,915
Inspection Services	331,851	24,315	250,014	215,480	93,480
Other	35,894	49,331	23,140	72,816	19,755
Capital Outlay (b)	<u>1,521,450</u>	<u>-</u>	<u>-</u>	<u>80,310</u>	<u>227,645</u>
Total Expenditures	\$2,350,245	\$ 628,695	\$ 571,341	\$ 583,271	\$ 529,978
Excess (Deficiency) of Revenues	\$ (381,991)	\$1,012,499	\$ 874,444	\$ 766,150	\$ (33,542)
Other Financing Sources					
Transfers In (Out)	\$ -	\$ 50,000	\$ 62,164	\$ -	\$ -
Developer Advances	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>164,468</u>
Total Other Financing Sources	-	\$ 50,000	\$ 62,164	\$ -	\$ 164,468
Net Change In Fund Balance	\$ (381,991)	\$1,062,499	\$ 936,609	\$ 766,150	\$ 130,926
Beginning Fund Balance	\$2,905,960	\$1,843,461	\$ 906,853	\$ 140,703	\$ 9,777
Ending Fund Balance	\$2,523,969	\$2,905,960	\$1,843,461	\$ 906,853	\$ 140,703

(a) Includes \$148,719 paid to the Town for law enforcement protection services beginning in FY 2019. See “Law Enforcement Agreement” below.

(b) The District opted to use surplus operating funds to finance certain Road and Utility System facilities in FY 2019.

Development Agreement

On November 9, 2006, a Development Agreement was entered into between Realty Capital Belmont, Ltd. and the Town. On August 6, 2007, the District entered into a Joinder Agreement, by which it confirmed and adopted the terms and conditions of the Development Agreement and became a party to the Development Agreement. On May 29, 2008, an Amended and Restated Development Agreement was entered into among the original parties and the District and on August 26, 2010, the Second Amended and Restated Development Agreement was entered into among the original parties and the District. Effective September 27, 2012, the District, Belmont 407, LLC, Realty Capital Argyle 114, Ltd, and the Town entered into the Development Agreement. The Development Agreement was amended on October 16, 2012, July 25, 2013, December 10, 2015, and August 25, 2017.

The Development Agreement establishes permitted land uses and development densities for the area within the District; establishes platting process and applicable building codes and inspection and permitting procedures; provides immunity from full-purpose annexation by the Town, until certain conditions are met; establishes conditions for limited-purpose annexation; provides for the conditions for Town consent to creation of the District, addition of land to the District, and issuance of bonds by the District; recognizes the Town as the exclusive retail water and sewer service provider; establishes road and utility infrastructure to be constructed by the District for the area within its boundaries; allocates water and wastewater capacities to the District; provides for the District's phased conveyance to the Town of the water and sewer infrastructure constructed by the District; provides for the Town's delivery of water supply and wastewater treatment collection and treatment service to the area within the District, including central water production and supply facilities; provides for the reimbursement by the Town to District developers for funds advanced for construction of the Trinity River Authority sewer interceptor line serving the area within the District; and provides a process for the provision of police, fire and emergency services to the area within the District.

The Town will be the sole provider of retail water and wastewater service to residential and commercial customers in the District at the same rates as provided to other customers within the Town. The initial term of the Development Agreement is 15 years, which may be extended for additional five-year terms, not to exceed 25 years.

Strategic Partnership Agreement

Effective December 12, 2016, the District entered into a Strategic Partnership Agreement with the Town (the "SP Agreement"). Pursuant to the SP Agreement, the Town annexed a 10-acre tract of land within the District, defined as the Limited Purpose Property, for the limited purposes of imposing a sales and use tax on all eligible commercial activities within the Limited Purpose Property at the rate allowed by the tax code. Further, while the Town will retain all sales and use tax proceeds collected under the SP Agreement, the Town has agreed to use a portion thereof for the purposes of promoting economic development and stimulating business and commercial activity within the Limited Purpose Property and, to the extent permitted by law, within the District. The SP Agreement did not specify procedures for full purpose annexation of all or portions of the District.

Law Enforcement Agreement

Effective October 1, 2017, the District entered into an Amended and Restated Interlocal Cooperation Agreement for Law Enforcement Services with the Town. Under said agreement, the Town agrees to provide law enforcement protection and services for the District. By June 30 of each year, the Town is to prepare and submit to the District a calculation of the Town's estimated costs to provide police services on a per unit basis (the "Annual Cost") for the following year. Beginning January 1 of the following year, the District will make quarterly payments based upon (i) the number of completed residential units as of the first day of the quarter; (ii) multiplied by the Annual Cost then in effect, (iii) with the product divided by four (4). The quarterly payments due the initial year of the Agreement shall equal no less than \$100,000. The initial term of the Agreement is three (3) years; and the Agreement will be automatically renewed for additional consecutive three (3) year terms, unless otherwise terminated.

DEVELOPMENT WITHIN THE DISTRICT

The District currently encompasses approximately 920.31 acres of land of which approximately 523.00 acres have been developed with water, sanitary sewer, and road facilities serving the single-family residential development within the District. Such development within the District currently consists of 1,799 developed lots as the single-family residential sections of Harvest, Phases 1, 2, 3 and 4A, as well as Harvest Meadows, Phases 1, 2, 3 and 4. An additional 80 single-family residential lots are under development on approximately 23.19 acres as Harvest Phase 4B. As of June 1, 2019, there were approximately 1,347 completed single-family homes within the District, (approximately 1,307 occupied, 31 unoccupied, and 9 model homes), 153 new homes under construction, and 299 vacant developed lots available for home construction.

In addition to the single-family residential development within the District, approximately 6.53 acres have been developed as commercial reserves. To date, a 7-Eleven has been constructed on approximately 1 acre of such reserves. Additionally, a day care center has purchased 2 acres of such reserves, with construction expected to be complete in 2019. Approximately 216.97 acres of developable land within the District have not been provided with water, sanitary sewer, and road facilities, and approximately 62.69 acres of land (streets, drainage easements, floodplain, etc.) are not developable. The remaining land within the District includes approximately 87.93 acres for a fire station; parks and recreational improvements such as a historic farm house open for resident use; an on-site community farm; an amenity center that includes an event center, resort style pools; and an 11-acre lake.

The table below summarizes the development within the District as of June 1, 2019, by section.

	Platted Acreage (a)	Section Lots	Homes Completed	Homes Under Construction	Vacant Lots
Harvest, Phase 1	128.83	321	320	-0-	1
Harvest, Phase 2	71.52	238	221	-0-	17
Harvest, Phase 3	106.12	398	225	61	112
Harvest, Phase 4A	26.51	68	-0-	14	54
Harvest Meadows, Phase 1	49.35	210	200	2	8
Harvest Meadows, Phase 2	38.47	154	145	9	-0-
Harvest Meadows, Phase 3	81.08	312	236	65	11
Harvest Meadows, Phase 4	<u>21.13</u>	<u>98</u>	<u>-0-</u>	<u>2</u>	<u>96</u>
Totals	523.00	1,799	1,347	153	299
Residential Developed (a)	523.00				
Residential Construction (a)	23.19				
Commercial Acreage	6.53				
Parks and Recreation	87.93				
Undevelopable	62.69				
Remaining Developable	<u>216.97</u>				
District Total	920.31				

(a) The platted acreage includes land for residential lots, open spaces, and streets within each section.

HARVEST

The District is part of the 1,195 acre master-planned community of Harvest, which encompasses the District and Belmont Fresh Water Supply District No. 2 of Denton County ("District No. 2"). To date, most of the development within Harvest to date has occurred within the District, although development of the first phase of District No. 2 has been completed as 210 lots on approximately 45.11 acres. According to the Developer (hereinafter defined), there are approximately 3,800 single-family homes ultimately planned to be constructed within the Harvest community. The District makes no representation as to the likelihood of such planned development occurring within the District.

PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(June 2019)

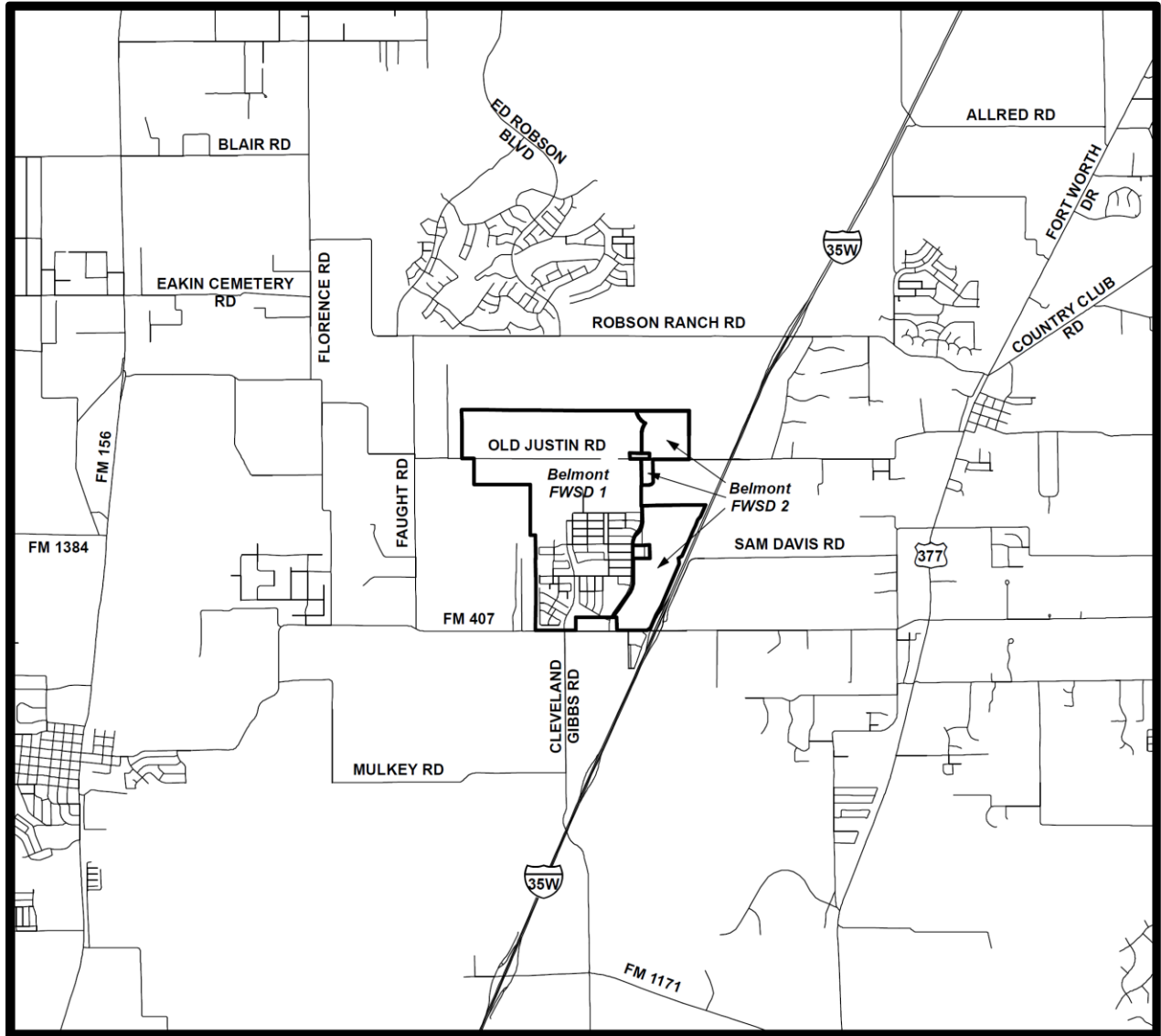


PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(June 2019)



LOCATION MAP



THE DEVELOPER

The Role of a Developer

In general, the activities of a landowner or developer in a district such as the District include designing the project, defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of roads and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. A developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

Prospective Bond purchasers should note that the prior real estate experience of a developer should not be construed as an indication that further development within the District will occur, or construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. Circumstances surrounding development within the District may differ from circumstances surrounding development of other land in several respects, including the existence of different economic conditions, financial arrangements, homebuilders, geographic location, market conditions, and regulatory climate.

None of the Developer, or any affiliate entities, is obligated to pay principal of or interest on the Bonds. Furthermore, none of the Developer or its affiliate entities have a binding commitment to the District to carry out any plan of development, and the furnishing of information relating to the proposed development by the Developer or its affiliate entities should not be interpreted as such a commitment. Prospective purchasers are encouraged to inspect the District in order to acquaint themselves with the nature of development that has occurred or is occurring within the District's boundaries.

The Developer

Belmont 407, LLC, a Delaware limited liability company ("Belmont 407" or the "Developer") was formed for the purpose of acquiring and holding for investment and sale tracts of land, including approximately 920 acres of land in the District. Belmont 407 has determined the overall development plan for such land in the District and arranged for the construction of water, sanitary sewer and road facilities within the District either directly or through affiliate entities, including Harvest Phase I, LLC, Harvest Phase II, LLC, Harvest Phase 3, LLC, Harvest Phase 4, LLC, Meadows Phase 2 at Harvest, LLC, Harvest Meadows Phase 3, LLC, Harvest Meadows Phase 4, LLC, and Harvest Meadows Phase 5, LLC. The members of Belmont 407, LLC include: H4 Belmont, L.P. ("HMM"), a Texas limited partnership, and Realty Capital Belmont, L.P. ("RCB"), a Texas limited partnership. HMM is the managing member.

The Developer is managed by Hillwood Residential Services L.P., a Perot Company, a Dallas company owned by H. Ross Perot, Jr., having over 30 years of experience developing land in Texas. Hillwood Residential Services L.P. is an affiliate of Hillwood Development Company, LLC, which is a national real estate development company with development expertise and experience that encompasses diverse product types, including arena high-rise condominiums, offices, single-family residential communities, distribution centers, regional malls, mixed-use urban development, call centers, hotels, golf courses, airports, intermodal rail yards, corporate campuses, and major air facilities.

The Developer and its affiliate entities currently own approximately 368.19 acres and 176 vacant developed lots within the District. Of the 176 lots the Developer currently owns, 141 lots are under contract for purchase by homebuilders pursuant to a lot sales contract. See "- Lot-Sales Contracts" below.

Development Financing

The Developer financed the development of Harvest with a line of credit from Texas Capital Bank in the amount of \$30,000,000 with an interest rate of 90 LIBOR + 3.00%. Such line of credit matures on December 6, 2021 and is secured by the land and the reimbursements the Developer expects to receive from bond

proceeds from the bond sales of the District. As of June 1, 2019, the balance on such line of credit was \$20,250,705.61. According to the Developer, it is in compliance with all material terms of such loan.

Lot-Sales Contracts

The Developer, through its subsidiary entities, has entered into lot sales contracts with each of David Weekley Homes, Highland Homes, MHI Builders doing business as Plantation Homes, and DR Horton Homes. The contracts for the sale of lots between the Developer and the builders require that earnest money be deposited with a title company, typically 10% of the total price of the completed lots. The sales contracts establish certain required lot purchases quarterly, with the earnest money deposit being returned to the builders upon purchase of the last lots under each contract. The Developer’s sole remedy for builders not purchasing lots in accordance with the contracts is cancellation of the contract and retention of the remaining earnest money on deposit, currently, approximately \$2,482,962.32.

According to the Developer, each of the builders is in compliance with their respective lot sale contracts. As of June 1, 2019, the total number of lots contracted and purchased by each builder is listed below:

Builder	Total Lots Contracted	Total Lots Purchased
David Weekley Homes	307	280
Highland Homes	651	593
Plantation Homes	283	274
DR Horton Homes	<u>521</u>	<u>474</u>
Totals	1,762	1,621

HOMEBUILDERS WITHIN THE DISTRICT

Homebuilders currently building homes within the District include David Weekley Homes, Highland Homes, DR Horton Homes and MHI Builders doing business as Plantation Homes. The homes being marketed in the District range in size from 1,650 square feet to 4,000 square feet and in price from approximately \$250,000 to \$600,000.

Homebuilding within the District began in 2014. There were approximately 95 homes constructed in 2014, 150 homes constructed in 2015, approximately 300 constructed in 2016, approximately 300 homes constructed in 2017, approximately 350 homes constructed in 2018, and approximately 147 homes through five months of 2019.

THE ROAD SYSTEM

The District’s Road System will be funded with proceeds of the Bonds and future bonds issued by the District. See “INVESTMENT CONSIDERATIONS – Future Debt” and “THE BONDS – Issuance of Additional Debt.” Construction of the District’s roads is subject to certain regulations by the Town and Denton County. The roads in the District are constructed with reinforced concrete pavement with curbs on cement or lime stabilized subgrade. Remaining streets provide local interior service within the District. The Road System also includes streetlights and franchise utilities (power, phone, and cable). Public utilities such as water, wastewater and storm drainage are typically located within street right of ways. Unlike the Utility System, the Road System is owned and maintained by the District.

Joint Road Contracts

On November 1, 2014, the District entered into a joint road construction contract with Belmont 2. This contract was amended on January 20, 2016, and January 17, 2018. Under the terms of the contract, the districts will acquire and construct certain joint road facilities, including Harvest Way, in phases by segments. Each district agrees to pay its proportionate share of acquisition, construction, operation, and maintenance costs of the joint road facilities. Each district will own its proportionate share of each segment of the joint road facilities that are constructed. The term of this agreement is 50 years.

On January 20, 2016, the District and Belmont 2 entered into a Contract for Joint Drainage Improvements in Aid of Roads. This contract was amended on January 18, 2017. The contract provides for both districts to share in the costs and expenses related to the construction, ownership, operation, and maintenance of certain

drainage improvements as part of the respective road system that will serve each district, based on the relative benefit received. The term of this agreement is 50 years.

THE UTILITY SYSTEM

Regulation

According to the Engineer, the Utility System has been designed in accordance with accepted engineering practices and the requirements of all governmental agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities including, among others, the TCEQ, the Town, and Denton County. According to the District's Engineer, the design of all such facilities has been approved by all required governmental agencies and inspected by the TCEQ.

Description of the Utility System

- Water Supply -

The area within the District lies wholly within the water certificate of convenience and necessity (CCN) number 12915 held by the Town. The Town is the provider of retail water service to the users within the District. Pursuant to the Development Agreement, the Town has agreed to provide water service to 3,000 single-family equivalent connections ("esfcs"), unless a larger number is agreed to in writing by the parties. Subject to obtaining wholesale water from the UTRWD (as defined below), the Town has agreed to provide water service for full development within the District in phases as land within the District is developed. Upon completion of a phase of water distribution facilities by or on behalf of the District, the District conveys such facilities to the Town. Such conveyance is made in consideration of various agreements made by the Town in such development agreement, including the agreement to allocate and reserve capacity in such facilities for use by and benefit of the area within the District and assumption of all operation and maintenance responsibilities for such facilities after the expiration of the maintenance bond. The source of water is treated surface water delivered to a Point of Delivery ("POD") through an 18" waterline approximately 5,200 feet west of Interstate 35W on FM 407 (located outside of the District). The Town obtains treated surface water from the Upper Trinity Regional Water District ("UTRWD"). In accordance with the Development Agreement with the Town, the District constructed a Water Plant near the POD to serve the area within the District. The Water Plant will be owned and operated by the Town. As of June 30, 2019, the District has approximately 1,550 active esfcs. According to representatives of the Town, the Town has sufficient capacity to serve the approximate 1,897 total lots in the District that, currently, are either developed or under construction. Pursuant to the most recent amendment to the Development Agreement, the Town has agreed to design, construct, and maintain future expansions to the Water Plant, an elevated storage tank, and non-internal lines (collectively, Central Water Facilities) necessary to provide water service to at least 3,000 connections within the District area. Such expansions will be funded, in part, by the Town out of payments by the District of a Capital Recovery Fee of \$1,105 per esfc. The amount of the Capital Recovery Fee was determined by the Town's engineer, and represents a per unit cost that is reasonable and will approximate the estimated actual cost of providing the Central Water Facilities. Such Capital Recovery Fees will be paid for each esfc over 1,127 connections within the District. The Town bills the District for the Capital Recovery Fees on a quarterly basis. The Town is currently designing an elevated storage tank that will be operational within the next 18-24 months. The purpose of the elevated storage tank is to serve multiple developments with the Town's northern pressure plan, including Harvest.

- Wastewater Treatment -

The area within the District lies wholly within the wastewater CCN number 20866 held by the Town. The Town is the provider of retail wastewater service to the users within the District. Pursuant to the Development Agreement the Town has acknowledged that the area within the District will ultimately require sanitary sewer service for 3,000 connections and agreed to supply the area with wastewater capacity if such capacity is present and available from TRA (as defined below). Further, the Town has agreed to use reasonable efforts to insure that such capacity is available in amounts sufficient to serve the area within the District. Upon completion of a phase of wastewater distribution facilities by or on behalf of the District, the District conveys such facilities to the Town. Such conveyance is made in consideration of various agreements made by the Town in such development agreement, including the agreement to allocate and reserve capacity in such facilities for use by and benefit of the area within the District and assumption of all operation and

maintenance responsibilities for such facilities after the expiration of the maintenance bond. The Town has entered into a four-party agreement with the Trinity River Authority (“TRA”) to participate in the Denton Creek Wastewater Transportation System. On behalf of the District, the Developer funded 1.864 million gallons per day (MGD) of peak flow capacity in the system capable of serving approximately 1,858 connections. Pursuant to the most recent amendment to the Development Agreement, the Town has assigned additional capacity in the system funded by the predecessor to the Developer to serve the area within the District. The total capacity of the system (provided by the Town) is 3,262 esfcs, which is sufficient to serve the full development of the District.

INVESTMENT CONSIDERATIONS

General

The Bonds are obligations of the District and are not obligations of the State of Texas; Denton County, Texas; the Town; or any political subdivision other than the District. The Bonds are secured by the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon on all taxable property located within the District. See “THE BONDS – Source of Payment.” The ultimate security for payment of the principal of and interest on the Bonds depends upon the ability of the District to collect from the property owners within the District taxes levied against all taxable property located within the District or, in the event taxes are not collected and foreclosure proceedings are instituted by the District, upon the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. The District makes no representation that over the life of the Bonds the property within the District will maintain a value sufficient to justify continued payment of taxes by the property owners. The potential increase in taxable valuation of District property is directly related to the economics of the residential housing industry, not only due to general economic conditions, but also due to the particular factors discussed below.

Economic Factors Affecting Taxable Values and Tax Payment

The rate of development within the District is directly related to the vitality of the single-family housing market in the Dallas-Fort Worth and Denton metropolitan areas. New single-family residential construction can be significantly affected by factors such as interest rates, construction costs, and consumer demand. Decreased levels of single-family residential construction would restrict the growth of property values in the District. The District cannot predict the pace or magnitude of any future development in the District. See “DEVELOPMENT WITHIN THE DISTRICT.”

Dependence on Major Taxpayers and the Developer: The ten principal taxpayers represent \$34,745,522 or 7.26% of the District’s 2019 Certified Taxable Assessed Valuation, which represents ownership as of January 1, 2019. If these principal taxpayers were to default in the payment of taxes in an amount which exceeds the District’s debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds would be dependent on its ability to enforce and liquidate its tax lien, which is a time-consuming process, or to sell tax anticipation notes. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Order to maintain any specified amount of surplus in its debt service fund. See “Tax Collections and Foreclosure Remedies” in this section, “TAX DATA – Table 7 – Principal Taxpayers,” and “TAXING PROCEDURES – Levy and Collection of Taxes.”

Developer and Principal Landowner’s Obligations to the District: There is no commitment by or legal requirement of the Developer, or any other landowner, to the District to proceed at any particular rate or according to any specified plan with the development of land in the District, or of any home builder to proceed at any particular pace with the construction of homes in the District. Moreover, there is no restriction on any land owner’s right to sell its land. Therefore, the District can make no representation about the profitability of future development, if any, or the rate of future home construction activity in the District. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable values in the District and result in higher tax rates. See “DEVELOPMENT WITHIN THE DISTRICT,” “THE DEVELOPER,” and “HOMEBUILDERS WITHIN THE DISTRICT.”

Competition: The demand for and construction of taxable improvements in the District could be affected by competition from other developments near the District. In addition to competition for new single-family home sales from other developments, there are numerous previously-owned single-family homes in more

established commercial centers and neighborhoods closer to Fort Worth and Denton that are for sale. Such existing developments could represent additional competition for new development proposed to be constructed within the District. The competitive position of the Developer or the principal landowners in the sale of land, and the sale or leasing of residences is affected by most of the factors discussed in this section. Such a competitive position is directly related to the growth and maintenance of taxable values in the District and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the District by the Developer will be implemented or, if implemented, will be successful.

Location and Access: The District is located in an outlying area of the Denton metropolitan area, approximately 27 miles north from the central business district of the City of Fort Worth and approximately 12 miles south of the City of Denton. Many of the single-family developments with which the District competes are in a more developed state and have lower taxes. As a result, particularly during times of increased competition, the Developer within the District may be at a competitive disadvantage to the developers in other single-family projects located closer to major urban centers or in a more developed state. See “THE DISTRICT” and “DEVELOPMENT WITHIN THE DISTRICT.”

Maximum Impact on District Tax Rate: Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of property owners to pay their taxes. The 2019 Certified Taxable Assessed Valuation of property within the District is \$478,950,074, and the Estimated Valuation as of May 1, 2019, is \$548,000,000. See “DISTRICT FINANCIAL DATA.” After issuance of the Bonds, the maximum annual debt service requirement of the Bonds and the Outstanding Bonds will be \$3,965,975 (2041), and the average annual debt service requirement of the Bonds and the Outstanding Bonds will be \$3,668,415 (2020–2044). See “DISTRICT FINANCIAL DATA – Table 2 – Debt Service Requirements.” Assuming no increase to or decrease from the 2019 Certified Taxable Assessed Valuation, tax rates of \$0.88 and \$0.81 per \$100 of assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no increase to or decrease from the Estimated Valuation as of May 1, 2019, tax rates of \$0.77 and \$0.71 per \$100 of assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively.

For the 2018 tax year, the District levied a total tax rate of \$0.980 per \$100 assessed taxable value composed of the following: \$0.360 per \$100 of assessed taxable value for debt service on the Outstanding Bonds for the Utility System; \$0.365 per \$100 of assessed taxable value for debt service on the Outstanding Bonds for the Road System; and \$0.255 per \$100 assessed taxable value for maintenance and operations.

Tax Collections and Foreclosure Remedies

The District’s ability to make debt service payments may be adversely affected by difficulties in collecting ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other state and local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial foreclosure.

The District’s ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time consuming and expensive collection procedures; (b) a bankruptcy court’s stay of tax collection proceedings against a taxpayer; or (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property. See “TAXING PROCEDURES – Collection of Delinquent Taxes.”

Moreover, the proceeds of any sale of property within the District available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see “TAX DATA – Table 9 – Estimated Overlapping Taxes”), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers’ right to redeem property after foreclosure). Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against the collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two

other ways: first a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid.

Potential Impact of Natural Disaster

The District could be impacted by a natural disaster such as wide-spread fires, earthquakes, or weather events such as hurricanes, tornados, tropical storms, or other severe weather events that could produce high winds, heavy rains, hail, and flooding. In the event that a natural disaster should damage or destroy improvements and personal property in the District, the assessed value of such taxable properties could be substantially reduced, resulting in a decrease in the taxable assessed value of the District or an increase in the District's tax rates.

There can be no assurance that a casualty will be covered by insurance (certain casualties, including flood, are usually excepted unless specific insurance is purchased), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild, repair, or replace any taxable properties in the District that were damaged. Even if insurance proceeds are available and damaged properties are rebuilt, there could be a lengthy period in which assessed values in the District would be adversely affected. There can be no assurance the District will not sustain damage from such natural disasters.

Registered Owners' Remedies

Remedies available to registered owners of Bonds (the "Registered Owners") in the event of a default by the District under the Bond Order are limited. Although the Bond Order provides that the Registered Owners may obtain a writ of mandamus requiring performance by the District, such remedy must be exercised upon each default and may prove time-consuming, costly and difficult to enforce. The Bond Order does not provide for acceleration of maturity of the Bonds, appointment of a trustee to protect the interests of the Registered Owners or any other additional remedy in the event of a default by the District. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners.

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Order may not be reduced to a judgment for money damages. The Bonds are not secured by an interest in the improvements financed with the Bonds, or any other property of the District. No judgment against the District is enforceable by execution of a levy against the District's public purpose property. Further, the Registered Owners themselves cannot foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. The rights of the Registered Owners and the enforceability of the Bonds may also be delayed, reduced or otherwise affected by a State of Texas statute reasonably required to allow an important public purpose or by proceedings under the Federal Bankruptcy Code or other laws affecting the enforcement of creditors' rights generally.

Future Debt

After issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$89,200,000 for acquiring or constructing the Road System; \$196,560,000 for the refunding of bonds issued for the Road System; \$52,130,000 for acquiring or constructing the Utility System; and \$114,715,000 for the refunding of bonds issued for the Utility System.

Bonds issued to finance the acquisition and construction of the Utility System must also be approved by the TCEQ. In the third quarter of 2019, the District intends to submit an application to the TCEQ for approval to issue its fourth series of bonds for financing of the Utility System. The principal amounts of such series of bonds has not been determined.

The District reserves in the Bond Order the right to issue the remaining authorized but unissued bonds plus such additional bonds as may hereafter be authorized by voters in the District. In addition, the District has the right to issue obligations, other than the Bonds, including tax anticipation notes and bond anticipation

notes, and to borrow money for any valid public purpose. The issuance of additional obligations may increase the District's tax rate and adversely affect the security for and the investment quality and value of the Bonds.

Based on present engineering cost estimates and on development plans, in the opinion of the District's Engineer, following the issuance of the Bonds, the remaining \$52,130,000 principal amount of authorized but unissued unlimited tax bonds for the Utility System will be sufficient to fully finance such facilities to serve the remaining undeveloped but developable land within the District.

Based on present engineering cost estimates and on development plans, in the opinion of Jones & Carter, Inc., the District's Engineer, the remaining \$89,200,000 principal amount of authorized but unissued unlimited tax bonds for the Road System will be sufficient to fully finance such facilities to serve the remaining undeveloped but developable land within the District.

Following the issuance of the Bonds, the District will still owe the Developer approximately \$6,750,000 for the reimbursable expenditures advanced to develop land, including Utility System and Road System improvements within the District on behalf of the District. See "THE UTILITY SYSTEM," "THE ROAD SYSTEM," and "DEVELOPMENT WITHIN THE DISTRICT."

Environmental Regulations

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

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

Sanctions against a district for failure to comply with environmental laws and regulations may include a variety of civil and criminal enforcement measures, including assessment of monetary penalties, imposition of remedial requirements and issuance of injunctions to ensure future compliance. Environmental laws and compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Environmental laws can also inhibit growth and development within the District. Further, changes in regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

Marketability of the Bonds

The District has no understanding with the Underwriter (as defined on page 3 hereof) regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers, since such bonds are more generally bought, sold and traded in the secondary market.

Bankruptcy Limitation to Registered Owners' Rights

The enforceability of the rights and remedies of Registered Owners may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Texas law requires a district, such as the District, to obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code.

Notwithstanding noncompliance by a district with Texas law requirements, the District could file a voluntary bankruptcy petition under Chapter 9, thereby invoking the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A federal bankruptcy court is a court of equity and federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in making the decision of whether to grant the petitioning District relief from its creditors. While such a

decision might be appealable, the concomitant delay and loss of remedies to the Registered Owner could potentially and adversely impair the value of the Registered Owner's claim.

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district, such as the District, may not be forced into bankruptcy involuntary.

Continuing Compliance with Certain Covenants

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

Approval of the Bonds

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas, however, does not pass upon or guarantee the safety of the Bonds as an investment or the adequacy or accuracy of the information contained in this Official Statement.

Future and Proposed Legislation

From time to time, there are Presidential proposals, proposals of various federal committees, and legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to herein or adversely affect the marketability or market value of the Bonds or otherwise prevent holders of the Bonds from realizing the full benefit of the tax exemption of interest on the Bonds. Further, such proposals may impact the marketability or market value of the Bonds simply by being proposed. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value, marketability, or tax status of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds would be impacted thereby.

Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives, or litigation. The disclosures and opinions expressed herein are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and no opinion is expressed as of any date subsequent thereto or with respect to any proposed or pending legislation, regulatory initiatives or litigation.

Bond Insurance Risk Factors

In the event of default of the payment of principal or interest with respect to the Bonds when all or some becomes due, any owner of the Bonds shall have a claim under the applicable bond insurance policy (the "Policy") for such payments. However, in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments are to be made in such amounts and at such times as such payments would have been due had there not been any such acceleration. The Policy does not insure against redemption premium, if any. The payment of principal and interest in connection with mandatory or optional prepayment of the Bonds by the District which is recovered by the District from the bond owner as a voidable preference under applicable bankruptcy law is covered by the insurance policy, however, such payments will be made by the bond insurer at such time and in such amounts as would have been due absence such prepayment by the District unless the bond insurer chooses to pay such amounts at an earlier date.

Under most circumstances, default of payment of principal and interest does not obligate acceleration of the obligations of the bond insurer without appropriate consent. The bond insurer may direct and must consent to any remedies and the bond insurer's consent may be required in connection with amendments to any applicable bond documents.

In the event the bond insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the moneys received pursuant to the applicable bond documents. In the event the bond 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 of the Bonds or the marketability (liquidity) for the Bonds.

The long-term ratings on the Bonds are dependent in part on the financial strength of the bond insurer and its claim paying ability. The bond insurer's financial strength and claims paying ability are predicated upon a number of factors which could change over time. No assurance is given that the long-term ratings of the bond insurer and of the ratings on the Bonds insured by the bond insurer will not be subject to downgrade and such event could adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds. See "MUNICIPAL BOND INSURANCE" and "MUNICIPAL BOND RATINGS."

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

Neither the District or Underwriter have made independent investigation into the claims paying ability of the bond insurer and no assurance or representation regarding the financial strength or projected financial strength of the bond insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal and interest on the Bonds and the claims paying ability of the bond insurer, particularly over the life of the investment. See "MUNICIPAL BOND INSURANCE" herein for further information provided by the bond insurer and the Policy, which includes further instructions for obtaining current financial information concerning the bond insurer.

LEGAL MATTERS

Legal Opinions

The District will furnish to the Underwriter a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the approving opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Attorney General has examined a transcript of proceedings authorizing the issuance of the Bonds, and that based upon such examination, the Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax, levied without legal limitation as to rate or amount, upon all taxable property within the District. The District will also furnish the approving legal opinion of McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the District, to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas, except to the extent that enforcement of the rights and remedies of the Registered Owners of the Bonds may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. The legal opinion of Bond Counsel will further state that the Bonds are payable, both as to principal and interest, from the levy of ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property within the District.

The District will also furnish the legal opinion of Bond Counsel to the District to the effect that interest on the Bonds is excludable from gross income of the owners thereof for federal income tax purposes under existing law, subject to the matters discussed below under "TAX MATTERS."

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

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed

therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Legal Review

In its capacity as Bond Counsel, McCall, Parkhurst & Horton L.L.P., has reviewed the information appearing in this Official Statement under the captioned sections "THE BONDS (except for information under the subheadings "Book-Entry-Only System," "Annexation" and "Use and Distribution of Bond Proceeds"), "THE DISTRICT – Management of the District – Bond Counsel," "TAXING PROCEDURES," "LEGAL MATTERS – Legal Opinions," "TAX MATTERS," and "CONTINUING DISCLOSURE OF INFORMATION (except for information under the subheading "Compliance with Prior Undertakings")" solely to determine whether such information fairly summarizes the documents, laws and procedures referred to therein. Such firm has not independently verified factual information contained in this Official Statement, nor has such firm conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

In its capacity as General Counsel, Crawford & Jordan LLP, has reviewed the information appearing in this Official Statement under the headings "THE BONDS – Annexation" and "THE DISTRICT – General," "– Development Agreement," "– Strategic Partnership Agreement," and "– Law Enforcement Agreement" solely to determine whether such information fairly summarizes the documents, laws and procedures referred to therein. Such firm has not independently verified factual information contained in this Official Statement, nor has such firm conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

McCall, Parkhurst & Horton L.L.P., Dallas, Texas serves as Bond Counsel to the District, and Crawford & Jordan LLP, Houston, Texas, serves as General Counsel to the District, and provides certain legal services in connection with the issuance of the Bonds in conjunction with Bond Counsel. Orrick, Herrington & Sutcliffe LLP, Houston, Texas serves as Disclosure Counsel. The legal fees paid to Bond Counsel, and the fees to be paid to Disclosure Counsel and General Counsel, for services rendered in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

TAX MATTERS

Opinion

On the date of initial delivery of the Bonds, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the District, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state, or local tax consequences of the purchase, ownership, or disposition of the Bonds.

In rendering its opinion, Bond Counsel will rely upon (a) certain information and representations of the District, including information and representations contained in the District's federal tax certificate and (b) covenants of the District contained in the Bond documents relating to certain matters, including arbitrage and the use of the proceeds of the Bonds and the property financed or refinanced therewith. Failure by the District to observe the aforementioned representations or covenants could cause the interest on the Bonds to become taxable retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain,

excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

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

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the property financed or refinanced with proceeds of the Bonds. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the taxpayer and the Registered Owners may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

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

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

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

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

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. All owners of Original Issue

Discount Bonds should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership, or disposition of the Bonds. This discussion is based on Existing Law, which is subject to change or modification, retroactively.

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

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

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation. Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Bonds, if such obligation was acquired at a “market discount” and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to “market discount bonds” to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a de minimis amount of market discount is ignored. A “market discount bond” is one which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the “revised issue price” (i.e., the issue price plus accrued original issue discount). The “accrued market discount” is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

State, Local and Foreign Taxes

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

Information Reporting and Backup Withholding

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

NO-LITIGATION CERTIFICATE

With the delivery of the Bonds, the President and Secretary of the Board will, on behalf of the District, execute and deliver to the Underwriter a certificate dated as of the date of delivery, to the effect that no litigation of

any nature has been filed or is pending against the District, to restrain or enjoin the issuance or delivery of the Bonds; affecting the provision made for the payment of or security for the Bonds; in any manner questioning the authority or proceedings for the issuance of the Bonds; affecting, the corporate existence or boundaries of the District or the authority of the officers of the District to execute, sign, and deliver the Bonds.

NO MATERIAL ADVERSE CHANGE

The obligations of the Underwriter to take and pay for the Bonds, and the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the financial condition of the District subsequent to the date of sale from that set forth or contemplated in the Official Statement, as it may have been supplemented or amended through the date of the sale.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access ("EMMA") System.

Annual Reports

The District shall provide annually to the MSRB, (1) within six months after the end of each fiscal year of the District, financial information and operating data with respect to the District of the general type included in the final Official Statement in the Table 1 through 9 and (2) if not provided as part such financial information and operating data, audited financial statements of the District, within 12 months after the end of each fiscal year of the District. Any financial statements so to be provided shall be (i) prepared in accordance with the accounting principles described in "APPENDIX A" hereto or such other accounting principles as the District may be required to employ, from time to time, by State law or regulation, and (ii) audited, if the District commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within 12 months after any such fiscal year end, then the District shall file unaudited financial statements within such 12-month period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available.

The District's current fiscal year end is January 31. Accordingly, it must provide updated information by July 31 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify EMMA of the change.

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR §240.15c2-12 (the "Rule" or "SEC Rule 15c2-12"); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into

a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if 60 material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties. Neither the Bonds or the Bond Order make any provision for debt service reserve or a trustee.

For the purposes of event (12) in the immediately preceding paragraph, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the District 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 District, 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 District. For the purposes of events (15) and (16), the term “Financial Obligation” means a (i) debt obligation, (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (iii) guarantee of a debt obligation or any such derivative instrument; provided that “Financial Obligation” shall not include municipal securities as to which a final official statement (as defined in Securities and Exchange Commission Rule 15c2-12 (the “Rule”)) has been provided to the MSRB consistent with the Rule.

The District shall notify the MSRB in an electronic format prescribed by the MSRB, in a timely manner, of any failure by the District to provide financial information or operating data in accordance with the Rule. All documents provided to the MSRB pursuant to this section shall be accompanied by identifying information as prescribed by the MSRB.

Availability of Information from MSRB

The District has agreed to provide the foregoing information only to the MSRB. The information will be available to holders of Bonds at www.emma.msrb.org.

Limitations and Amendments

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

The District may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District, if by only (1) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the Rule, taking into account any amendments or interpretations of SEC Rule 15c2-12 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 to the amendment or (b) any qualified professional unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under “Annual Reports” an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided. The District may also amend or repeal its continuing disclosure agreement if the

SEC amends or repeals the applicable provisions of the SEC Rule 15c2-12 or a court of final jurisdiction enters judgment that such provisions of such rule are invalid, and the District also may amend its continuing disclosure agreement in its discretion in any other manner or circumstance, 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.

Compliance with Prior Undertakings

The District is in compliance in all material respects with its previous undertakings pursuant to SEC Rule 15c2-12.

OFFICIAL STATEMENT

General

The information contained in this Official Statement has been obtained primarily from the District's records, the District Engineer, the Developer, the Tax Assessor/Collector, the Auditor, the Denton Central Appraisal District and other sources believed to be reliable; however, no representation is made as to the accuracy or completeness of the information contained herein, except as described below. The summaries of the statutes, resolutions and engineering and other related reports set forth herein are included subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information.

The District's audited financial statements for the year ended January 31, 2019, were prepared by McCall Gibson Swedlund Barfoot, PLLC, and have been included herein as "APPENDIX A." McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountant, has consented to the publication of such financial statements in this Official Statement.

Experts

The information contained in this Official Statement relating to development and the status of development within the District generally and, in particular, the information in the section captioned "THE DEVELOPER" (with exception of the information under the subheading "General") has been provided by the Developer and has been included herein in reliance upon the authority and knowledge of each such party concerning the matters described therein.

The information contained in this Official Statement relating to the District's financial statements, in particular, the information in "APPENDIX A," has been provided by the Auditor and has been included herein in reliance upon their authority and knowledge of such party concerning the matters described therein.

The information contained in this Official Statement relating to engineering and to the description of the System generally and, in particular, the engineering information included in the sections captioned "THE DISTRICT," "THE UTILITY SYSTEM," and "THE ROAD SYSTEM" has been provided by the Engineer and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

The information contained in this Official Statement relating to assessed valuations of property generally and, in particular, that information concerning valuations, analysis of the tax base and percentages of tax collections contained in the sections captioned "TAX DATA" has been provided by the Denton Central Appraisal District and the District's Tax Assessor/Collector, and has been included herein in reliance upon the authority of such parties as experts in the field of tax assessing and collecting.

Certification as to Official Statement

At the time of payment for and delivery of the Bonds, the District will furnish the Underwriter a certificate, executed by the President and Secretary of the Board of Supervisors of the District, acting in their official capacities, to the effect that to the best of their knowledge and belief: (a) the descriptions and statements of or pertaining to the District contained in this Official Statement, on the date thereof and on the date of delivery, were and are true and correct in all material respects; (b) insofar as the District and its affairs, including its financial affairs, are concerned, this 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 herein or necessary to make the statements herein, in the light of the circumstances under which they were made, not misleading; and (c)

insofar as the descriptions and statements, including financial data, contained in this Official Statement, of or pertaining to entities other than the District, such statements and data have been obtained from sources which the District believes to be reliable, and the District has no reason to believe that they are untrue in any material respect.

Updating the Official Statement

If, subsequent to the date of the Official Statement to and including the date the Underwriter is no longer required to provide and Official Statement to potential customers who request the same pursuant to SEC Rule 15c2-12 (the earlier of (i) 90 days from the “end of the underwriting period” (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from a nationally recognized repository but in no case less than 25 days after the “end of the underwriting period”), the District learns or is notified by the Underwriter of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Underwriter a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Underwriter. The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Underwriter (the “end of the underwriting period” within the meaning of the Rule), unless the Underwriter provides written notice the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation to update or change the Official Statement will extend for an additional period of time of 25 days after all of the Bonds have been sold to ultimate customers. In the event the Underwriter provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Underwriter agrees to notify the District in writing following the occurrence of the “end of the underwriting period” as defined in SEC Rule 15c2-12.

CONCLUDING STATEMENT

The information set forth herein has been obtained from the District’s records, audited financial statements and other sources which are considered to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will ever 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 summarized documents for further information. Reference is made to official documents in all respects.

This Official Statement was approved by the Board of Supervisors of Belmont Fresh Water Supply District No. 1 of Denton County as of the date specified on the first page hereof.

/s/ Matthew J. Befort
President, Board of Supervisors
Belmont Fresh Water Supply District No. 1 of Denton County

ATTEST:

/s/ Guinn W. Phillips
Secretary, Board of Supervisors
Belmont Fresh Water Supply District No. 1 of Denton County

APPENDIX A
Financial Statements of the District

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY**

DENTON COUNTY, TEXAS

ANNUAL FINANCIAL REPORT

JANUARY 31, 2019

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Board of Supervisors
Belmont Fresh Water Supply District No. 1
of Denton County
Denton County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Belmont Fresh Water Supply District No. 1 of Denton County (the "District"), as of and for the year ended January 31, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Board of Supervisors
Belmont Fresh Water Supply District No. 1
of Denton County

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of January 31, 2019, and the respective changes in financial position for the year ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information required by the Texas Commission on Environmental Quality as published in the *Water District Financial Management Guide* is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

May 15, 2019

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JANUARY 31, 2019**

Management’s discussion and analysis of Belmont Fresh Water Supply District No. 1 of Denton County’s (the “District”) financial performance provides an overview of the District’s financial activities for the year ended January 31, 2019. Please read it in conjunction with the District’s financial statements.

USING THIS ANNUAL REPORT

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

GOVERNMENT-WIDE FINANCIAL STATEMENTS

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

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

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

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has three governmental fund types. The General Fund accounts for property taxes, permit fees, and franchise fees as well as general and administrative costs. The Debt Service Fund accounts for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes. The Capital Projects Fund accounts for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JANUARY 31, 2019**

FUND FINANCIAL STATEMENTS (Continued)

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

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

NOTES TO THE FINANCIAL STATEMENTS

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

OTHER INFORMATION

In addition to the financial statement and accompanying notes, this report also represents certain required supplementary information ("RSI"). A budgetary comparison schedule is included as RSI for the General Fund.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, liabilities and deferred inflows of resources exceeded assets by \$4,721,093 as of January 31, 2019. The following is a comparative analysis of government-wide changes in the Statement of Net Position as of January 31, 2019, and January 31, 2018.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JANUARY 31, 2019**

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

	<u>Summary of Changes in the Statement of Net Position</u>		
	2019	2018	Change Positive (Negative)
Current and Other Assets	\$ 8,486,944	\$ 7,071,381	\$ 1,415,563
Capital and Intangible Assets (Net of Accumulated Depreciation/Amortization)	<u>45,352,027</u>	<u>39,400,274</u>	<u>5,951,753</u>
Total Assets	<u>\$ 53,838,971</u>	<u>\$ 46,471,655</u>	<u>\$ 7,367,316</u>
Due to Developer	\$ 6,597,147	\$ 9,672,161	\$ 3,075,014
Bonds/Bond Anticipation Note Payable	48,435,120	37,714,474	(10,720,646)
Other Liabilities	<u>786,213</u>	<u>488,635</u>	<u>(297,578)</u>
Total Liabilities	<u>\$ 55,818,480</u>	<u>\$ 47,875,270</u>	<u>\$ (7,943,210)</u>
Deferred Inflows of Resources	<u>\$ 2,741,584</u>	<u>\$ 1,675,608</u>	<u>\$ (1,065,976)</u>
Net Position:			
Net Investment in Capital Assets	\$ (7,841,797)	\$ (6,448,651)	\$ (1,393,146)
Restricted	974,847	1,027,876	(53,029)
Unrestricted	<u>2,145,857</u>	<u>2,341,552</u>	<u>(195,695)</u>
Total Net Position	<u>\$ (4,721,093)</u>	<u>\$ (3,079,223)</u>	<u>\$ (1,641,870)</u>

The following table is a summary of the District's operations for the years ended January 31, 2019, and January 31, 2018.

	<u>Summary of Changes in the Statement of Activities</u>		
	2019	2018	Change Positive (Negative)
Revenues:			
Property Taxes	\$ 2,663,012	\$ 1,731,147	\$ 931,865
Permit and Franchise Fees	957,098	856,738	100,360
Other Revenues	<u>107,564</u>	<u>55,987</u>	<u>51,577</u>
Total Revenues	<u>\$ 3,727,674</u>	<u>\$ 2,643,872</u>	<u>\$ 1,083,802</u>
Total Expenses	<u>5,369,544</u>	<u>3,786,812</u>	<u>(1,582,732)</u>
Change in Net Position	\$ (1,641,870)	\$ (1,142,940)	\$ (498,930)
Net Position, Beginning of Year	<u>(3,079,223)</u>	<u>(1,936,283)</u>	<u>(1,142,940)</u>
Net Position, End of Year	<u>\$ (4,721,093)</u>	<u>\$ (3,079,223)</u>	<u>\$ (1,641,870)</u>

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JANUARY 31, 2019**

FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUNDS

The District's combined fund balances as of January 31, 2019, were \$5,421,042, an increase of \$4,516,690 from the prior year.

The District's General Fund fund balance decreased by \$219,188, primarily due to general and administrative costs and capital expenditures which exceeded property tax and permit revenues.

The District's Debt Service Fund fund balance increased by \$195,145, primarily due to the structure of the District's debt requirements and Series 2018 Utility Bonds capitalized interest deposited in the current fiscal year.

The District's Capital Projects Fund fund balance increased by \$4,540,733. The District sold its Series 2018 Utility and Series 2018 Road Bonds and used the proceeds to reimburse developers for costs paid on behalf of the District and retired the Series 2017 BAN.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of Supervisors did not amend the budget during the current year. Actual revenues were \$118,577 more than budgeted revenues primarily due to permit fees, franchise fees and investment revenues which exceeded budgeted amounts. Actual expenditures were \$1,374,123 more than budgeted expenditures primarily due to professional fees, inspection fees, contracted services, and capital expenditures which exceeded budgeted amounts.

CAPITAL ASSETS AND INTANGIBLE ASSETS

Capital assets as of January 31, 2019, total \$24,629,415 (net of accumulated depreciation). These capital assets include land, roads, paving, and the drainage system.

Capital Assets At Year-End, Net of Accumulated Depreciation			
	2019	2018	Change Positive (Negative)
Capital Assets Not Being Depreciated:			
Land and Land Improvements	\$ 1,248,408	\$ 1,248,408	\$
Construction in Progress	1,358,645		1,358,645
Capital Assets, Net of Accumulated Depreciation:			
Roads and Paving	14,033,754	11,507,763	2,525,991
Drainage System	7,988,608	5,118,577	2,870,031
Total Net Capital Assets	\$ 24,629,415	\$ 17,874,748	\$ 6,754,667

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JANUARY 31, 2019**

CAPITAL ASSETS AND INTANGIBLE ASSETS (Continued)

Pursuant to the Third Amended and Restated Development Agreement, as amended, the District has acquired and constructed, with funds advanced by developers, utility and road infrastructure necessary to serve the area within the District. Upon completion of a phase of the utility infrastructure or plant improvements, the District conveys such utilities to the Town of Northlake for ownership and maintenance in return for its commitment to use such utilities to serve the District area. The District will retain ownership and maintenance responsibility for the roads and related drainage infrastructure that will serve the area within its boundaries. The District has recognized an intangible asset for the costs of the utilities conveyed which has a January 31, 2019, balance (net of accumulated amortization) of \$20,722,612.

LONG-TERM DEBT ACTIVITY

As of January 31, 2019, the District had total bond debt payable of \$49,230,000. The changes in the debt position of the District during the year ended January 31, 2019, are summarized as follows:

Bond Debt Payable, February 1, 2018	\$	34,305,000
Add: Bond Sale - Series 2018 Utility Bonds		7,200,000
Add: Bond Sale - Series 2018 Road Bonds		8,225,000
Less: Bond Principal Paid		<u>500,000</u>
Bond Debt Payable, January 31, 2019	\$	<u>49,230,000</u>

The Series 2016A Road Bonds, Series 2017 Utility Bonds, Series 2017 Road Bonds, Series 2018 Road Bonds and Series 2018 Utility Bonds carry underlying ratings of Baa1, while the Series 2016 Utility Bonds and Series 2016 Road Bonds do not carry underlying ratings. The Series 2016 Utility Bonds, Series 2016 Road Bonds, Series 2017 Utility Bonds and Series 2017 Road Bonds carry insured ratings of AA by virtue of bond insurance issued by Build America Mutual Assurance Company. The Series 2016A Road Bonds, Series 2018 Utility Bonds and Series 2018 Road Bonds carry insured ratings of AA by virtue of bond insurance issued by Assured Guaranty Municipal. The above ratings reflect all changes, if any, through the fiscal year ended January 31, 2019.

CONTACTING THE DISTRICT'S MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Belmont Fresh Water Supply District No. 1 of Denton County, c/o Crawford & Jordan, LLP, 3100 McKinnon Street, Suite 1100, Dallas, TX 75201.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET
JANUARY 31, 2019**

	General Fund	Debt Service Fund
ASSETS		
Cash	\$ 231,760	\$ 1,702,648
Investments	2,395,386	2,283,313
Cash with Tax Assessor/Collector	27,989	79,577
Property Taxes Receivable	81,700	232,284
Accrued Interest Receivable		761
Due from Other Funds	72,895	
Due from Other Governmental Units	162,803	
Intangible Assets (Net of Accumulated Amortization)		
Land		
Construction in Progress		
Capital Assets (Net of Accumulated Depreciation)		
TOTAL ASSETS	\$ 2,972,533	\$ 4,298,583
LIABILITIES		
Accounts Payable	\$ 191,711	\$
Accrued Interest Payable		
Due to Developers		
Due to Other Funds		
Security Deposits	12,350	
Accrued Interest at Time of Sale		38,557
Long-Term Liabilities:		
Bonds Payable, Due Within One Year		
Bonds Payable, Due After One Year		
TOTAL LIABILITIES	\$ 204,061	\$ 38,557
DEFERRED INFLOWS OF RESOURCES		
Property Taxes	\$ 81,700	\$ 2,741,584
FUND BALANCES		
Restricted for Authorized Construction	\$	\$
Restricted for Debt Service		1,518,442
Assigned to 2020 Budget Deficit	1,059,633	
Unassigned	1,627,139	
TOTAL FUND BALANCES	\$ 2,686,772	\$ 1,518,442
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 2,972,533	\$ 4,298,583
NET POSITION		
Net Investment in Capital Assets		
Restricted for Debt Service		
Unrestricted		
TOTAL NET POSITION		

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

Capital Projects Fund	Total	Adjustments	Statement of Net Position
\$ 295,494	\$ 2,229,902	\$	\$ 2,229,902
993,229	5,671,928		5,671,928
	107,566		107,566
	313,984		313,984
	761		761
	72,895	(72,895)	
	162,803		162,803
		20,722,612	20,722,612
		1,248,408	1,248,408
		1,358,645	1,358,645
		22,022,362	22,022,362
<u>\$ 1,288,723</u>	<u>\$ 8,559,839</u>	<u>\$ 45,279,132</u>	<u>\$ 53,838,971</u>
\$	\$ 191,711	\$	\$ 191,711
		582,152	582,152
		6,597,147	6,597,147
72,895	72,895	(72,895)	
	12,350		12,350
	38,557	(38,557)	
		1,275,000	1,275,000
		47,160,120	47,160,120
<u>\$ 72,895</u>	<u>\$ 315,513</u>	<u>\$ 55,502,967</u>	<u>\$ 55,818,480</u>
<u>\$ -0-</u>	<u>\$ 2,823,284</u>	<u>\$ (81,700)</u>	<u>\$ 2,741,584</u>
\$ 1,215,828	\$ 1,215,828	\$ (1,215,828)	\$
	1,518,442	(1,518,442)	
	1,059,633	(1,059,633)	
	1,627,139	(1,627,139)	
<u>\$ 1,215,828</u>	<u>\$ 5,421,042</u>	<u>\$ (5,421,042)</u>	<u>\$ - 0 -</u>
<u>\$ 1,288,723</u>	<u>\$ 8,559,839</u>		
		\$ (7,841,797)	\$ (7,841,797)
		974,847	974,847
		2,145,857	2,145,857
		<u>\$ (4,721,093)</u>	<u>\$ (4,721,093)</u>

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

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JANUARY 31, 2019**

Total Fund Balances - Governmental Funds		\$ 5,421,042
<p>Amounts reported for governmental activities in the Statement of Net Position are different because:</p>		
<p>Capital assets and intangible assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds.</p>		45,352,027
<p>Deferred inflows of resources related to property tax revenues for the 2018 maintenance tax levy became part of recognized revenue in the governmental activities of the District.</p>		81,700
<p>Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year end consist of:</p>		
Due to Developers	\$ (6,597,147)	
Accrued Interest Payable	(543,595)	
Bonds Payable	<u>(48,435,120)</u>	<u>(55,575,862)</u>
Total Net Position - Governmental Activities		<u>\$ (4,721,093)</u>

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

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**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY**
**STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED JANUARY 31, 2019**

	<u>General Fund</u>	<u>Debt Service Fund</u>
REVENUES		
Property Taxes	\$ 959,054	\$ 1,681,435
Penalty and Interest	11,815	4,493
Permit Fees	834,600	
Franchise Fees	122,498	
Miscellaneous Revenues	40,287	27,155
TOTAL REVENUES	<u>\$ 1,968,254</u>	<u>\$ 1,713,083</u>
EXPENDITURES/EXPENSES		
Service Operations:		
Professional Fees	\$ 200,960	\$
Contracted Services	189,306	4,031
Inspection Services	331,851	
Repairs and Maintenance	70,784	
Amortization and Depreciation		
Other	35,894	750
Capital Outlay	1,358,647	
Debt Service:		
Bond Principal		500,000
Bond Interest		1,132,810
Bond Issuance Costs		
TOTAL EXPENDITURES/EXPENSES	<u>\$ 2,187,442</u>	<u>\$ 1,637,591</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES/EXPENSES	<u>\$ (219,188)</u>	<u>\$ 75,492</u>
OTHER FINANCING SOURCES (USES)		
Proceeds From Issuance of Long-Term Debt	<u>\$ -0-</u>	<u>\$ 119,653</u>
NET CHANGE IN FUND BALANCES	<u>\$ (219,188)</u>	<u>\$ 195,145</u>
CHANGE IN NET POSITION		
FUND BALANCES (DEFICIT)/NET POSITION FEBRUARY 1, 2018	<u>2,905,960</u>	<u>1,323,297</u>
FUND BALANCES/NET POSITION JANUARY 31, 2019	<u>\$ 2,686,772</u>	<u>\$ 1,518,442</u>

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

Capital Projects Fund	Total	Adjustments	Statement of Activities
\$	\$ 2,640,489	\$ 22,523	\$ 2,663,012
	16,308		16,308
	834,600		834,600
	122,498		122,498
23,814	91,256		91,256
<u>\$ 23,814</u>	<u>\$ 3,705,151</u>	<u>\$ 22,523</u>	<u>\$ 3,727,674</u>
\$	\$ 200,960	\$	\$ 200,960
	193,337		193,337
	331,851		331,851
	70,784		70,784
		1,968,740	1,968,740
9	36,653		36,653
9,636,861	10,995,508	(10,995,508)	
	500,000	(500,000)	
	1,132,810	282,851	1,415,661
1,151,558	1,151,558		1,151,558
<u>\$ 10,788,428</u>	<u>\$ 14,613,461</u>	<u>\$ (9,243,917)</u>	<u>\$ 5,369,544</u>
<u>\$ (10,764,614)</u>	<u>\$ (10,908,310)</u>	<u>\$ 9,266,440</u>	<u>\$ (1,641,870)</u>
<u>\$ 15,305,347</u>	<u>\$ 15,425,000</u>	<u>\$ (15,425,000)</u>	<u>\$ -0-</u>
\$ 4,540,733	\$ 4,516,690	\$ (4,516,690)	\$
		(1,641,870)	(1,641,870)
(3,324,905)	904,352	(3,983,575)	(3,079,223)
<u>\$ 1,215,828</u>	<u>\$ 5,421,042</u>	<u>\$ (10,142,135)</u>	<u>\$ (4,721,093)</u>

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

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
TO THE STATEMENT OF ACTIVITIES FOR THE
YEAR ENDED JANUARY 31, 2019**

Net Change in Fund Balances - Governmental Funds	\$ 4,516,690
<p>Amounts reported for governmental activities in the Statement of Activities are different because:</p>	
<p>Governmental funds report tax revenues when collected. However, in the Statement of Activities, revenue is recorded in the accounting period for which the taxes are levied.</p>	22,523
<p>Governmental funds do not account for amortization and depreciation. However, in governmental activities, capital assets and intangible assets are amortized and depreciated over the estimated useful lives or contract duration.</p>	(1,968,740)
<p>Governmental funds report capital expenditures as expenditures in the period purchased. However, in the Statement of Net Position, capital assets are increased by new purchases and the Statement of Activities is not affected.</p>	10,995,508
<p>Governmental funds report bond principal payments as expenditures. However, in the Statement of Net Position, bond principal payments are reported as decreases in long-term liabilities.</p>	500,000
<p>Governmental funds report interest expenditures on long-term debt as expenditures in the year paid. However, in the Statement of Net Position, interest is accrued on the long-term debt through fiscal year-end.</p>	(282,851)
<p>Governmental funds report bond proceeds as other financing sources, however, issued bonds increase long-term liabilities in the Statement of Net Position. A portion of the proceeds from bonds sold in the current year retired the bond anticipation note issued in the prior year.</p>	<u>(15,425,000)</u>
Change in Net Position - Governmental Activities	<u>\$ (1,641,870)</u>

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

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 1. CREATION OF DISTRICT

Belmont Fresh Water Supply District No. 1 of Denton County (the “District”) was created on July 24, 2007, by an Order of the Commissioner’s Court of Denton County as a fresh water supply district. The District was created for the purposes and with the powers set out under Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution and Chapters 49 and 53, Texas Water Code, as amended. The District was created to conserve, transport, and distribute fresh water from any sources for domestic and commercial purposes inside and/or outside the boundaries of the District. Pursuant to an election held on November 6, 2007, within the District, the District subsequently assumed sanitary sewer powers and road district powers. The District is authorized to purchase, construct, acquire, own, operate, repair, improve, and extend sanitary sewer systems to control wastes, and exercise the rights, authority, privileges, and functions of a road district, including those under Chapter 257, Transportation Code. The District is located wholly within Denton County, and the extraterritorial jurisdiction of the Town of Northlake and is under the continuing supervision of the Texas Commission on Environmental Quality (the “Commission”).

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting (“GASB Codification”). The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which include a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net position into three components: Net Investment in Capital Assets; Restricted; and Unrestricted. These classifications are defined as follows:

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

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

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

Government-Wide Financial Statements

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

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

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

Fund Financial Statements

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

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Governmental Funds

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

General Fund - To account for property taxes, permit fees, and franchise fees as well as general and administrative costs.

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

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

Basis of Accounting

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

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

The 2018 debt service tax levy has been fully deferred to pay the debt service costs to be incurred during the 2019 fiscal year.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Funds Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis. As of January 31, 2019, the Capital Projects Fund owed the General Fund \$72,895 for bond issuance costs.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

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

Assets are capitalized, including infrastructure assets, if they have an original cost greater than \$5,000 and a useful life over 2 years. Depreciation is calculated on each class of depreciable property using the straight-line method of depreciation. Estimated useful lives are as follows:

	Years
Roads and Paving	45
Drainage System	45

Budgeting

In compliance with governmental accounting principles, the Board of Supervisors annually adopts an unappropriated budget for the General Fund. The budget was not amended during the current fiscal year.

Pensions

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

Measurement Focus

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

BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the Balance Sheet, and the reported fund balances provide an indication of available spendable or appropriable resources. Operating statements of governmental fund types report increases and decreases in available spendable resources. Fund balances in governmental funds are classified using the following hierarchy:

Nonspendable: amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District does not have any nonspendable fund balances.

Restricted: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally.

Committed: amounts that can be spent only for purposes determined by a formal action of the Board of Supervisors. The Board is the highest level of decision-making authority for the District. This action must be made no later than the end of the fiscal year. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The District does not have any committed fund balances.

Assigned: amounts that do not meet the criteria to be classified as restricted or committed, but that are intended to be used for specific purposes. The District has not adopted a formal policy regarding the assignment of fund balances. As of January 31, 2019, the District assigned \$1,059,633 of its General Fund fund balance to cover the budgeted deficit in the 2020 fiscal year.

Unassigned: all other spendable amounts in the General Fund.

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

Accounting Estimates

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

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 3. LONG-TERM DEBT

	Series 2016 Utility	Series 2016 Road	Series 2016A Road	Series 2017 Utility
Amounts Outstanding – January 31, 2019	\$ 11,270,000	\$ 3,920,000	\$ 4,090,000	\$ 5,580,000
Interest Rates	3.00%-5.50%	2.50% - 5.00%	2.00% - 3.00%	2.25% - 4.00%
Maturity Dates – Serially Beginning/Ending	March 1, 2019/2041	March 1, 2019/2041	March 1, 2019/2041	March 1, 2019/2042
Interest Payment Dates	March 1/ September 1	March 1/ September 1	March 1/ September 1	March 1/ September 1
Callable Dates	March 1, 2024*	March 1, 2024*	March 1, 2024*	March 1, 2025*
	Series 2017 Road	Series 2018 Utility	Series 2018 Road	
Amounts Outstanding – January 31, 2019	\$ 8,945,000	\$ 7,200,000	\$ 8,225,000	
Interest Rates	2.25% - 4.00%	3.00% - 3.75%	3.00% - 3.75%	
Maturity Dates – Serially Beginning/Ending	March 1, 2019/2042	March 1, 2019/2043	March 1, 2019/2043	
Interest Payment Dates	March 1/ September 1	March 1/ September 1	March 1/ September 1	
Callable Dates	March 1, 2025*	March 1, 2023*	March 1, 2023*	

* Or any date thereafter at a price of par plus unpaid accrued interest to the date fixed for redemption. For the Series 2016 utility bond issue, the bonds maturing on March 1, 2041, are term bonds and are subject to mandatory redemption beginning March 1, 2039. For the Series 2016 road bond issue, the bonds maturing on March 1, 2028, 2031 and 2034, are term bonds and are subject to mandatory redemption beginning March 1, 2027, 2030 and 2032, respectively. For the Series 2016A road bond issue, the bonds maturing on March 1, 2037 and March 1, 2041 are term bonds and are subject to mandatory redemption beginning March 1, 2035 and March 1, 2038, respectively. For the Series 2017 utility bond issue, the bonds maturing on March 1, 2030, 2033, 2035, 2037, 2039, and 2042 are subject to mandatory redemption beginning March 1, 2029, 2032, 2034, 2036, 2038, and 2040, respectively. For the Series 2017 road bond issue, the bonds maturing on March 1, 2030 and March 1, 2042 are subject to mandatory redemption beginning March 1, 2029 and March 1, 2040, respectively. For the Series 2018 utility bond issue, the bonds maturing on March 1, 2040 and March 1, 2043 are subject to mandatory redemption beginning March 1, 2038 and March 1, 2041, respectively. For the Series 2018 road bond issue the bonds maturing on March 1, 2040 and March 1, 2043 are subject to mandatory redemption beginning March 1, 2038 and March 1, 2041, respectively.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 3. LONG-TERM DEBT (Continued)

The following is a summary of transactions regarding bonds payable for the year ended January 31, 2019:

	February 1, 2018	Additions	Retirements	January 31, 2019
Bonds Payable	\$ 34,305,000	\$ 15,425,000	\$ 500,000	\$ 49,230,000
Unamortized Discounts	(830,526)		(35,646)	(794,880)
Bonds Payable, Net	\$ 33,474,474	\$ 15,425,000	\$ 464,354	\$ 48,435,120
		Amount Due Within One Year		\$ 1,275,000
		Amount Due After One Year		47,160,120
		Bonds Payable, Net		\$ 48,435,120

The District has the following authorized but unissued bonds: \$52,130,000 for the purchase or construction of water and wastewater facilities; \$105,655,000 for the purchase or construction of roads; \$114,715,000 for refunding water and wastewater facilities bonds; and \$196,560,000 for refunding road bonds. The bonds of the District are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount. As of January 31, 2019, the debt service requirements on the outstanding bonds were as follows:

Fiscal Year	Principal	Interest	Total
2020	\$ 1,275,000	\$ 1,639,746	\$ 2,914,746
2021	1,375,000	1,583,088	2,958,088
2022	1,435,000	1,528,575	2,963,575
2023	1,500,000	1,472,398	2,972,398
2024	1,555,000	1,413,874	2,968,874
2025-2029	8,730,000	6,185,872	14,915,872
2030-2034	10,235,000	4,777,769	15,012,769
2035-2039	12,075,000	3,015,625	15,090,625
2040-2044	11,050,000	832,700	11,882,700
	\$ 49,230,000	\$ 22,449,647	\$ 71,679,647

During the current year, the District levied an ad valorem debt service tax rate of \$0.725 (\$0.36 for utilities and \$0.365 for roads) per \$100 of assessed valuation, which resulted in a tax levy of \$2,741,584 on the adjusted taxable valuation of \$378,149,558 for the 2018 tax year. The bond orders require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes. See Note 7 for the maintenance tax levy. The District's tax calendar is as follows:

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 3. LONG-TERM DEBT (Continued)

- Levy Date - October 1, as soon thereafter as practicable.
- Lien Date - January 1.
- Due Date - Upon receipt but not later than January 31.
- Delinquent Date - February 1, at which time the taxpayer is liable for penalty and interest.

NOTE 4. SIGNIFICANT BOND ORDER AND LEGAL REQUIREMENTS

The District has covenanted that it will take all necessary steps to comply with the requirement that rebatable arbitrage earnings on the investment of the gross proceeds of the bonds be rebated to the federal government, within the meaning of Section 148(f) of the Internal Revenue Code.

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

In the current fiscal year, Series 2018 Utility Bonds proceeds of \$119,653 was deposited into the Debt Service Fund and restricted for the payment of bond interest. This amount is included in the Debt Service Fund cash and investment balances at year end.

NOTE 5. DEPOSITS AND INVESTMENTS

Deposits

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

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the District's deposits was \$2,669,902 and the bank balance was \$2,672,342. The District was not exposed to custodial credit risk at year end.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Deposits (Continued)

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at January 31, 2019, as listed below:

	Cash	Certificates of Deposit	Total
GENERAL FUND	\$ 231,760	\$	\$ 231,760
DEBT SERVICE FUND	1,702,648	440,000	2,142,648
CAPITAL PROJECTS FUND	295,494		295,494
TOTAL DEPOSITS	\$ 2,229,902	\$ 440,000	\$ 2,669,902

Investments

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the District’s financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The District’s investments must be made “with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.” No person may invest District funds without express written authority from the Board of Supervisors.

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

The District invests in LOGIC (Local Government Investment Cooperative), an external public fund investment pool that is not SEC-registered. LOGIC is organized and existing as a business trust under the laws of the State of Texas with all participant funds and all investment assets held and managed in trust by a Board of Trustees for the benefit of the participants. Hilltop Securities, Inc. and J.P. Morgan Investment Management, Inc. serve as co-administrators of the pool. LOGIC measures all its portfolio assets at amortized cost for financial reporting purposes. The District records its investments in LOGIC at amortized cost. There are no limitations or restrictions on withdrawals from LOGIC.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

The District records its investments in certificates of deposit at acquisition cost. As of January 31, 2019, the District had the following investments and maturities:

Fund and Investment Type	Fair Value	Maturities of Less Than 1 Year
<u>GENERAL FUND</u>		
LOGIC	\$ 2,395,386	\$ 2,395,386
<u>DEBT SERVICE FUND</u>		
LOGIC	1,843,313	1,843,313
Certificates of Deposit	440,000	440,000
<u>CAPITAL PROJECTS FUND</u>		
LOGIC	993,229	993,229
TOTAL INVESTMENTS	<u>\$ 5,671,928</u>	<u>\$ 5,671,928</u>

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. As of January 31, 2019, the District's investment in LOGIC was rated AAAM by Standard and Poor's. The District also manages credit risk by typically investing in certificates of deposit with balances below FDIC coverage.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investment in LOGIC to have a maturity of less than one year due to the fact that the share position can usually be redeemed each day at the discretion of the District unless there has been a significant change in value. The District also manages interest rate risk by investing in certificates of deposit with maturities of less than one year.

Restrictions

All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes. All cash and investments of the Capital Projects Fund are restricted for the purchase of capital assets.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 6. CAPITAL ASSETS AND INTANGIBLE ASSETS

	February 1, 2018	Increases	Decreases	January 31, 2019
Capital Assets Not Being Depreciated				
Land and Land Improvements	\$ 1,248,408			\$ 1,248,408
Construction in Progress		7,920,493	6,561,848	1,358,645
Total Capital Assets Not Being Depreciated	<u>\$ 1,248,408</u>	<u>\$ 7,920,493</u>	<u>\$ 6,561,848</u>	<u>\$ 2,607,053</u>
Capital Assets Subject to Depreciation				
Roads and Paving	\$ 12,371,537	\$ 2,932,291		\$ 15,303,828
Drainage System	5,552,042	3,132,617		8,684,659
Total Capital Assets Subject to Depreciation	<u>\$ 17,923,579</u>	<u>\$ 6,064,908</u>	<u>\$ - 0 -</u>	<u>\$ 23,988,487</u>
Accumulated Depreciation				
Roads and Paving	\$ 863,774	\$ 406,300		\$ 1,270,074
Drainage System	433,465	262,586		696,051
Total Accumulated Depreciation	<u>\$ 1,297,239</u>	<u>\$ 668,886</u>	<u>\$ - 0 -</u>	<u>\$ 1,966,125</u>
Total Depreciable Capital Assets, Net of Accumulated Depreciation	<u>\$ 16,626,340</u>	<u>\$ 5,396,022</u>	<u>\$ - 0 -</u>	<u>\$ 22,022,362</u>
Total Capital Assets, Net of Accumulated Depreciation	<u>\$ 17,874,748</u>	<u>\$ 13,316,515</u>	<u>\$ 6,561,848</u>	<u>\$ 24,629,415</u>

Certain infrastructure constructed by the District with funds provided by developers for the purposes of providing water service and wastewater service to District residents is conveyed to other entities for ownership and maintenance. These costs are recorded as an asset and amortized over the term of the applicable service contract. See also Note 11.

	February 1, 2018	Increases	Decreases	January 31, 2019
Intangible Assets Subject to Amortization				
Water and Sewer Infrastructure	\$ 23,363,482	\$ 496,940	\$ - 0 -	\$ 23,860,422
Less Accumulated Amortization				
Water and Sewer Infrastructure	\$ 1,837,956	\$ 1,299,854	\$ - 0 -	\$ 3,137,810
Total Amortizable Intangible Assets, Net of Accumulated Amortization	<u>\$ 21,525,526</u>	<u>\$ (802,914)</u>	<u>\$ - 0 -</u>	<u>\$ 20,722,612</u>

NOTE 7. MAINTENANCE TAX

On November 6, 2012, the voters of the District approved the levy and collection of a maintenance tax in an unlimited amount per \$100 of assessed valuation of taxable property within the District. During the year ended January 31, 2019, the District levied an ad valorem maintenance tax rate of \$0.255 per \$100 of assessed valuation, which resulted in a tax levy of \$964,282 on the adjusted taxable valuation of \$378,149,558 for the 2018 tax year.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 8. UNREIMBURSED COSTS

The District has executed financing agreements with Developers within the District as follows: Assignment Confirmation and Amended and Restated Operating Costs and Facilities Reimbursement Agreement, effective December 15, 2011, among Realty Capital Belmont, LTD, Belmont 407, LLC, and the District; Partial Assignment of Reimbursement Rights and Obligations (Harvest, Phase I), dated October 17, 2012, between Belmont 407, LLC and Harvest Phase I, LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Meadows Phase I), dated April 15, 2014, between Belmont 407, LLC and Harvest Phase I, LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Phase II), dated December 4, 2014, between Belmont 407, LLC and Harvest Phase II, LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Meadows Phase II), dated November 10, 2015, between Belmont 407, LLC, Harvest Phase I LLC, and Meadows Phase 2 at Harvest LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Phase 3), effective May 5, 2016, between Belmont 407, LLC and Harvest Phase 3, LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Meadows Phase 3), effective September 1, 2016, between Belmont 407, LLC and Harvest Meadows Phase 3, LLC; Partial Assignment of Reimbursement Rights and Obligations (Harvest Meadows Phase 4), effective May 31, 2018, between Belmont 407, LLC, and Harvest Meadows Phase 4, LLC; and Road Project Reimbursement Agreement, dated September 27, 2012, among Belmont 407, LLC, Devon Energy Production Company, L.P., and the District. These agreements call for the Developers to fund costs associated with water and sewer facilities, as well as roads and improvements in aid thereof until such time as the District can sell bonds. Prior to the fiscal year ending 2016, the Developers advanced funds, from time to time, to cover operating costs of the District. Reimbursement to the Developers will come from future bond sales.

NOTE 9. RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets, error and omission and natural disasters for which the District carries commercial insurance. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

NOTE 10. LAW ENFORCEMENT AGREEMENT

Effective October 1, 2017, the District entered into an Amended and Restated Interlocal Cooperation Agreement for Law Enforcement Services with the Town. Under the Agreement, the Town agrees to provide law enforcement and protection services to the area within the District. In consideration for such services, the District agrees to make quarterly payments to the Town based on the Town's estimated costs to provide services on a per single family residential unit basis (the "Annual Cost").

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 10. LAW ENFORCEMENT AGREEMENT (Continued)

By June 30 of each year during the term of the Agreement, the Town is to submit to the District a calculation of the Annual Cost for the following year. Beginning January 1 of the following year, the District will make quarterly payments based upon (i) the number of completed single family residential units as of the first day of the quarter, (ii) multiplied by the Annual Cost then in effect, and (iii) with the product divided by four.

The quarterly payments due for the initial year of the Agreement shall be no less than \$100,000. The initial term of the Agreement is three years; and the Agreement will be automatically renewed for additional three year terms, unless otherwise terminated by a party.

NOTE 11. DEVELOPMENT AGREEMENT

On November 9, 2006, a Development Agreement was entered into between Realty Capital Belmont, Ltd. and the Town of Northlake, Texas (Town). On August 6, 2007, the District entered into a Joinder Agreement, by which it confirmed and adopted the terms and conditions of the Development Agreement and became a party to the Development Agreement. On May 29, 2008, an Amended and Restated Development Agreement was entered into among the original parties and the District and on August 26, 2010, the Second Amended and Restated Development Agreement was entered into among the original parties and the District. Effective September 27, 2012, the District, Belmont 407, LLC, Realty Capital Argyle 114, Ltd, and the Town entered into a Third Amended and Restated Development Agreement (the “Third Amended and Restated Development Agreement”). The Third Amended and Restated Development Agreement was amended on October 16, 2012, June 25, 2013, December 10, 2015, and August 25, 2017.

The Third Amended and Restated Development Agreement establishes permitted land uses and development densities for the area within the District; establishes platting process and applicable building codes and inspection and permitting procedures; provides immunity from full purpose annexation by the Town until certain conditions are met; establishes conditions for limited purpose annexation; provides for the conditions for Town consent to creation of the District, addition of land to the District, and issuance of bonds by the District; recognizes the Town as the exclusive retail water and sewer service provider; establishes road and utility infrastructure to be constructed by the District for the area within its boundaries; allocates water and wastewater capacities to the District area; provides for the District's phased conveyance to the Town of the water and sewer infrastructure constructed by the District; provides for the Town's delivery of water supply and wastewater treatment collection and treatment service to the area within the District, including central water production and supply facilities; provides for the reimbursement by the Town to District developers for funds advanced for construction of the Trinity River Authority sewer interceptor line serving the area within the District; and provides a process for the provision of police, fire and emergency services to the area within the District.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 11. DEVELOPMENT AGREEMENT (Continued)

The Town entered into a wholesale treated water supply contract with the Upper Trinity Regional Water District (UTRWD) to provide retail water service to areas within the Town's CCNs, including the District. The Landowner agrees to pay all amounts due under the UTRWD Treated Water Contract attributable to the District including equity fees, facilities charges, demand charges, capacity subscriptions as well as actual usage, volume and transportation charges due to the extent that revenues from retail customers within the District are insufficient.

The Town also entered into an agreement with the Trinity River Authority and the Towns of Argyle and Flower Mound for wastewater treatment via the Denton Creek Regional Wastewater Treatment Plant. Approximately 1.979 million gallons per day of the Town's peak flow capacity is allocated to the District. The Landowner paid \$3,684,319 for the District's capacity in the interceptor line and \$365,473 for oversized capacity costs. On behalf of the District, the developer funded 1.979 million gallons per day of treatment capacity sufficient to serve approximately 1,963 equivalent single-family connections.

The Landowner will recover District capacity costs from proceeds of bonds issued by the District or capital recovery fees of \$1,643 per ESFC to be collected by the Town and reimbursed to the Landowner.

The Town will be the sole provider of retail water and wastewater service to residential and commercial customers in the District at the same rates as provided to other customers within the Town. The initial term of the Third Amended and Restated Agreement is 15 years, which may be extended for additional five-year terms, not to exceed 25 years.

NOTE 12. JOINT CONTRACTS

On November 1, 2014, the District entered into a joint road construction contract with Belmont Fresh Water Supply District No. 2 of Denton County ("District No. 2"). The Amended and Restated Joint Road Contract and the First Amendment to Amended and Restated Joint Road Contract were entered into on January 20, 2016 and January 17, 2018, respectively. The districts will acquire and construct joint road facilities in phases by segments. Each district agrees to pay its proportionate share of acquisition/construction, operation and maintenance costs of the joint road facilities. Each district will own its proportionate share of each segment of the joint road facilities that are constructed. The term of this agreement is 50 years. During the current fiscal year, the District paid for costs associated with the Harvest traffic signal project. The District's share of these costs totaled \$46,187 and District No. 2's share was \$162,803.

On January 20, 2016, the District and District No. 2 entered into a Contract for Joint Drainage Improvements in Aid of Roads. This contract was amended on January 18, 2017. The contract provides for both districts to share in the costs and expenses related to the construction, ownership, operation and maintenance of certain drainage improvements as part of the respective road system that will serve each district, based on the relative benefit received. The term of this agreement is 50 years.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 12. JOINT CONTRACTS (Continued)

On September 19, 2018, the District and District No. 2 entered into an agreement with Denton County to provide general maintenance, as well as design and construction associated with widening improvements to approximately 6,780 linear feet of Old Justin Road in phases. The term of the agreement begins on October 1, 2018 and expires on November 30, 2023, unless sooner terminated.

NOTE 13. STRATEGIC PARTNERSHIP AGREEMENT

Effective December 12, 2016, the District entered into a Strategic Partnership Agreement (the “Agreement”) with the Town of Northlake, Texas. The Agreement provides that the Town may annex a tract of land within the District defined as the Limited Purpose Property (the “Property”) for the limited purposes of imposing a sales and use tax on all eligible commercial activities within the Property at the rate allowed by the tax code. Further, while the Town will retain all sales and use tax proceeds collected under the Agreement, it has agreed to use a portion thereof for the purposes of promoting economic development and stimulating business and commercial activity within the Property and, to the extent permitted by law, within the District.

NOTE 14. BOND SALES

On August 28, 2018, the District sold its \$7,200,000 Series 2018 Unlimited Tax Utility Bonds and its \$8,225,000 Series 2018 Unlimited Tax Road Bonds. Proceeds from the sale of the Utility Bonds were used to redeem the District’s \$4,240,000 Bond Anticipation Note, Series 2017, the proceeds of which were used to reimburse the Developer for (i) water and wastewater improvements serving Harvest, Phase 3; (ii) water and wastewater improvements serving Harvest Meadows, Phase 3; and (iii) engineering costs associated with items (i) and (ii) above. In addition, proceeds from the Utility Bonds were used to reimburse the Developer for costs associated with items (i) and (ii) above that were not fully reimbursed by the BAN, to pay six months of capitalized interest on the Utility Bonds, to pay developer interest, and to pay certain costs of issuance of the Utility Bonds and BAN.

Proceeds from the sale of the Road Bonds were used to reimburse the Developer for grading, drainage, construction and engineering costs associated with all, or a portion of, certain roads and improvements in aid thereof serving the following residential subdivisions in the District: Harvest Phase 3A, Harvest Phase 3B, and Harvest Meadows Phase 3. Proceeds from the Road Bonds also reimbursed the Developer for fees due to the Town of Northlake, Texas. In addition, proceeds from the Road Bonds were used to pay developer interest and other costs related to the issuance of the Road Bonds.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2019**

NOTE 15. USE OF SURPLUS FUNDS

The Board plans to fund construction of certain infrastructure to serve the District with surplus operating and construction funds. On September 11, 2018, the Commission approved the use of surplus funds to pay a portion of the costs to construct the water and wastewater facilities serving Harvest 3A in the amount of \$378,538.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY**

REQUIRED SUPPLEMENTARY INFORMATION

JANUARY 31, 2019

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY**

**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCE – BUDGET AND ACTUAL – GENERAL FUND
FOR THE YEAR ENDED JANUARY 31, 2019**

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance Positive (Negative)</u>
REVENUES			
Property Taxes	\$ 955,500	\$ 959,054	\$ 3,554
Permit Fees	780,000	834,600	54,600
Franchise Fees	99,277	122,498	23,221
Miscellaneous Revenues	<u>14,900</u>	<u>52,102</u>	<u>37,202</u>
TOTAL REVENUES	<u>\$ 1,849,677</u>	<u>\$ 1,968,254</u>	<u>\$ 118,577</u>
EXPENDITURES			
Services Operations:			
Professional Fees	\$ 178,900	\$ 200,960	\$ (22,060)
Contracted Services	150,413	189,306	(38,893)
Inspection Services	260,700	331,851	(71,151)
Repairs and Maintenance	95,000	70,784	24,216
Other	48,606	35,894	12,712
Capital Outlay	<u>79,700</u>	<u>1,358,647</u>	<u>(1,278,947)</u>
TOTAL EXPENDITURES	<u>\$ 813,319</u>	<u>\$ 2,187,442</u>	<u>\$ (1,374,123)</u>
NET CHANGE IN FUND BALANCE	\$ 1,036,358	\$ (219,188)	\$ (1,255,546)
FUND BALANCE - FEBRUARY 1, 2018	<u>2,905,960</u>	<u>2,905,960</u>	<u> </u>
FUND BALANCE - JANUARY 31, 2019	<u>\$ 3,942,318</u>	<u>\$ 2,686,772</u>	<u>\$ (1,255,546)</u>

See accompanying independent auditor's report.

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**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY**

**SUPPLEMENTARY INFORMATION – REQUIRED BY THE
WATER DISTRICT FINANCIAL MANAGEMENT GUIDE**

JANUARY 31, 2019

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
SERVICES AND RATES
FOR THE YEAR ENDED JANUARY 31, 2019**

1. SERVICES PROVIDED BY THE DISTRICT DURING THE YEAR:

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

2. RETAIL SERVICE PROVIDERS (NOT APPLICABLE)

3. TOTAL WATER CONSUMPTION: (NOT APPLICABLE)

4. STANDBY FEES: (NOT APPLICABLE)

5. LOCATION OF DISTRICT:

Is the District located entirely within one county?

Yes X No

County in which District is located - Denton County, Texas

Is the District located within a city?

Entirely Partly Not at all X

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

Entirely X Partly Not at all

ETJ in which District is located – Town of Northlake, Texas

Are Board Members appointed by an office outside the District?

Yes No X

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
GENERAL FUND EXPENDITURES
FOR THE YEAR ENDED JANUARY 31, 2019**

PROFESSIONAL FEES:	
Auditing	\$ 14,900
Engineering	90,614
Legal	<u>95,446</u>
TOTAL PROFESSIONAL FEES	<u>\$ 200,960</u>
CONTRACTED SERVICES:	
Appraisal District/Tax Collection Costs	\$ 21,961
Bookkeeping	<u>18,626</u>
TOTAL CONTRACTED SERVICES	<u>\$ 40,587</u>
UTILITIES	<u>\$ 4,410</u>
REPAIRS AND MAINTENANCE	<u>\$ 70,784</u>
ADMINISTRATIVE EXPENDITURES:	
Director Fees	\$ 7,350
Insurance	19,895
Legal Notices	900
Payroll Taxes	654
Other	<u>2,685</u>
TOTAL ADMINISTRATIVE EXPENDITURES	<u>\$ 31,484</u>
CAPITAL OUTLAY	<u>\$ 1,358,647</u>
SECURITY	<u>\$ 148,719</u>
INSPECTION FEES	<u>\$ 331,851</u>
TOTAL EXPENDITURES	<u><u>\$ 2,187,442</u></u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
INVESTMENTS
JANUARY 31, 2019**

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
<u>GENERAL FUND</u>					
LOGIC	XXX7001	Varies	Daily	\$ 2,395,386	\$ - 0 -
<u>DEBT SERVICE FUND</u>					
LOGIC	XXX7003	Varies	Daily	\$ 639,843	\$
LOGIC	XXX7005	Varies	Daily	1,203,470	
Certificate of Deposit	XXX0642	2.40%	06/21/19	200,000	539
Certificate of Deposit	XXX4261	2.60%	01/18/20	240,000	222
TOTAL DEBT SERVICE FUND				<u>\$ 2,283,313</u>	<u>\$ 761</u>
<u>CAPITAL PROJECTS FUND</u>					
LOGIC	XXX7004	Varies	Daily	\$ 733,795	\$
LOGIC	XXX7006	Varies	Daily	259,434	
TOTAL CAPITAL PROJECTS FUND				<u>\$ 993,229</u>	<u>\$ - 0 -</u>
TOTAL - ALL FUNDS				<u>\$ 5,671,928</u>	<u>\$ 761</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED JANUARY 31, 2019**

	Maintenance Taxes		Debt Service Taxes	
TAXES RECEIVABLE - FEBRUARY 1, 2018	\$	58,207	\$	135,816
Adjustments to Beginning Balance		<u>18,265</u>	\$	<u>4,857</u>
		76,472	\$	140,673
Original 2018 Tax Levy	\$	964,641	\$	2,742,607
Adjustment to 2018 Tax Levy		<u>(359)</u>	<u>964,282</u>	<u>(1,023)</u>
TOTAL TO BE ACCOUNTED FOR		\$ 1,040,754		\$ 2,882,257
TAX COLLECTIONS:				
Prior Years	\$	76,472	\$	140,673
Current Year		<u>882,582</u>	<u>959,054</u>	<u>2,509,300</u>
TAXES RECEIVABLE - JANUARY 31, 2019		<u>\$ 81,700</u>		<u>\$ 232,284</u>
TAXES RECEIVABLE BY YEAR:				
2018		<u>\$ 81,700</u>		<u>\$ 232,284</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED JANUARY 31, 2019**

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
PROPERTY VALUATIONS:				
Land	\$ 132,147,047	\$ 85,633,669	\$ 69,693,786	\$ 36,046,543
Improvements	256,043,038	162,459,218	81,883,202	33,257,539
Personal Property	1,234,344	616,659	93,908	20,655
Exemptions	<u>(11,274,871)</u>	<u>(9,363,773)</u>	<u>(9,246,310)</u>	<u>(6,654,371)</u>
TOTAL PROPERTY VALUATIONS	<u>\$ 378,149,558</u>	<u>\$ 239,345,773</u>	<u>\$ 142,424,586</u>	<u>\$ 62,670,366</u>
TAX RATES PER \$100 VALUATION:				
Debt Service	\$ 0.725	\$ 0.70	\$ 0.70	\$ 0.00
Maintenance	<u>0.255</u>	<u>0.30</u>	<u>0.30</u>	<u>1.00</u>
TOTAL TAX RATES PER \$100 VALUATION	<u>\$ 0.980</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
ADJUSTED TAX LEVY*	<u>\$ 3,705,866</u>	<u>\$ 2,393,726</u>	<u>\$ 1,423,111</u>	<u>\$ 625,906</u>
PERCENTAGE OF TAXES COLLECTED TO TAXES LEVIED	<u>91.53 %</u>	<u>100.00 %</u>	<u>100.00 %</u>	<u>100.00 %</u>

* Based upon the adjusted tax levy at the time of the audit for the fiscal year in which the tax was levied.

Maintenance Tax – Maximum tax rate of an unlimited amount per \$100 of assessed valuation approved by voters on November 6, 2012.

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

SERIES - 2016 UTILITY

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 305,000	\$ 414,425	\$ 719,425
2021	315,000	397,375	712,375
2022	330,000	380,462	710,462
2023	345,000	363,587	708,587
2024	360,000	345,962	705,962
2025	370,000	327,712	697,712
2026	385,000	308,837	693,837
2027	405,000	293,137	698,137
2028	420,000	280,762	700,762
2029	435,000	267,937	702,937
2030	455,000	254,587	709,587
2031	475,000	240,638	715,638
2032	490,000	225,551	715,551
2033	515,000	209,219	724,219
2034	535,000	192,156	727,156
2035	555,000	174,445	729,445
2036	580,000	155,276	735,276
2037	600,000	134,626	734,626
2038	625,000	113,188	738,188
2039	650,000	90,875	740,875
2040	680,000	66,750	746,750
2041	705,000	40,781	745,781
2042	735,000	13,781	748,781
2043			
2044			
	<u>\$ 11,270,000</u>	<u>\$ 5,292,069</u>	<u>\$ 16,562,069</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

S E R I E S - 2 0 1 6 R O A D

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 105,000	\$ 134,275	\$ 239,275
2021	115,000	128,775	243,775
2022	120,000	122,900	242,900
2023	130,000	116,650	246,650
2024	135,000	110,025	245,025
2025	150,000	102,900	252,900
2026	160,000	95,150	255,150
2027	165,000	87,025	252,025
2028	165,000	80,838	245,838
2029	170,000	76,650	246,650
2030	170,000	72,400	242,400
2031	170,000	67,937	237,937
2032	180,000	63,125	243,125
2033	175,000	58,025	233,025
2034	180,000	52,700	232,700
2035	185,000	47,225	232,225
2036	190,000	41,600	231,600
2037	195,000	35,825	230,825
2038	200,000	29,900	229,900
2039	205,000	23,825	228,825
2040	210,000	17,469	227,469
2041	220,000	10,750	230,750
2042	225,000	3,656	228,656
2043			
2044			
	<u>\$ 3,920,000</u>	<u>\$ 1,579,625</u>	<u>\$ 5,499,625</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

S E R I E S - 2 0 1 6 A R O A D

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 115,000	\$ 103,325	\$ 218,325
2021	125,000	100,925	225,925
2022	130,000	98,375	228,375
2023	135,000	95,725	230,725
2024	140,000	92,975	232,975
2025	150,000	90,075	240,075
2026	155,000	87,025	242,025
2027	160,000	83,876	243,876
2028	170,000	80,469	250,469
2029	170,000	76,750	246,750
2030	175,000	72,650	247,650
2031	180,000	68,212	248,212
2032	180,000	63,712	243,712
2033	190,000	58,969	248,969
2034	195,000	53,794	248,794
2035	195,000	48,431	243,431
2036	200,000	42,750	242,750
2037	210,000	36,600	246,600
2038	215,000	30,225	245,225
2039	220,000	23,700	243,700
2040	220,000	17,100	237,100
2041	225,000	10,425	235,425
2042	235,000	3,525	238,525
2043			
2044			
	<u>\$ 4,090,000</u>	<u>\$ 1,439,613</u>	<u>\$ 5,529,613</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

SERIES - 2017 UTILITY

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 145,000	\$ 184,519	\$ 329,519
2021	150,000	178,619	328,619
2022	160,000	172,419	332,419
2023	165,000	165,918	330,918
2024	170,000	159,218	329,218
2025	175,000	152,318	327,318
2026	185,000	145,118	330,118
2027	190,000	139,281	329,281
2028	195,000	134,219	329,219
2029	205,000	128,219	333,219
2030	215,000	121,919	336,919
2031	220,000	115,394	335,394
2032	230,000	108,644	338,644
2033	240,000	101,444	341,444
2034	245,000	93,866	338,866
2035	255,000	86,053	341,053
2036	265,000	77,928	342,928
2037	275,000	69,319	344,319
2038	285,000	60,219	345,219
2039	300,000	50,525	350,525
2040	310,000	40,231	350,231
2041	320,000	29,400	349,400
2042	335,000	17,938	352,938
2043	345,000	6,038	351,038
2044			
	<u>\$ 5,580,000</u>	<u>\$ 2,538,766</u>	<u>\$ 8,118,766</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

S E R I E S - 2 0 1 7 R O A D

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 235,000	\$ 290,381	\$ 525,381
2021	245,000	280,781	525,781
2022	255,000	270,781	525,781
2023	265,000	260,380	525,380
2024	275,000	249,582	524,582
2025	285,000	238,382	523,382
2026	295,000	226,782	521,782
2027	305,000	217,450	522,450
2028	320,000	210,018	530,018
2029	330,000	201,481	531,481
2030	340,000	191,844	531,844
2031	355,000	181,419	536,419
2032	370,000	170,544	540,544
2033	380,000	159,294	539,294
2034	395,000	147,669	542,669
2035	410,000	135,338	545,338
2036	425,000	122,291	547,291
2037	440,000	108,500	548,500
2038	460,000	93,875	553,875
2039	475,000	78,384	553,384
2040	495,000	62,015	557,015
2041	510,000	45,056	555,056
2042	530,000	27,506	557,506
2043	550,000	9,281	559,281
2044			
	<u>\$ 8,945,000</u>	<u>\$ 3,979,034</u>	<u>\$ 12,924,034</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

SERIES - 2018 UTILITY

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 160,000	\$ 238,900	\$ 398,900
2021	195,000	231,582	426,582
2022	200,000	225,657	425,657
2023	215,000	219,432	434,432
2024	225,000	212,831	437,831
2025	245,000	205,781	450,781
2026	255,000	198,281	453,281
2027	260,000	190,556	450,556
2028	270,000	182,606	452,606
2029	275,000	174,431	449,431
2030	275,000	166,181	441,181
2031	280,000	157,856	437,856
2032	285,000	149,381	434,381
2033	285,000	140,653	425,653
2034	295,000	131,406	426,406
2035	305,000	121,656	426,656
2036	305,000	111,363	416,363
2037	315,000	100,513	415,513
2038	325,000	89,313	414,313
2039	330,000	77,438	407,438
2040	335,000	64,969	399,969
2041	350,000	52,125	402,125
2042	360,000	38,812	398,812
2043	420,000	24,187	444,187
2044	435,000	8,156	443,156
	<u>\$ 7,200,000</u>	<u>\$ 3,514,066</u>	<u>\$ 10,714,066</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

SERIES - 2018 ROAD

Due During Fiscal Years Ending January 31	Principal Due March 1	Interest Due March 1/ September 1	Total
2020	\$ 210,000	\$ 273,921	\$ 483,921
2021	230,000	265,031	495,031
2022	240,000	257,981	497,981
2023	245,000	250,706	495,706
2024	250,000	243,281	493,281
2025	245,000	235,856	480,856
2026	255,000	228,356	483,356
2027	265,000	220,556	485,556
2028	265,000	212,606	477,606
2029	280,000	204,432	484,432
2030	290,000	195,882	485,882
2031	300,000	187,032	487,032
2032	310,000	177,882	487,882
2033	325,000	168,153	493,153
2034	335,000	157,631	492,631
2035	350,000	146,500	496,500
2036	365,000	134,425	499,425
2037	375,000	121,475	496,475
2038	385,000	108,175	493,175
2039	405,000	93,844	498,844
2040	425,000	78,281	503,281
2041	440,000	62,062	502,062
2042	455,000	45,281	500,281
2043	480,000	27,750	507,750
2044	500,000	9,375	509,375
	<u>\$ 8,225,000</u>	<u>\$ 4,106,474</u>	<u>\$ 12,331,474</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
LONG-TERM DEBT SERVICE REQUIREMENTS
JANUARY 31, 2019**

ANNUAL REQUIREMENTS
FOR ALL SERIES

Due During Fiscal Years Ending January 31	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2020	\$ 1,275,000	\$ 1,639,746	\$ 2,914,746
2021	1,375,000	1,583,088	2,958,088
2022	1,435,000	1,528,575	2,963,575
2023	1,500,000	1,472,398	2,972,398
2024	1,555,000	1,413,874	2,968,874
2025	1,620,000	1,353,024	2,973,024
2026	1,690,000	1,289,549	2,979,549
2027	1,750,000	1,231,881	2,981,881
2028	1,805,000	1,181,518	2,986,518
2029	1,865,000	1,129,900	2,994,900
2030	1,920,000	1,075,463	2,995,463
2031	1,980,000	1,018,488	2,998,488
2032	2,045,000	958,839	3,003,839
2033	2,110,000	895,757	3,005,757
2034	2,180,000	829,222	3,009,222
2035	2,255,000	759,648	3,014,648
2036	2,330,000	685,633	3,015,633
2037	2,410,000	606,858	3,016,858
2038	2,495,000	524,895	3,019,895
2039	2,585,000	438,591	3,023,591
2040	2,675,000	346,815	3,021,815
2041	2,770,000	250,599	3,020,599
2042	2,875,000	150,499	3,025,499
2043	1,795,000	67,256	1,862,256
2044	935,000	17,531	952,531
	<u>\$ 49,230,000</u>	<u>\$ 22,449,647</u>	<u>\$ 71,679,647</u>

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
CHANGES IN LONG-TERM BOND DEBT
FOR THE YEAR ENDED JANUARY 31, 2019**

Description	Original Bonds Issued	Bonds Outstanding February 1, 2018	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Utility Bonds - Series 2016	\$ 11,565,000	\$ 11,565,000	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Road Bonds - Series 2016	4,015,000	4,015,000	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Road Bonds - Series 2016A	4,200,000	4,200,000	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Utility Bonds - Series 2017	5,580,000	5,580,000	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Road Bonds - Series 2017	8,945,000	8,945,000	
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Utility Bonds - Series 2018	7,200,000		
Belmont Fresh Water Supply District No. 1 of Denton County Unlimited Tax Road Bonds - Series 2018	<u>8,225,000</u>		
TOTAL	<u>\$ 49,730,000</u>	<u>\$ 34,305,000</u>	
Bond Authority:	<u>Utility Bonds</u>	<u>Road Bonds</u>	<u>Utility and Road Refunding Bonds</u>
Amount Authorized by Voters	\$ 76,475,000	\$ 131,040,000	\$ 311,275,000
Amount Issued	<u>24,345,000</u>	<u>25,385,000</u>	
Remaining to be Issued	<u>\$ 52,130,000</u>	<u>\$ 105,655,000</u>	<u>\$ 311,275,000</u>

See accompanying independent auditor's report.

<u>Current Year Transactions</u>				
<u>Bonds Sold</u>	<u>Retirements</u>		<u>Bonds Outstanding January 31, 2019</u>	<u>Paying Agent</u>
	<u>Principal</u>	<u>Interest</u>		
\$	\$ 295,000	\$ 430,925	\$ 11,270,000	Regions Bank Houston, TX
	95,000	139,275	3,920,000	Regions Bank Houston, TX
	110,000	105,575	4,090,000	Regions Bank Houston, TX
		177,527	5,580,000	Regions Bank Houston, TX
		279,508	8,945,000	Regions Bank Houston, TX
7,200,000			7,200,000	Regions Bank Houston, TX
<u>8,225,000</u>			<u>8,225,000</u>	Regions Bank Houston, TX
<u>\$ 15,425,000</u>	<u>\$ 500,000</u>	<u>\$ 1,132,810</u>	<u>\$ 49,230,000</u>	

Debt Service Fund cash and investment balances as of January 31, 2019: \$ 4,065,538

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 2,867,186

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

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND - FIVE YEARS**

	Amounts		
	2019	2018	2017
REVENUES			
Property Taxes	\$ 959,054	\$ 752,507	\$ 417,784
Penalty and Interest	11,815	16,159	
Permit Fees	834,600	766,600	949,000
Franchise Fees	122,498	90,138	74,504
Miscellaneous Revenues	40,287	15,790	4,497
TOTAL REVENUES	\$ 1,968,254	\$ 1,641,194	\$ 1,445,785
EXPENDITURES			
Professional Fees	\$ 200,960	\$ 148,333	\$ 219,783
Contracted Services	189,306	111,936	78,404
Repairs and Maintenance	70,784	24,315	10,057
Inspection Services	331,851	294,780	250,014
Other	35,894	49,331	13,083
Capital Outlay	1,358,647		
TOTAL EXPENDITURES	\$ 2,187,442	\$ 628,695	\$ 571,341
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	\$ (219,188)	\$ 1,012,499	\$ 874,444
OTHER FINANCING SOURCES (USES)			
Transfers In(Out)	\$	\$ 50,000	\$ 62,164
Developer Advances			
TOTAL OTHER FINANCING SOURCES (USES)	\$ - 0 -	\$ 50,000	\$ 62,164
NET CHANGE IN FUND BALANCE	\$ (219,188)	\$ 1,062,499	\$ 936,608
BEGINNING FUND BALANCE	2,905,960	1,843,461	906,853
ENDING FUND BALANCE	\$ 2,686,772	\$ 2,905,960	\$ 1,843,461

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2016	2015	2019	2018	2017	2016	2015
\$ 632,645	\$ 174,664	48.8 %	45.8 %	28.9 %	46.9 %	35.1 %
		0.6	1.0			
674,835	312,550	42.4	46.7	65.6	50.0	63.0
41,122	9,190	6.2	5.5	5.2	3.0	1.9
819	32	2.0	1.0	0.3	0.1	
<u>\$ 1,349,421</u>	<u>\$ 496,436</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
\$ 153,724	\$ 101,799	10.2 %	9.0 %	15.2 %	11.4 %	20.5 %
49,345	73,384	9.6	6.8	5.4	3.7	14.8
		3.6	1.5	0.7		
215,480	93,480	16.9	18.0	17.3	16.0	18.8
84,412	33,670	1.8	3.0	0.9	6.3	6.8
80,310	227,645	69.0			6.0	45.9
<u>\$ 583,271</u>	<u>\$ 529,978</u>	<u>111.1 %</u>	<u>38.3 %</u>	<u>39.5 %</u>	<u>43.4 %</u>	<u>106.8 %</u>
\$ 766,150	\$ (33,542)	<u>(11.1) %</u>	<u>61.7 %</u>	<u>60.5 %</u>	<u>56.6 %</u>	<u>(6.8) %</u>
\$	\$					
	164,468					
<u>\$ - 0 -</u>	<u>\$ 164,468</u>					
\$ 766,150	\$ 130,926					
140,703	9,777					
<u>\$ 906,853</u>	<u>\$ 140,703</u>					

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
DEBT SERVICE FUND - FIVE YEARS**

	Amounts		
	2019	2018	2017
REVENUES			
Property Taxes	\$ 1,681,435	\$ 986,649	\$
Penalty and Interest	4,493		
Miscellaneous Revenues	<u>27,155</u>	<u>2,621</u>	<u>1,309</u>
TOTAL REVENUES	<u>\$ 1,713,083</u>	<u>\$ 989,270</u>	<u>\$ 1,309</u>
EXPENDITURES			
Tax Collection Expenditures	\$ 500,750	\$ 14,628	\$
Debt Service Interest and Fees	<u>1,136,841</u>	<u>713,069</u>	<u>158,541</u>
TOTAL EXPENDITURES	<u>\$ 1,637,591</u>	<u>\$ 727,697</u>	<u>\$ 158,541</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>\$ 75,492</u>	<u>\$ 261,573</u>	<u>\$ (157,232)</u>
OTHER FINANCING SOURCES (USES)			
Proceeds From Issuance of Long-Term Debt	<u>\$ 119,653</u>	<u>\$ 241,250</u>	<u>\$ 977,706</u>
NET CHANGE IN FUND BALANCE	\$ 195,145	\$ 502,823	\$ 820,474
BEGINNING FUND BALANCE	<u>1,323,297</u>	<u>820,474</u>	<u></u>
ENDING FUND BALANCE	<u>\$ 1,518,442</u>	<u>\$ 1,323,297</u>	<u>\$ 820,474</u>
TOTAL ACTIVE RETAIL WATER CONNECTIONS	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

See accompanying independent auditor's report.

		Percentage of Total Revenues				
2016	2015	2019	2018	2017	2016	2015
\$	\$	98.1 %	99.7 %	%	%	%
		0.3				
		1.6	0.3	100.0		
\$ - 0 -	\$ - 0 -	100.0 %	100.0 %	100.0 %	%	%
\$	\$	29.2 %	1.5 %	%	%	%
		66.4	72.1	12,111.6		
\$ - 0 -	\$ - 0 -	95.6 %	73.6 %	12,111.6 %	%	%
\$ - 0 -	\$ - 0 -	4.4 %	26.4 %	(12,011.6) %	N/A %	N/A %
\$ - 0 -	\$ - 0 -					
\$ - 0 -	\$ - 0 -					
\$ - 0 -	\$ - 0 -					
N/A	N/A					
N/A	N/A					

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
JANUARY 31, 2019**

District Mailing Address - Belmont Fresh Water Supply District No. 1
of Denton County
c/o Crawford & Jordan LLP
3100 McKinnon Street, Suite 1100
Dallas, TX 75201

District Telephone Number - (214) 981-9090

Supervisors:	Term of Office (Elected or Appointed)	Fees of Office for the year ended January 31, 2019	Expense Reimbursements for the year ended January 31, 2019	Title
Matthew J. Befort	05/2018 05/2022 (Elected)	\$ 1,500	\$ 17	President
Charles D. Beagle	05/2016 05/2020 (Elected)	\$ 1,800	\$ 20	Vice President
Guinn W. Phillips	05/2018 05/2022 (Elected)	\$ 1,950	\$ 20	Secretary
David Booth	05/2018 05/2022 (Appointed)	\$ 1,500	\$ 15	Assistant Secretary

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

Submission date of most recent District Registration Form (TWC Sections 36.054 and 49.054):
September 6, 2018.

The limit on Fees of Office that a Supervisor may receive during a fiscal year is \$7,200 as set by Board Resolution on August 6, 2007. Fees of Office are the amounts actually paid to a Supervisor during the District's current fiscal year.

See accompanying independent auditor's report.

**BELMONT FRESH WATER SUPPLY DISTRICT NO. 1
OF DENTON COUNTY
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
JANUARY 31, 2019**

Consultants:	<u>Date Hired</u>	<u>Fees / Compensation for the year ended January 31, 2019</u>	<u>Title</u>
Crawford & Jordan, LLP	07/30/07	\$ 95,446	General Counsel
McCall Parkhurst & Horton L.L.P.		\$ 400,462	Bond Counsel
McCall Gibson Swedlund Barfoot PLLC	01/15/14	\$ 14,400 \$ 24,400	Auditor AUP/Other Services
L & S District Services, LLC	04/18/18	\$ 12,908 \$ 2,100	Bookkeeper Bond Related
Kathi Dye CPA, LLC	01/23/08	\$ 5,905	Prior Bookkeeper
Jones & Carter, Inc.	08/06/07	\$ 616,857	Engineer
Robert W. Baird & Co. Incorporated	02/18/15	\$ 314,031	Financial Advisor
Debra Loggins		\$ -0-	Investment Officer

See accompanying independent auditor's report.

APPENDIX B

Specimen Municipal Bond Insurance Policy



MUNICIPAL BOND INSURANCE POLICY

ISSUER:

BONDS: \$ in aggregate principal amount of

Policy No: -N

Effective Date:

Premium: \$

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

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

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

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

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

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

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

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

ASSURED GUARANTY MUNICIPAL CORP.

By _____
Authorized Officer

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