

**OFFICIAL NOTICE OF SALE, BID FORM
and
PRELIMINARY OFFICIAL STATEMENT**

\$23,000,000*
MCLENNAN COUNTY, TEXAS

**Combination Tax and Limited Pledge Revenue
Certificates of Obligation
Series 2019**

***Bids Due
Tuesday, July 30, 2019
at
10:00 A.M., Central Time***

**Preliminary; subject to change.*

MAP SHOWING LOCATION FOR MCLENNAN COUNTY, TEXAS



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

OFFICIAL NOTICE OF SALE

\$23,000,000*

MCLENNAN COUNTY, TEXAS

COMBINATION TAX AND LIMITED PLEDGE REVENUE CERTIFICATES OF OBLIGATION, SERIES 2019

Dated: July 23, 2019

CERTIFICATES OFFERED FOR SALE AT COMPETITIVE BID: The Commissioners Court of McLennan County, Texas (the "County" or "Issuer") is offering for sale at competitive bid its \$23,000,000* Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019 (the "Certificates").

Bidders may submit bids for the Certificates electronically by internet as described below in "BIDS BY INTERNET".

BIDS BY INTERNET: Interested bidders may, at their option and risk, submit their bid by electronic media, as described below, by 10:00 A.M., Central Time, on July 30, 2019. Bidders submitting a bid by Internet **shall not be required to submit signed Official Bid Forms prior to the award.** Any prospective bidder that intends to submit an electronic bid must submit its electronic bid via the facilities of the i-Deal, LLC Parity System ("PARITY") and should, as a courtesy, register with PARITY by no later than 9:00 A.M., Central Time ("CT"), on July 30, 2019 indicating their intent to submit a bid by internet.

In the event of a malfunction in the electronic bidding process, bidders may submit their bids by email to mmcliney@samcocapital.com. If there is a malfunction of the electronic bidding process and a bidder submits a bid via email or facsimile, please call 210-832-9760 to notify the Financial Advisor (defined below) of the incoming bid. Any bid received after the scheduled time for their receipt will not be accepted.

The official time for the receipt of bids shall be the time maintained by PARITY. All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale, Official Bid Form and the Preliminary Official Statement. To the extent that any instructions or directions set forth in PARITY conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. For further information about the PARITY System, potential bidders may contact PARITY, c/o Ipreo Holdings LLC, 1359 Broadway, New York, New York 10018, 212-849-5021.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Certificates on the terms provided in this Official Notice of Sale, and shall be binding upon the bidder as if made by a signed sealed bid delivered to the County. The County shall not be responsible for any malfunction or mistake made by, or as a result of the use of PARITY, the use of such facilities being at the sole risk of the prospective bidder.

BIDS BY FACSIMILE: BIDS BY FACSIMILE WILL NOT BE ACCEPTED.

BIDS BY TELEPHONE: BIDS BY TELEPHONE WILL NOT BE ACCEPTED.

PLACE AND TIME OF BID OPENING: The bids for the Certificates will be publicly opened and reviewed at the County Judges office 501 Washington, Room 214, Waco, Texas 76701, at 10:00 A.M, Central Time, on Tuesday, July 30, 2019.

AWARD AND SALE OF THE CERTIFICATES: At a regular meeting scheduled to start at 9:00 A.M. Central Time, Tuesday, July 30, 2019, the Commissioners Court will take action to reject all bids or award the sale of the Certificates pursuant to an order (the "Order") to be adopted by the Commissioners Court on July 30, 2019. The Issuer reserves the right to reject any or all bids and to waive any irregularities, except time of filing. See "CONDITIONS OF SALE – BASIS OF AWARD" herein.

* Preliminary, subject to change. See "CONDITIONS OF SALE - ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

THE CERTIFICATES

DESCRIPTION OF CERTAIN TERMS OF THE CERTIFICATES: The Certificates will be dated August 1, 2019 (the "Dated Date") and interest on the Certificates shall accrue from the Dated Date and will be payable on each June 1 and December 1 commencing December 1, 2019 until the earlier of stated maturity or prior redemption. The Certificates will be issued as fully-registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository"). Book-entry interests in the Certificates will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof within a stated maturity. Purchasers of the Certificates ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Certificates purchased. So long as DTC or its nominee is the registered owner of the Certificates, the principal of and interest on the Certificates will be payable by the Paying Agent/Registrar, initially BOKF, NA, Dallas, Texas, to the Securities Depository, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Certificates. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

MATURITY SCHEDULE

The Certificates will be stated to mature on June 1 in each of the following years in the following amounts:

<u>Stated Maturity</u>	<u>Principal Amount*</u>	<u>Stated Maturity</u>	<u>Principal Amount*</u>
2020	\$ 450,000	2030	\$ 1,190,000
2021	750,000	2031	1,225,000
2022	775,000	2032	1,260,000
2023	965,000	2033	1,300,000
2024	995,000	2034	1,335,000
2025	1,025,000	2035	1,380,000
2026	1,055,000	2036	1,420,000
2027	1,085,000	2037	1,460,000
2028	1,120,000	2038	1,505,000
2029	1,155,000	2039	1,550,000

OPTIONAL REDEMPTION: The Issuer reserves the right to redeem the Certificates maturing on and after June 1, 2029*, on June 1, 2028*, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE CERTIFICATES –Redemption Provisions-Optional Redemption" in the Preliminary Official Statement.)

SERIAL CERTIFICATES AND/OR TERM CERTIFICATES: Bidders may provide that all of the Certificates be issued as serial maturities or may provide that any two or more consecutive annual principal amounts for maturities 2030 through 2039 be combined into one or more term Certificates ("Term Certificates").

MANDATORY SINKING FUND REDEMPTION: If the successful bidder designates principal amounts to be combined into one or more Term Certificates, each such Term Certificate will be subject to mandatory sinking fund redemption commencing on June 1 of the first year which has been combined to form such Term Certificate and continuing on June 1 in each year thereafter until the stated maturity date of that Term Certificate. The amount redeemed in any year will be equal to the principal amount for such year set forth in the table under the caption "MATURITY SCHEDULE" above. Certificates to be redeemed in any year by mandatory sinking fund redemption will be redeemed at par and will be selected by lot from among the Certificates then subject to such mandatory sinking fund redemption.

The principal amount of the Term Certificates of a stated maturity required to be redeemed pursuant to the operation of such mandatory redemption provisions may be reduced, at the option of the County, by the principal amount of Term Certificates of like stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the County 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 County, or (3) shall have been redeemed pursuant to the optional redemption provisions set forth above and not theretofore credited against a mandatory redemption requirement.

The Final Official Statement will incorporate the mandatory redemption provisions for the Certificates in the event the successful bidder elects to convert serial maturities into one or more Term Certificates.

AUTHORITY FOR ISSUANCE AND SECURITY FOR PAYMENT: The Certificates are being issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, Texas Local Government Code, Section 1473.002, as amended, Texas Local Government Code, Chapter 323, as amended, and the Order to be adopted by the Commissioners Court on July 30, 2019. (See "THE CERTIFICATES - Authority for Issuance" in the Preliminary Official Statement.)

* Preliminary, subject to change. See "CONDITIONS OF SALE - ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

The Certificates constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the County, within the limits prescribed by law and additionally by a lien on and pledge of the Pledged Revenues (as defined in the Order) derived from the operation of the County's library system. (See "THE CERTIFICATES - Security for Payment" in the Preliminary Official Statement.) The County has previously authorized the issuance of the Previously Issued Parity Obligations that are payable in part from and secured by a lien on and pledge of a limited amount of the Pledged Revenues of the library system as described in the orders authorizing the issuance of the currently outstanding Previously Issued Parity Obligations. In the Order, the County retains the right to issue Prior Lien Bonds, Junior Lien Bonds, and Additional Parity Obligations (each as defined in the Order) without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise.

PAYING AGENT/REGISTRAR: The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas, Texas. In the Order, the County covenants to provide a Paying Agent/Registrar at all times while the Certificates are outstanding, and any Paying Agent/Registrar selected by the County shall be a commercial bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. The Paying Agent/Registrar will maintain the Security Register containing the names and addresses of the registered owners of the Certificates. In the Order the County retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the Issuer, such Paying Agent/Registrar, promptly upon the appointment of a successor, is required to deliver the Security Register to the successor Paying Agent/Registrar.

In the event there is a change in the Paying Agent/Registrar, the County has agreed to notify each registered owner of the Certificates then outstanding by United States mail, first-class postage prepaid, at the address in the Security Register, stating the effective date of the change and the mailing address of the successor Paying Agent/Registrar.

BOOK-ENTRY-ONLY SYSTEM: The County intends to utilize the Book-Entry-Only System of DTC, with respect to the issuance of the Certificates. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

PRELIMINARY OFFICIAL STATEMENT AND OTHER TERMS AND COVENANTS IN THE ORDER: Further details regarding the Certificates and certain covenants of the County contained in the Order are set forth in the Preliminary Official Statement to which reference is made for all purposes.

CONDITIONS OF SALE

TYPES OF BIDS AND INTEREST RATES: The Certificates will be sold in one block on an "All or None" basis, and at a price of not less than their par value, plus accrued interest on the Certificates from the Dated Date of the Certificates to the date of Initial Delivery (defined herein) of the Certificates. **No bid producing a cash premium on the Certificates that results in a dollar price of less than 101% nor greater than 106% will be considered; provided, however, that any bid is subject to adjustment as described under the caption "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS".** Bidders are invited to name the rate(s) of interest to be borne by the Certificates, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1% and the net effective interest for the Certificates (calculated in the manner required by Texas Government Code, Chapter 1204, as amended) must not exceed 15%. **The highest rate bid may not exceed the lowest rate bid by more than 300 basis points (or 3% in rate). No limitation is imposed upon bidders as to the number of rates or changes which may be used.** All Certificates of one stated maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

BASIS OF AWARD: The sale of the Certificates will be awarded to the bidder making a bid that conforms to the specifications herein and which produces the lowest **True Interest Cost** rate to the Issuer (the "Purchaser" or the "Initial Purchaser"). The True Interest Cost rate is that rate which, when used to compute the total present value as of the Dated Date of all debt service payments on the Certificates on the basis of semi-annual compounding, produces an amount equal to the sum of the par value of the Certificates plus the premium any (but not interest accrued from the Dated Date to the date of their delivery). In the event of a bidder's error in interest cost rate calculation, the interest rates, and premium, if any, set forth in the Official Bid Form will be considered as the intended bid.

In order to provide the County and its consultants with information required to be submitted to the Texas Bond Review Board pursuant to Section 1202.008, Texas Government Code, as amended, the Initial Purchaser will be required to provide the County (on or before the 10th business day prior to the delivery of the Certificates) with a breakdown of its "underwriting spread" among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

ESTABLISHMENT OF ISSUE PRICE:

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

the County's Financial Advisor and Bond Counsel and any notice or report to be provided to the County may be provided to the County's Financial Advisor and Bond Counsel.

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

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

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

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

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

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

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

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

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

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

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

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

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The County reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$23,000,000. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the County to reflect such increase or decrease. The County will attempt to maintain total per bond underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

GOOD FAITH DEPOSIT: A bank cashier's check payable to the order of "McLennan County, Texas" in the amount of **\$460,000 which is 2% of the par value of the Certificates** (the "Good Faith Deposit") is required. The Good Faith Deposit of the Purchaser will be retained uncashed by the Issuer until the Certificates are delivered, and at that time it will be returned to the Purchaser of the Certificates. However, should the Purchaser fail or refuse to take up and pay for the Certificates, the Good Faith Deposit will be cashed by the County and the proceeds accepted as full and complete liquidated damages. The above mentioned Good Faith Deposit may accompany the bid, or it may be submitted separately; however, if submitted separately, it shall be made available to the Issuer prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which will authorize its use as a Good Faith Deposit by the Purchaser who shall be named in such instructions. No interest will be paid or allowed on any Good Faith Deposit. The checks accompanying all other bids will be returned immediately after the bids are opened and the award of the sale of the Certificates has been made.

ADDITIONAL CONDITION OF AWARD — DISCLOSURE OF INTERESTED PARTY FORM: Described hereinafter is a legal obligation of the County to receive information from the winning bidder if the bidder is not a publically traded business entity or a wholly owned subsidiary of a publically traded business entity (a "Privately Held Bidder"). Effective January 1, 2018, pursuant to Texas Government Code Section 2252.908 (the "Interested Party Disclosure Act"), the County may not award the Certificates to a winning bidder which is a Privately Held Bidder unless such party submits a Certificate of Interested Parties Form 1295 (the "Disclosure Form") to the County as prescribed by the Texas Ethics Commission ("TEC"). See "Official Bid Form". In the event

that a Privately Held Bidder's bid for the Certificates conforms to the specifications herein and is the best bid received, the County, acting through its financial advisor, will promptly notify the bidder. The apparent winning bidder listed on the Official Bid Form must have submitted a completed Disclosure Form, as described below, not later than 1 hour after the deadline for the submission of bids in order for County to complete the formal award. If the apparent winning bidder is a Privately Held Bidder and fails to file the Disclosure Form within the time period described in the previous sentence, the County reserves the right to notify the apparent winning bidder on the Official Bid Form that their bid has been rejected and award the sale to the next lowest bidder.

For purposes of completing the Disclosure Form, reference is made to the following information needed to complete it: (a) item 2 – name of governmental entity – “McLennan County, Texas” and (b) item 3 – the identification number assigned to this contract by the County (2019 Cert of Oblg.) and description of the goods or services assigned to this contract by the County – “purchase 2019 CO’s”. The Interested Party Disclosure Act and the rules adopted by the TEC with respect thereto (the “Disclosure Rules”) require a business entity contracting with the County to (i) complete the Disclosure Form electronically at www.ethics.state.tx.us and (ii) print, sign and deliver, in physical form, the Disclosure Form and certification of filing that is generated by the TEC’s “electronic portal” to the County. Following the electronic filing with the TEC, the winning bidder listed on the Official Bid Form must submit an electronic copy of their completed Disclosure Form and certification of filing to the County at: frances.bartlett@co.mclennan.tx.us, to the County’s financial advisor at mmcliney@samcocapital.com and to Bond Counsel at clayton.binford@nortonrosefulbright.com. Originals of the completed Disclosure Form and the certification of filing must be physically delivered to the County within 2 business days of the award at the following address: Ms. Frances Bartlett, McLennan County, 214 N. 4th Street, Suite 100, Waco, TX 76701. Following the award of the Certificates, the County will, if required, acknowledge the receipt of the completed Disclosure Form through the TEC website, as required by law.

Preparations for completion, and the significance of, the reported information. In accordance with the Interested Party Disclosure Act, the information reported by the winning Privately Held Bidder must be declared by an authorized agent of the Privately Held Bidder. No exceptions may be made to that requirement. The Interested Party Disclosure Act and the Disclosure Form provide that such acknowledgment is made "under penalty of perjury." Consequently, a Privately Held Bidder should take appropriate steps prior to completion of the Disclosure Form to familiarize itself with the Interested Party Disclosure Act, the Disclosure Rules and the Disclosure Form. Time will be of the essence in submitting the form to the County, and no final award will be made by the County regarding the sale of the Certificates until a completed Disclosure Form from the winning Privately Held Bidder is received. If applicable, the County reserves the right to reject any bid that does not satisfy the requirement of a completed Disclosure Form, as described herein. Neither the County nor its consultants have the ability to verify the information included in a Disclosure Form, and neither party has an obligation nor undertakes responsibility for advising any bidder with respect to the proper completion of the Disclosure Form. Consequently, an entity intending to bid on the Certificates should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form, if required, promptly upon notification from the County that its bid is the conditional winning bid.

ADDITIONAL CONDITION OF AWARD – COMPLIANCE WITH LAW PROHIBITING CONTRACTS WITH COMPANIES THAT BOYCOTT ISRAEL AND CERTAIN COMPANIES ENGAGED IN BUSINESS WITH IRAN, SUDAN OR FOREIGN TERRORIST ORGANIZATIONS... To the extent the sale of the Certificates that is the subject of this Notice of Sale constitutes a contract for goods or services within the meaning of Section 2270.002 of the Texas Government Code, as amended, each bidder, through submittal of an executed Official Bid Form, verifies that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not boycott Israel and, to the extent this Notice of Sale is a contract for goods or services, will not boycott Israel during the term of the agreement set forth in the Official Bid Form. The foregoing verification is made solely to comply with Section 2270.002, Texas Government Code, as amended, and to the extent such Section does not contravene applicable Federal or State law. As used in the foregoing verification, “boycott Israel” means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes. Each bidder understands “affiliate” to mean an entity that controls, is controlled by, or is under common control with the bidder and exists to make a profit.

Each bidder, through submittal of the executed Official Bid Form, represents that neither it nor any of its parent company, wholly- or majority-owned subsidiaries, and other affiliates is a company identified on a list prepared and maintained by the Texas Comptroller of Public Accounts under Section 2252.153 or Section 2270.0201, Texas Government Code, as amended and posted on any of the following pages of such officer’s internet website:

<https://comptroller.texas.gov/purchasing/docs/sudan-list.pdf>, <https://comptroller.texas.gov/purchasing/docs/iran-list.pdf>, or <https://comptroller.texas.gov/purchasing/docs/fto-list.pdf>.

The foregoing representation is made solely to comply with Section 2252.152, Texas Government Code, as amended and to the extent such Section does not contravene applicable Federal or State law and excludes each bidder and each of its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization. Each bidder understands “affiliate” to mean any entity that controls, is controlled by, or is under common control with the bidder and exists to make a profit.

IMPACT OF BIDDING SYNDICATE ON AWARD. For purposes of contracting for the sale of the Certificates, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Certificates. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the County

is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

OFFICIAL STATEMENT

To assist the Initial Purchaser in complying with Rule 15c2-12 of the Securities and Exchange Commission ("SEC"), the Issuer and the Initial Purchaser contract and agree, by the submission and acceptance of the winning bid, as follows:

COMPLIANCE WITH RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION: The Issuer has approved and authorized distribution of the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Certificates, but does not presently intend to prepare any other document or version thereof for such purpose, except as described below. Accordingly, the Issuer deems the accompanying Preliminary Official Statement to be "deemed final" as of its date, within the meaning of Rule 15c2-12 of the SEC (the "Rule"), except for information relating to the offering prices, interest rates, final debt service schedule, selling compensation, identity of the Purchaser and other similar information, terms and provisions to be specified in the competitive bidding process. The Initial Purchaser shall be responsible for promptly informing the Issuer of the initial offering yields of the Certificates.

Thereafter, the Issuer will complete and authorize distribution of the Final Official Statement identifying the Initial Purchaser and containing such previously omitted pricing information. The Issuer does not intend to amend or supplement the Preliminary Official Statement otherwise, except to take into account certain subsequent events, if any, as described below. By delivering the Final Official Statement or any amendment or supplement thereto in the requested quantity to the Initial Purchaser on or after the sale date, the Issuer intends the same to be final as of such date, within the meaning of the Rule. Notwithstanding the foregoing, the Issuer makes no representation concerning the absence of material misstatements or omissions from the Preliminary Official Statement, except only as and to the extent under "CERTIFICATION OF THE OFFICIAL STATEMENT" as described below. To the best knowledge and belief of the Issuer, the Preliminary Official Statement contains information, including financial information or operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Certificates.

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

COMPLIANCE WITH PRIOR UNDERTAKINGS: During the last five years, the Issuer has complied in all material respects with its previous continuing disclosure agreements made pursuant to the Rule.

FINAL OFFICIAL STATEMENT: The Issuer will furnish to the Purchaser, within seven (7) business days after the sale date, an aggregate maximum of fifty (50) copies of the final Official Statement (and 50 copies of any addenda, supplement or amendment thereto), together with information regarding interest rates and other terms relating to the reoffering of the Certificates, in accordance with the Rule. The Issuer agrees to provide, or cause to be provided, to the Purchaser the Preliminary Official Statement and the Official Statement and any amendments or supplements thereto in such printed or electronic format may be required for the Purchaser to comply with the Rule and the rules of the Municipal Securities Rulemaking Board (the "MSRB"). The Issuer consents to the distribution of such documents in electronic format. The Purchaser may arrange at its own expense to have the final Official Statement reproduced and printed if it requires more than 50 copies and may also arrange, at its own expense and responsibility, for completion and perfection of the first or cover page of the final Official Statement so as to reflect interest rates and other terms and information related to the reoffering of the Certificates. The Purchaser will be responsible for providing information concerning the Issuer and the Certificates to subsequent purchasers of the Certificates, and the Issuer will undertake no responsibility for providing such information other than to make the final Official Statement available to the Purchaser as provided herein. The Issuer's obligation to supplement the final Official Statement to correct representations determined to be materially misleading, after the date of the final Official Statement, shall terminate upon 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 the MSRB, but in no case less than 25 days after the "end of the underwriting period" for the Certificates. The Purchaser by submitting a bid for the Certificates agrees to promptly file the Official Statement with the MSRB. Unless otherwise notified in writing by the Purchaser, the Issuer can assume that the "end of the underwriting period" for purposes of the Rule is the date of the initial delivery of the Certificates to the Purchaser.

CHANGES TO OFFICIAL STATEMENT: If, subsequent to the date of the final Official Statement, the Issuer learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser of any adverse event which causes the final Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Certificates, as described below under "DELIVERY AND ACCOMPANYING DOCUMENTS - CONDITIONS TO DELIVERY," the Issuer will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the final Official Statement satisfactory to the Initial Purchaser; provided,

however, that the obligation of the Issuer to do so will terminate on the date specified under "FINAL OFFICIAL STATEMENT" above.

CERTIFICATION OF THE OFFICIAL STATEMENT: At the time of payment for and delivery of the Initial Certificates, the Initial Purchaser will be furnished a certificate, executed by proper officials of the Issuer, acting in their official capacity, in the form specified in the Official Statement under the heading "OTHER PERTINENT INFORMATION – Certification of the Official Statement." The Preliminary Official Statement and Official Notice of Sale will be approved as to form and content and the use thereof in the offering of the Certificates will be authorized, ratified and approved by the Commissioners Court on the date of sale, and the Initial Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Certificates, a certified copy of such approval, duly executed by the proper officials of the Issuer.

DELIVERY AND ACCOMPANYING DOCUMENTS

INITIAL DELIVERY OF INITIAL CERTIFICATES: Initial Delivery will be accomplished by the issuance of one fully registered Certificate for each maturity, in the aggregate principal amount of \$23,000,000* payable to the Purchaser (the "Initial Certificate"), signed by the County Judge and County Clerk, by their manual or facsimile signatures, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Initial Delivery will be at the designated office of the Paying Agent/Registrar. Upon delivery of the Initial Certificate, it shall be immediately canceled and one definitive certificate for each maturity in the aggregate principal amount of \$23,000,000* payable to Cede & Co. will be delivered to DTC in connection with DTC's Book-Entry-Only System or to the Paying Agent/Registrar acting on behalf of DTC. Payment for the Certificates must be made in immediately available funds for unconditional credit to the County, or as otherwise directed by the County. The Purchaser will be given six business days' notice of the time fixed for delivery of the Certificates. It is anticipated that the delivery of the Initial Certificates can be made on or about August 28, 2019, but if for any reason the County is unable to make delivery by September 4, 2019, then the County shall immediately contact the Purchaser and offer to allow the Purchaser to extend his obligation to take up and pay for the Certificates an additional 30 days. If the Purchaser does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the County and the Purchaser shall be relieved of any further obligation. In no event shall the County be liable for any damages by reason of its failure to deliver the Certificates, provided that such failure is due to circumstances beyond the County's reasonable control.

DTC DEFINITIVE CERTIFICATES: The Certificates will be issued in book-entry-only form. Cede & Co. is the nominee for DTC. All references herein and in the Official Statement to the holders or registered owners of the Certificates shall mean Cede & Co. and not the beneficial owners of the Certificates. Purchases of beneficial interests in the Certificates will be made in book-entry form in the denomination of \$5,000 principal amounts or any integral multiple thereof. Under certain limited circumstances, there may be a cessation of the immobilization of the Certificates at DTC, or another securities depository, in which case, such beneficial interests would become exchangeable for definitive printed obligations of like principal amount.

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

CONDITIONS TO DELIVERY: The obligation to take up and pay for the Certificates is subject to the following conditions: the issuance of an approving opinion of the Attorney General of Texas, the Initial Purchaser's receipt of the legal opinion of Bond Counsel and the no-litigation certificate, and the non-occurrence of the events described below under the caption "NO MATERIAL ADVERSE CHANGE," all as described below. In addition, if the Issuer fails to comply with its obligations described under "OFFICIAL STATEMENT" above, the Initial Purchaser may terminate its contract to purchase the Certificates by delivering written notice to the Issuer within five (5) days thereafter.

NO MATERIAL ADVERSE CHANGE: The obligations of the Initial Purchaser to take up and pay for the Certificates, and of the Issuer to deliver the Certificates to the Initial Purchaser, are subject to the condition that, up to the time of delivery of and receipt of payment for the Certificates, there shall have been no material adverse change in the affairs of the Issuer subsequent to the date of sale from that set forth in the Official Statement, as it may have been finalized, supplemented or amended through the date of delivery.

LEGAL OPINIONS: The Certificates are offered when, as and if issued, subject to the approval of certain legal matters by the Attorney General of the State of Texas and Bond Counsel (see discussion "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" in the Official Statement).

* Preliminary, subject to change.

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OFFICIAL BID FORM

Honorable Judge and Commissioners Court
 McLennan County
 501 Washington, Room 214
 Waco, Texas 76701

July 30, 2019

Ladies and Gentlemen:

Reference is made to your Official Notice of Sale and Preliminary Official Statement dated July 23, 2019 of \$23,000,000* McLennan County, Texas Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019 (the "Certificates"), both of which constitute a part hereof (the terms of which are hereto agreed as evidenced by our submission of this bid).

For your legally issued Certificates, as described in said Official Notice of Sale and Preliminary Official Statement, we will pay you a price of \$_____ (being a price of no less than 101% nor more than 106% of the par value) plus accrued interest from their Dated Date to the date of delivery to us, for Certificates maturing June 1 and bearing interest as follows:

<u>Stated Maturity</u>	<u>Principal Amount*</u>	<u>Interest Rate</u>	<u>Stated Maturity</u>	<u>Principal Amount*</u>	<u>Interest Rate</u>	<u>Stated Maturity</u>	<u>Principal Amount*</u>	<u>Interest Rate</u>
2020	\$ 450,000	%	2027	\$ 1,085,000	%	2034*	\$ 1,335,000	%
2021	750,000	%	2028	1,120,000	%	2035*	1,380,000	%
2022	775,000	%	2029	1,155,000	%	2036*	1,420,000	%
2023	965,000	%	2030*	1,190,000	%	2037*	1,460,000	%
2024	995,000	%	2031*	1,225,000	%	2038*	1,505,000	%
2025	1,025,000	%	2032*	1,260,000	%	2039*	1,550,000	%
2026	1,055,000	%	2033*	1,300,000	%			

* *Maturities available for term certificates*

Of the principal maturities set forth in the table above, we have created term certificates as indicated in the following table (which may include multiple term certificates, one term certificate or no term certificates if none is indicated). For those years which have been combined into a term certificate, the principal amount shown in the table above will be the mandatory sinking fund redemption amounts in such years except that the amount shown in the year of the term certificate maturity date will mature in such year. The term certificates created are as follows:

<u>Term Certificate Maturity Date June 1</u>	<u>Year of First Mandatory Redemption</u>	<u>Principal Amount of Term Certificate</u>	<u>Interest Rate</u>

Our calculation (which is not part of this bid) of the interest cost in accordance with the above bid is:

TRUE INTEREST COST _____%

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The County reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$23,000,000*. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the County to reflect such increase or decrease. The County will attempt to maintain total per bond underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

By its acceptance of this bid, we understand the County will provide the copies of the Final Official Statement and of any amendments or supplements thereto in accordance with the Official Notice of Sale, and will cooperate to permit the undersigned to comply with Rule 15c2-12 of the Securities and Exchange Commission. The Purchaser by submitting this bid for the Certificates agrees to promptly file the final Official Statement when received from the County with the Municipal Securities Rulemaking Board.

* *Preliminary; subject to change.*

The Initial Certificate(s) shall be registered in the name of _____ (Syndicate Manager), which will upon payment for the Certificates, be canceled by the Paying Agent/Registrar. The Certificates will then be registered in the name of Cede & Co. (DTC's partnership nominee), under the Book-Entry-Only System. We will advise DTC of registration instructions at least five business days prior to the date set for Initial Delivery.

Cashier's Check of the _____ Bank, _____, in the amount of \$460,000 which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Notice of Sale. Upon delivery of the Certificates, said check shall be applied to the purchase price of the Certificates.

We agree to accept delivery of the Initial Certificate(s) through DTC and make payment for the Initial Certificate(s) in immediately available funds at BOKF, NA, Dallas, Texas, no later than 10:00 A.M., Central Time, on August 28, 2019, or thereafter on the date the Initial Certificate(s) are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

Through submittal of this executed Official Bid Form, the undersigned verifies that it does not and will not "boycott Israel" and is not a company on the Texas Comptroller's list concerning the same prepared and maintained thereby under applicable Texas law, all as more fully provided in the Official Notice of Sale under the heading "CONDITIONS OF THE SALE – ADDITIONAL CONDITION OF AWARD - COMPLIANCE WITH LAW PROHIBITING CONTRACTS WITH COMPANIES THAT BOYCOTT ISRAEL AND CERTAIN COMPANIES ENGAGED IN BUSINESS WITH IRAN, SUDAN OR FOREIGN TERRORIST ORGANIZATIONS".

The undersigned agrees to the provisions of the Official Notice of Sale under the subcaption "CONDITIONS OF SALE – ESTABLISHMENT OF ISSUE PRICE" and, as evidence thereof, agrees to complete, execute and deliver to the County by the date of delivery of the Certificates, a certificate relating to the "issue price" of the Certificates in the form and to the effect attached to or accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to the Bond Counsel for the Issuer (as provided under "CONDITIONS OF SALE- ESTABLISHMENT OF ISSUE PRICE" in the Official Notice of Sale.

Upon notification of conditional verbal acceptance, the undersigned unless exempt will complete an electronic form of the Certificate of Interested Parties Form 1295 (the "Disclosure Form") through the Texas Ethics Commission's (the "TEC") electronic portal and the resulting certified Disclosure Form that is generated by the TEC's electronic portal will be printed, signed, notarized and sent by email to the County's financial advisor at MMcLiney@samcocapital.com. The undersigned understands that the failure to provide the certified Disclosure Form will prohibit the County from providing final written award of the enclosed bid. If relying on an exemption, the undersigned will provide written verification of such exemption in lieu of a Disclosure Form.

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

Respectfully submitted,

By: _____
Purchaser's Authorized Representative

ACCEPTANCE CLAUSE

THE ABOVE AND FOREGOING BID IS IN ALL THINGS HEREBY ACCEPTED this 30th day of July 2019, by the Commissioners Court of McLennan County, Texas.

ATTEST:

County Judge, McLennan County, Texas

County Clerk, McLennan County, Texas

\$23,000,000*
MCLENNAN COUNTY, TEXAS
COMBINATION TAX AND LIMITED PLEDGE REVENUE
CERTIFICATES OF OBLIGATION, SERIES 2019

ISSUE PRICE CERTIFICATE

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

1. Reasonably Expected Initial Offering Price.

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

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

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

2. Defined Terms.

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

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

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Certificates. The Sale Date of the Certificates is July 30, 2019.

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

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

*Preliminary. Subject to change.

Underwriter: _____
By: _____
Name: _____
Title: _____

Dated: _____

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SCHEDULE A
EXPECTED OFFERING PRICES

(this page intentionally left blank)

SCHEDULE B
COPY OF UNDERWRITER'S BID

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This Preliminary Official Statement and the information contained herein are subject to completion or amendment without notice. These securities may not be sold, nor may offers to buy them be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or filing under the securities laws of any such jurisdiction.

NEW ISSUE BOOK-ENTRY-ONLY

Rating: Moody's "Applied For"
(See "OTHER PERTINENT INFORMATION - Ratings", herein)

PRELIMINARY OFFICIAL STATEMENT

Dated: July 23, 2019

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

\$23,000,000*

MCLENNAN COUNTY, TEXAS

COMBINATION TAX AND LIMITED PLEDGE REVENUE CERTIFICATES OF OBLIGATION, SERIES 2019

Dated Date: August 1, 2019

Due: June 1, as shown on page ii

The McLennan County, Texas (the "County" or the "Issuer") \$23,000,000* Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019 (the "Certificates") are being issued pursuant to the Constitution and the general laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, Texas Local Government Code, Section 1473.002, as amended, Texas Local Government Code, Chapter 323, as amended and an order (the "Order") to be adopted by the Commissioners Court on July 30, 2019. (See "THE CERTIFICATES - Authority for Issuance" herein.)

The Certificates constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the County, within the limits prescribed by law and additionally by a lien on and pledge of the Pledged Revenues (as defined in the Order) derived from the operation of the County's library system. The County has previously authorized the issuance of the Previously Issued Parity Obligations that are payable in part from and secured by a lien on and pledge of a limited amount of the Pledged Revenues of the library system as described in the orders authorizing the issuance of the currently outstanding Previously Issued Parity Obligations. In the Order, the County retains the right to issue Prior Lien Bonds, Junior Lien Bonds, and Additional Parity Obligations (each as defined in the Order) without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise. (See "THE CERTIFICATES - Security for Payment" herein.)

Interest on the Certificates will accrue from August 1, 2019 (the "Dated Date") as shown above and will be payable on each June 1 and December 1 commencing December 1, 2019, until maturity or prior redemption, and will be calculated on the basis of a 360-day year of twelve 30-day months. The definitive Certificates will be issued as fully registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository"). Book-entry interests in the Certificates will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Certificates ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Certificates purchased. So long as DTC or its nominee is the registered owner of the Certificates, the principal of and interest on the Certificates will be payable by BOKF, NA, Dallas, Texas, as Paying Agent/Registrar, to DTC, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Certificates. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

Proceeds from the sale of the Certificates will be used for the purpose or purposes of paying contractual obligations of the County to be incurred for making permanent public improvements and for other public purposes, to-wit: (1) acquiring, designing, constructing, renovating, repairing, and improving County roads and bridges (including any utilities relocation) and drainage incidental thereto; (2) acquiring, designing, constructing, renovating, repairing, and improving various existing County facilities and buildings (to include Americans with Disabilities Act improvements and modifications and HVAC improvements), including County Courthouse, County Records Building, Downtown County Jail, County Archives Building, and County Annex Building; (3) acquiring, equipping, installing new, and improving existing technology, emergency response, and communications systems, including software, hardware, and other infrastructure; (4) acquiring, designing, constructing, renovating, repairing, and improving parks and recreation facilities at Tradinghouse Park; (5) acquiring, designing, constructing, planning, expanding, improving, and equipping facilities for the County Court system, including any necessary purchase of land therefor; (6) materials, supplies, equipment, information technology, machinery, landscaping, land, and rights of way for authorized needs and purposes relating to the aforementioned capital improvements; and (7) the payment of professional services related to the design, construction, project management, and financing of the aforementioned projects. (See "THE CERTIFICATES - Use of Certificate Proceeds" herein.)

The Issuer reserves the right to redeem the Certificates maturing on and after June 1, 2029, on June 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. (See "THE CERTIFICATES - Redemption Provisions" herein.)

STATED MATURITY SCHEDULE

(On Page ii)

The Certificates are offered for delivery, when, as and if issued and received by the initial purchaser (the "Purchaser") and subject to the approving opinion of the Attorney General of the State of Texas and the approval of certain legal matters by Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel. (See Appendix C – Form of Legal Opinion of Bond Counsel.) (See "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" herein). It is expected that the Certificates will be available for delivery through DTC on or about August 28, 2019.

BIDS DUE ON JULY 30, 2019 AT 10:00 A.M., CENTRAL TIME.

* Preliminary, subject to change.

STATED MATURITY SCHEDULE
(Due June 1)
Base CUSIP – 582171^(a)

Stated Maturity June 1	Principal Amount*	Interest Rate (%)	Initial Yield (%)	CUSIP Suffix ^(a)
2020	\$ 450,000			
2021	750,000			
2022	775,000			
2023	965,000			
2024	995,000			
2025	1,025,000			
2026	1,055,000			
2027	1,085,000			
2028	1,120,000			
2029	1,155,000			
2030	1,190,000			
2031	1,225,000			
2032	1,260,000			
2033	1,300,000			
2034	1,335,000			
2035	1,380,000			
2036	1,420,000			
2037	1,460,000			
2038	1,505,000			
2039	1,550,000			

(Interest to accrue from the Dated Date)

The Issuer reserves the right to redeem the Certificates maturing on and after June 1, 2029, on June 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest as further described herein. The Certificates may be subject to mandatory sinking fund redemption in the event the Purchaser elects to aggregate two or more of the maturities as a term certificate. (See “THE CERTIFICATES - Redemption Provisions” herein.)

^(a) CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services (“CGS”), managed by S&P Global Market Intelligence on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. Neither the County nor the Financial Advisor is responsible for the selection or the correctness of the CUSIP numbers set forth herein.

*Preliminary; subject to change.

MCLENNAN COUNTY, TEXAS

**501 Washington, Room 214
Waco, Texas 76701
(254) 757-5049
(254) 757-5196 (Fax)**

ELECTED OFFICIALS

<u>Name</u>	<u>Title</u>	<u>Date First Elected</u>	<u>Term Expires</u>
Scott Felton	County Judge	2012	2022
Kelly Snell	Commissioner, Precinct 1	2008	2020
Patricia Miller	Commissioner, Precinct 2	2018	2022
Will Jones	Commissioner, Precinct 3	2012	2020
Ben Perry	Commissioner, Precinct 4	2010	2022

ADMINISTRATION

<u>Name</u>	<u>Position</u>	<u>Years With The County</u>
Frances Bartlett	County Auditor	13 years ⁽¹⁾
Dustin Chapman	County Administrator	7 Years, 8 months
Andy Harwell	County Clerk	24 Years, 6 months
Bill Helton	County Treasurer	26 Years
Randy Riggs	Tax Assessor-Collector	6 Years, 7 months

⁽¹⁾ Appointed in February 2019 by local state district judges to replace her predecessor, who left for an opportunity at another county.

CONSULTANTS AND ADVISORS

Bond Counsel	Norton Rose Fulbright US LLP San Antonio, Texas
Certified Public Accountants	Pattillo, Brown & Hill, L.L.P. Waco, Texas
Financial Advisor	SAMCO Capital Markets, Inc. San Antonio, Texas

For Additional Information Please Contact:

Ms. Frances Bartlett
County Auditor
McLennan County
214 North 4th Street, Suite 100
Waco, Texas 76701
(254) 757-5156 (Phone)
Frances.bartlett@co.mclennan.tx.us

Mr. Mark McLiney
Senior Managing Director
SAMCO Capital Markets, Inc.
1020 NE Loop 410, Suite 640
San Antonio, Texas 78209
(210) 832-9760 (Phone)
mmcliney@samcocapital.com

Mr. Andrew Friedman
Managing Director
SAMCO Capital Markets, Inc.
1020 NE Loop 410, Suite 640
San Antonio, Texas 78209
(210) 832-9760 (Phone)
afriedman@samcocapital.com

USE OF INFORMATION IN THE OFFICIAL STATEMENT

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

This Official Statement, which includes the cover page and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

No dealer, broker, salesperson or other person has been authorized to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information must not be relied upon.

Certain information set forth herein has been provided by sources other than the County that the County believes to be reliable, but the County makes no representation as to the accuracy of such information. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of the Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County or other matters described herein since the date hereof. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the County's undertaking to provide certain information on a continuing basis.

NEITHER THE COUNTY NOR ITS FINANCIAL ADVISOR MAKE ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY ("DTC") OR ITS BOOK-ENTRY-ONLY SYSTEM, AS SUCH INFORMATION HAS BEEN PROVIDED BY DTC.

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

TABLE OF CONTENTS

INTRODUCTORY STATEMENT	1	The Effect of the Financial Institutions Act of 1989 on Tax Collections of the County.....	16
THE CERTIFICATES	1	COUNTY APPLICATION OF THE PROPERTY TAX CODE	16
General	1	TAX RATE LIMITATIONS	17
Authority for Issuance	1	Limited Tax Obligations	17
Security for Payment.....	1	Unlimited Tax Bonds	17
Use of Certificate Proceeds	2	Road Maintenance	17
Redemption Provisions	2	Road Bonds.....	17
Payment Record	2	Farm-to Market and/or Flood Control	17
Legality	2	Public Hearing and Maintenance and Operations Tax Rate Limitations	18
Defeasance.....	2	TAX MATTERS	19
Amendments.....	3	Tax Exemption.....	19
Default and Remedies	3	Tax Accounting Treatment of Discount or Premium on Certain Certificates	20
REGISTRATION, TRANSFER AND EXCHANGE	4	LIBRARY SYSTEM.....	20
Paying Agent/Registrar	4	CONTINUING DISCLOSURE OF INFORMATION	21
Record Date.....	4	Annual Reports.....	21
Future Registration	4	Notice of Certain Events.....	21
Limitation on Transferability	5	Availability of Information from MSRB	22
Replacement Certificates.....	5	Limitations and Amendments	22
BOOK-ENTRY-ONLY SYSTEM.....	5	Compliance with Prior Agreements	22
Use of Certain Terms in Other Sections of this Official Statement	6	OTHER PERTINENT INFORMATION	22
INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE ISSUER.....	6	Registration and Qualification of Certificates for Sale....	22
Current Investments.....	8	Litigation	22
POST EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS (OPEB)	9	Future Debt Issuance	23
Normal Retirement Benefits.....	9	Legal Investments and Eligibility to Secure Public Funds in Texas.....	23
EMPLOYEE RETIREMENT SYSTEM.....	11	Legal Opinions and No-Litigation Certificate	23
AD VALOREM TAX PROCEDURES.....	12	Ratings	24
Property Tax Code and Countywide Appraisal District ..	12	Financial Advisor	24
Property Subject to Taxation by the Issuer	12	Winning Bidder	24
Issuer and Taxpayer Remedies	14	Certification of the Official Statement	24
Levy and Collection of Taxes.....	15	Forward-Looking Statements Disclaimer	24
Penalties and Interest	15	Concluding Statement	25
Issuer's Rights in the Event of Tax Delinquencies	15		
2019 Legislative Session	16		

Financial Information of the Issuer	Appendix A
General Information Regarding McLennan County, Texas and the City of Waco, Texas	Appendix B
Form of Legal Opinion of Bond Counsel	Appendix C
The Issuer's General Purpose Audited Financial Statements for the Year Ended September 30, 2018	Appendix D

The cover page, subsequent pages hereof and appendices attached hereto, are part of this Official Statement.

SELECTED DATA FROM THE OFFICIAL STATEMENT

The selected data is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement. The offering of the Certificates to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this page from this Official Statement or to otherwise use it without the entire Official Statement.

The Issuer	McLennan County, Texas (the "County" or "Issuer") was created and organized in 1850. The Issuer is a political subdivision of the State of Texas and operates using a commission form of government under the statutes and the Constitution of the State of Texas. The 2010 census for the County was 234,906, a 10.0% increase over the 2000 census. (See "Appendix B - General Information Regarding McLennan County and the City of Waco, Texas" herein.)
The Certificates	The Certificates are being issued pursuant to the Constitution and general laws of the State of Texas (the "State"), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, Texas Government Code, Section 1473.002, as amended, Texas Local Government Code, Chapter 323, as amended, and an order (the "Order") to be adopted by the Commissioners Court on July 30, 2019. (See "THE CERTIFICATES - Authority for Issuance" herein.)
Paying Agent/Registrar	The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas Texas.
Security	The Certificates constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the County, within the limits prescribed by law and additionally by a lien on and pledge of the Pledged Revenues (as defined in the Order) derived from the operation of the County's library system. The County has previously authorized the issuance of the Previously Issued Parity Obligations that are payable in part from and secured by a lien on and pledge of a limited amount of the Pledged Revenues of the library system as described in the orders authorizing the issuance of the currently outstanding Previously Issued Parity Obligations. In the Order, the County retains the right to issue Prior Lien Bonds, Junior Lien Bonds, and Additional Parity Obligations (each as defined in the Order) without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise. (See "THE CERTIFICATES - Security for Payment" herein.)
Redemption Provision	The Issuer reserves the right, at its sole option, to redeem Certificates stated to mature on and after June 1, 2029, on June 1, 2028 or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the price of par plus accrued interest to the date fixed for redemption. (See "THE CERTIFICATES - Redemption Provisions" herein.)
Tax Matters	In the opinion of Bond Counsel, the interest on the Certificates will be excludable from gross income for federal tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described herein, including the alternative minimum tax. (See "TAX MATTERS" for a discussion of the Opinion of Bond Counsel and "APPENDIX C - FORM OF LEGAL OPINION OF BOND COUNSEL" herein.)
Use of Certificate Proceeds	Proceeds from the sale of the Certificates will be used for the purpose or purposes of paying contractual obligations of the County to be incurred for making permanent public improvements and for other public purposes, to-wit: (1) acquiring, designing, constructing, renovating, repairing, and improving County roads and bridges (including any utilities relocation) and drainage incidental thereto; (2) acquiring, designing, constructing, renovating, repairing, and improving various existing County facilities and buildings (to include Americans with Disabilities Act improvements and modifications and HVAC improvements), including County Courthouse, County Records Building, Downtown County Jail, County Archives Building, and County Annex Building; (3) acquiring, equipping, installing new, and improving existing technology, emergency response, and communications systems, including software, hardware, and other infrastructure; (4) acquiring, designing, constructing, renovating, repairing, and improving parks and recreation facilities at Tradinghouse Park; (5) acquiring, designing, constructing, planning, expanding, improving, and equipping facilities for the County Court system, including any necessary purchase of land therefor; (6) materials, supplies, equipment, information technology, machinery, landscaping, land, and rights of way for authorized needs and purposes relating to the aforementioned capital improvements; and (7) the payment of professional services related to the design, construction, project management, and financing of the aforementioned projects. (See "THE CERTIFICATES - Use of Certificate Proceeds" herein.)

Book-Entry-Only System	The Issuer intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York described herein. No physical delivery of the Certificates will be made to the beneficial owners of the Certificates. Such Book-Entry-Only System may affect the method and timing of payments on the Certificates and the manner the Certificates may be transferred. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)
Ratings	A municipal bond rating application has been made to Moody's Investors Service, Inc. ("Moody's"). The County currently has an underlying rating of "Aa1", exclusive of the certificates, from Moody's. An explanation of the significance of such rating, once received, may be obtained from the rating agency. (See "OTHER PERTINENT INFORMATION - Ratings" herein.)
Issuance of Additional Debt	The County does not anticipate the issuance of additional general obligation debt during the next twelve months, except for potentially refunding currently outstanding obligations for debt service savings.
Payment Record	The County has never defaulted on the payment of its tax-supported indebtedness.
Delivery	When issued, anticipated on or about August 28, 2019.
Legality	Delivery of the Certificates is subject to the approval by the Attorney General of the State of Texas and the rendering of an opinion as to legality by Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel.

INTRODUCTORY STATEMENT

This Official Statement provides certain information in connection with the issuance by McLennan County, Texas (the "County" or the "Issuer") of its \$23,000,000* Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019 (the "Certificates") identified on the cover page hereof.

The Issuer is a political subdivision of the State of Texas (the "State") and operates under the statutes and the Constitution of the State. The Certificates are being issued pursuant to the Constitution and general laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, Texas Government Code, Section 1473.002, as amended, Texas Local Government Code, Chapter 323, as amended, and an order (the "Order") to be adopted by the Commissioners Court on July 30, 2019. (See "THE CERTIFICATES - Authority for Issuance" herein.)

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Order. Included in this Official Statement are descriptions of the Certificates and certain information about the Issuer 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 Issuer or the Financial Advisor noted on page iii hereof.

THE CERTIFICATES

General

The Certificates will be dated August 1, 2019 (the "Dated Date"). The Certificates are stated to mature on June 1 in the years and in the principal amounts set forth on page ii hereof. The Certificates shall bear interest from their Dated Date on the unpaid principal amounts, and the amount of interest to be paid with respect to each payment period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Interest on the Certificates will be payable on each June 1 or December 1 commencing December 1, 2019 until maturity or prior redemption. Principal is payable at the designated offices of the "Paying Agent/Registrar" for the Certificates, initially BOKF, NA, Dallas, Texas. Interest on the Certificates shall be paid to the registered owners whose names appear on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (as hereinafter defined) and shall be paid by the Paying Agent/Registrar (i) by check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk of, the registered owner. If the date for the payment of the principal or of interest on the Certificates shall be a Saturday, Sunday, a legal holiday or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized to be closed, then the date for such payment shall be the next succeeding day which is not such a day, and payment on such date shall have the same force and effect as if made on the date payment was due.

Initially, the Certificates will be registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described below. No physical delivery of the Certificates will be made to the Beneficial Owners. Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will distribute the amounts received to the appropriate DTC Participants, who shall in turn make payment to the Beneficial Owners of the Certificates. Such Book-Entry-Only System may change the method and timing of payment for the Certificates and the method of transfer. See "BOOK-ENTRY-ONLY SYSTEM" below for a more complete description of such System.

Authority for Issuance

The Certificates are being issued pursuant to the Constitution and general laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, Texas Government Code, Section 1473.002, as amended, Texas Local Government Code, Chapter 323, as amended, and the Order to be adopted by the Commissioners Court on July 30, 2019.

Security for Payment

The Certificates constitute direct obligations of the Issuer payable from an annual ad valorem tax levied against all taxable property in the County, within the limits prescribed by law and additionally by a lien on and pledge of the Pledged Revenues (as defined in the order) derived from the operation of the County's library system. The County has previously authorized the issuance of the Previously Issued Parity Obligations that are payable in part from and secured by a lien on and pledge of a limited amount of the Pledged Revenues of the library system as described in the order authorizing the issuance of the currently outstanding Previously Issued Parity Obligations. In the orders, the County retains the right to issue Prior Lien Bonds, Junior Lien Bonds, and Additional Parity Obligations (each as defined in the Order) without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise. (See "COUNTY APPLICATION OF THE PROPERTY TAX CODE" herein.)

* Preliminary, subject to change.

Use of Certificate Proceeds

Proceeds from the sale of the Certificates will be used for the purpose or purposes of paying contractual obligations of the County to be incurred for making permanent public improvements and for other public purposes, to-wit: (1) acquiring, designing, constructing, renovating, repairing, and improving County roads and bridges (including any utilities relocation) and drainage incidental thereto; (2) acquiring, designing, constructing, renovating, repairing, and improving various existing County facilities and buildings (to include Americans with Disabilities Act improvements and modifications and HVAC improvements), including County Courthouse, County Records Building, Downtown County Jail, County Archives Building, and County Annex Building; (3) acquiring, equipping, installing new, and improving existing technology, emergency response, and communications systems, including software, hardware, and other infrastructure; (4) acquiring, designing, constructing, renovating, repairing, and improving parks and recreation facilities at Tradinghouse Park; (5) acquiring, designing, constructing, planning, expanding, improving, and equipping facilities for the County Court system, including any necessary purchase of land therefor; (6) materials, supplies, equipment, information technology, machinery, landscaping, land, and rights of way for authorized needs and purposes relating to the aforementioned capital improvements; and (7) the payment of professional services related to the design, construction, project management, and financing of the aforementioned projects.

Redemption Provisions

Optional Redemption: The Issuer reserves the right, at its option, to redeem the Certificates maturing on and after June 1, 2029 on June 1, 2028, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof (and, if within a stated maturity, selected by lot by the Paying Agent/Registrar), at the redemption price of par plus accrued interest to the date fixed for redemption.

Notice: Not less than thirty (30) days prior to a redemption date for the Certificates, the County shall cause a notice of such redemption to be sent by United States mail, first-class postage prepaid, to the registered owners of each Certificate or a portion thereof to be redeemed at its address as it appeared on the registration books of the Paying Agent/Registrar on the day such notice of redemption is mailed. ANY NOTICE OF REDEMPTION SO MAILED TO THE REGISTERED OWNERS WILL BE DEEMED TO HAVE BEEN DULY GIVEN IRRESPECTIVE OF WHETHER ONE OR MORE OF THE REGISTERED OWNERS FAILED TO RECEIVE SUCH NOTICE. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Certificates or portions thereof which are to be so redeemed. If such notice of redemption is given and any other condition to redemption satisfied, all as provided above, the Certificates or portion thereof which are to be redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment.

The Paying Agent/Registrar and the Issuer, so long as a Book-Entry-Only System is used for the Certificates, will send any notice of redemption, notice of proposed amendment to the Certificates or other notices with respect to the Certificates only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the Beneficial Owner, will not affect the validity of the redemption of the Certificates called for redemption or any other action premised on any such notice. Redemption of portions of the Certificates by the Issuer will reduce the outstanding principal amount of such Certificates held by DTC. In such event, DTC may implement, through its Book-Entry-Only System, a redemption of such Certificates held for the account of DTC participants in accordance with its rules or other agreements with DTC participants and then DTC direct participants and indirect participants may implement a redemption of such Certificates from the Beneficial Owners. Any such selection of Certificates the Issuer has called for redemption will not be governed by the Order and will not be conducted by the Issuer or the Paying Agent/Registrar. Neither the Issuer nor the Paying Agent/Registrar will have any responsibility to DTC participants, indirect participants or the persons for whom DTC participants act as nominees, with respect to the payments on the Certificates or the providing of notice to DTC direct participants, indirect participants, or Beneficial Owners of the selection of portions of the Certificates for redemption. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

Payment Record

The County has never defaulted on the payment of its tax-supported indebtedness.

Legality

The Certificates are offered when, as and if issued, subject to the approvals of legality by the Attorney General of the State of Texas and Norton Rose Fulbright US LLP, San Antonio, Texas, Bond Counsel. A form of the legal opinion of Bond Counsel appears in Appendix C attached hereto.

Defeasance

The Order provides the Certificates shall be deemed to have been paid when the payment of the principal of and premium, if any, on such Certificates, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, redemption or otherwise) shall have been irrevocably deposited with the Paying Agent/Registrar, or other authorized escrow agent, in trust (i)

money sufficient to make such payment; (2) Government Securities to mature 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 for the Certificates; or (3) a combination of both. In the event all or a portion of such deposit consists of Government Securities, an independent accounting firm the County's financial advisor, the Paying Agent/Registrar, or some other qualified financial institution as specified in the Order, shall provide a report or findings which concludes such Government Securities will mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money, together with any moneys deposited therewith, to pay the full amount due and owed on such Certificates at and prior to their Stated Maturity or redemption date. The term "Government Securities" means (i) direct noncallable obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States, including obligations unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of their acquisition or purchase by the Issuer, are rated as to investment quality by a nationally recognized statistical rating firm not less than "AAA" or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date of their acquisition or purchase by the Issuer, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (iv) any other then authorized securities or obligations that may be used to defease obligations such as the Certificates under applicable laws of the State of Texas. An authorized County official may limit the foregoing securities in connection with the sale of Certificates.

Upon making such deposit in the manner described, such Certificates shall no longer be deemed outstanding obligations secured by the Order, but will be payable only from the funds and Government Securities deposited in escrow and will not be considered debt of the Issuer for purposes of taxation or applying any limitation on the Issuer's ability to issue debt or for any other purpose.

There is no assurance that the current law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Certificates. Because the Order does not contractually limit such investments, registered owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under State law. There is no assurance that the ratings for U.S. Treasury securities used as Government Securities or that for any other Government Security will be maintained at any particular rating category.

After firm banking and financial arrangements for the discharge and final payment or redemption of the Certificates have been made as described above, all rights of the County to initiate proceedings to call the Certificates for redemption or take any other action amending the terms of the Certificates are extinguished; provided, however, that the right to call the Certificates for redemption is not extinguished if the County: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Certificates for redemption; (ii) gives notice of the reservation of that right to the owners of the Certificates immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

Amendments

The County may amend the Order without the consent of or notice to any registered owners in any manner not detrimental to the interests of the registered owners, including the curing of any ambiguity, inconsistency, or formal defect or omission therein. In addition, the County may, with the written consent of the holders of a majority in aggregate principal amount of the Certificates then Outstanding amend, add to, or rescind any of the provisions of the Order, except that, without the consent of the registered owners of all of the Certificates then outstanding, no such amendment, addition, or rescission shall (i) extend the time or times of payment of the principal or, premium, if any, and interest on the Certificates, reduce the principal amount thereof, or the rate of interest thereon or in any other way modify the terms of payment of the principal of, premium, if any, or interest on the Certificates, (ii) give any preference to any Certificate over any other Certificate or (iii) reduce the aggregate principal amount of Certificates required for consent to any such amendment, addition or rescission.

Default and Remedies

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

On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia* 197 S.W.3d 325 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas Legislature has effectively waived the County's sovereign immunity from a suit for money damages,

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

Initially, the only registered owner of the Certificates will be Cede & Co., as nominee of DTC. See "BOOK-ENTRY-ONLY SYSTEM" herein for a description of the duties of DTC with regard to ownership of the Certificates.

REGISTRATION, TRANSFER AND EXCHANGE

Paying Agent/Registrar

The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas, Texas. In the Order, the Issuer retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the Issuer, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar, selected at the sole discretion of the Issuer, shall be a bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. Upon a change in the Paying Agent/Registrar for the Certificates, the Issuer agrees to promptly cause written notice thereof to be sent to each registered owner of the Certificates by United States mail, first-class, postage prepaid.

The Certificates will be issued in fully registered form in multiples of \$5,000 for any one stated maturity, and principal and semiannual interest will be paid by the Paying Agent/Registrar. Interest will be paid by check or draft mailed on each interest payment date by the Paying Agent/Registrar to the registered owner at the last known address as it appears on the Paying Agent/Registrar's books or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the registered owner. Principal will be paid to the registered owner at stated maturity upon presentation to the Paying Agent/Registrar; provided, however, that so long as Cede & Co. (or other DTC nominee) is the registered owner of the Certificates, all payments will be made as described under "Book-Entry-Only System" herein. If the date for the payment of the principal or interest on the Certificates shall be a Saturday, Sunday, a legal holiday or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized to close, then the date for such payment shall be the next succeeding day which is not such a day, and payment on such date shall have the same force and effect as if made on the date payment was due.

Record Date

The record date ("Record Date") for interest payable to the registered owner of a Certificate on any Interest Payment Date means the fifteenth day of the month next preceding such Interest Payment Date.

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

Future Registration

In the event the Certificates are not in the Book-Entry-Only System, the Certificates will be printed and delivered to the registered owners thereof, and thereafter the Certificates may be transferred, registered, and assigned on the registration books of the Paying Agent/Registrar only upon presentation and surrender thereof to the Paying Agent/Registrar, and such registration and transfer shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration and transfer. A Certificate may be assigned by the execution of an assignment form on the Certificate or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Certificate or Certificates will be delivered by the Paying Agent/Registrar in lieu of the Certificates being transferred or exchanged at the corporate trust office of the Paying Agent/Registrar, or sent by United States mail, first class postage prepaid, to the new registered. New Certificates issued in an exchange or transfer of Certificates will be delivered to the registered owner or assignee of the

registered owner in not more than three (3) business days after the receipt of the Certificates to be canceled in the exchange or transfer and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Certificates registered and delivered in an exchange or transfer shall be in denominations of \$5,000 for any one stated maturity or any integral multiple thereof and for a like aggregate principal amount and rate of interest as the Certificate or Certificates surrendered for exchange or transfer. (See "BOOK-ENTRY-ONLY SYSTEM" herein for a description of the system initially to be utilized in regard to ownership and transferability of the Certificates.)

Limitation on Transferability

Neither the County nor the Paying Agent/Registrar shall be required to transfer or exchange any Certificate called for redemption, in whole or in part, within forty-five (45) days of the date fixed for the redemption of such Certificate; provided, however, such limitation on transferability shall not be applicable to an exchange by the Holder of the unredeemed balance of a Certificate called for redemption in part.

Replacement Certificates

The Issuer has agreed to replace mutilated, destroyed, lost, or stolen Certificates upon surrender of the mutilated Certificates to the Paying Agent/Registrar, or receipt of satisfactory evidence of authenticity of ownership thereof and of such destruction, loss, or theft, and receipt by the Issuer and Paying Agent/Registrar of security or indemnity as may be required by either of them to hold them harmless. The Issuer may require payment of taxes, governmental charges, and other expenses in connection with any such replacement.

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Certificates is to be transferred and how the principal of, premium, if any, and interest on the Certificates are to be paid to and credited by DTC while the Certificates are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The County and the Financial Advisor believe the source of such information to be reliable, but take no responsibility for the accuracy or completeness thereof.

The County cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Certificates, 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 Certificates), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the United States Securities and Exchange Commission (the "SEC"), 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 Certificates. The Certificates will be issued as fully-registered Certificates registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Certificate will be issued for each maturity of the Certificates, 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"). Direct Participants and Indirect Participants are jointly referred to as "Participants". DTC has a S&P Global Ratings rating of AA+. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the Certificates on DTC's records. The ownership interest of each actual purchaser of each Certificate ("Beneficial Owner") is in turn to be recorded on the 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 Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Certificates are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Certificates, except in the event that use of the book-entry system for the Certificates is discontinued.

To facilitate subsequent transfers, all Certificates 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 Certificates 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 Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the Certificate documents. For example, Beneficial Owners of Certificates may wish to ascertain that the nominee holding the Certificates for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices for the Certificates shall be sent to DTC. If less than all of the Certificates within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Certificates unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Certificates 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 Certificates 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 on the Certificates to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer 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 Participants.

DTC may discontinue providing its services as depository with respect to the Certificates at any time by giving reasonable notice to the County or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Certificates are required to be printed and delivered. The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Certificates will be printed and delivered.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by the County, the Financial Advisor, or the initial purchaser of the Certificates.

Use of Certain Terms in Other Sections of this Official Statement

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

INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE ISSUER

The County invests funds in instruments authorized by Texas law, specifically the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "PFIA"), in accordance with and investment policies approved by the Commissioners Court. The Commissioners Court has designated the County Treasurer as the "Investment Officer" of the County. Both State law and the County's investment policies are subject to change.

Under Texas law, the Issuer is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than "A" or its equivalent; (6) bonds issued, assumed, or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund or their respective successors, or otherwise meeting the requirements of the Texas Public Funds Investment Act; (8) certificates of deposit and share certificates that (i) are issued by or through an institution that has its main office or a branch in Texas and (a) are guaranteed or insured by

the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund or their respective successors, (b) are secured as to principal by obligations described in clauses (1) through (7) above, or (c) secured in any other manner and amount provided by law for Issuer deposits, or (ii) certificates of deposit where (a) the funds are invested by the Issuer through a broker that has its main office or a branch office in the State of Texas and is selected from a list adopted by the Issuer as required by law, or a depository institution that has its main office or a branch office in the State of Texas that is selected by the Issuer; (b) the broker or the depository institution selected by the Issuer arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the Issuer, (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States, and (d) the Issuer appoints the depository institution selected under (a) above, an entity as described by Section 2257.041(d) of the Texas Government Code, or a clearing broker-dealer registered with the United States Securities and Exchange Commission and operating pursuant to Securities and Exchange Commission Rule 15c3-3 as custodian for the Issuer with respect to the certificates of deposit issued for the account of the Issuer; (9) fully collateralized repurchase agreements that (i) have a defined termination date, (ii) are fully secured by a combination of cash and obligations described in clause (1), (iii) require the securities being purchased by the Issuer or cash held by the Issuer to be pledged to the Issuer, held in the Issuer's name and deposited at the time the investment is made with the Issuer or with a third party selected and approved by the Issuer, and (iv) are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State; (10) securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time, and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (7) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than "A" or its equivalent or (c) cash invested in obligations described in clauses (1) through (7) above and clauses (12) through (15) below, (ii) securities held as collateral under a loan are pledged to the Issuer, held in the Issuer's name and deposited at the time the investment is made with the Issuer or a third party designated by the Issuer, (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas, and (iv) the agreement to lend securities has a term of one year or less; (11) certain bankers' acceptances if the bankers' acceptance (i) has a stated maturity of 270 days or fewer from the date of issuance, (ii) will be, in accordance with its terms, liquidated in full at maturity, (iii) is eligible for collateral for borrowing from a Federal Reserve Bank, and (iv) is accepted by a State or Federal bank, if the short-term obligations of the accepting bank or its holding company (if the accepting bank is the largest subsidiary) are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency; (12) commercial paper with (i) a stated maturity of 270 days or less from the date of issuance, and (ii) a rating of at least "A-1" or "P-1" or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (13) no-load money market mutual funds that are (i) registered with and regulated by the United States Securities and Exchange Commission, (ii) provide the Issuer with a prospectus and other information required by the Securities and Exchange Act of 1934; and (iii) comply with Federal Securities and Exchange Commission Rule 2a-7; (14) no-load mutual funds that are (i) registered with the United States Securities and Exchange Commission, (ii) have an average weighted maturity of less than two years, and (iii) either (a) have a duration of one year or more and are invested exclusively in obligations described in this paragraph, or (b) have a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities; (15) investment pools if the Issuer has authorized investment in the particular pool and the pool invests solely in investments permitted by the Texas Public Funds Investment Act, and is continuously rated no lower than "AAA" or "AAA-m" or at an equivalent rating by at least one nationally recognized rating service; and (16) guaranteed investment contracts that (i) have a defined termination date, (ii) are secured by obligations which meet the requirements of the Texas Public Funds Investment Act in an amount at least equal to the amount of bond proceeds invested under such contract, and (iii) are pledged to the Issuer and deposited with the Issuer or with a third party selected and approved by the Issuer.

The County may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or Aaam or an equivalent by at least one nationally recognized rating service. The County may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the County retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the County must do so by order, or resolution. The County is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Governmental bodies in the State such as the County are authorized to implement securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) and (14) of the second paragraph under this caption, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm not less than "A" or its equivalent, or (c) cash invested in obligations that are described in clauses (1) through (6) and (10) through (14) of the second paragraph under this caption, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the governmental body, held in the name of the governmental body and deposited at the time the investment is made with the County or a third party designated by the County; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

Under Texas law, the County is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment

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

Under Texas law, the County'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 probable income to be derived." At least quarterly the County's investment officers must submit an investment report to the Commissioners Court detailing: (1) the investment position of the County, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, the ending market value and the fully accrued interest for the reporting period of each pooled fund group, (4) the book value and market value of each separately listed asset at the end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) Texas law. No person may invest County funds without express written authority from the Commissioners Court.

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

Current Investments

State law does not require the Issuer to periodically mark its investments to market price, and the Issuer does not do so, other than annually upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the Issuer's audited financial statements. Given the nature of its investments, the Issuer does not believe that the market value of its investments differs materially from book value.

As of May 31, 2019 (unaudited), the Issuer's investable funds were invested as shown below.

<u>Fund and Investment Type</u>	<u>Governmental Operating Fund</u>	<u>McLennan Co Public Facility Corporation*</u>	<u>Total Investments Amount</u>	<u>Percentage of Total Portfolio</u>
Certificates of Deposit	\$ 32,043,119	-	\$ 32,043,119	39.42%
TexPool/TexStar	14,371,400	-	14,371,400	17.68%
US Govt Agencies & Treasuries	24,081,451	-	24,081,451	29.62%
Collateralized Savings Accounts	<u>5,194,379</u>	<u>5,598,957</u>	<u>10,793,336</u>	<u>13.28%</u>
Total Investments	<u>\$ 75,690,349</u>	<u>\$ 5,598,957</u>	<u>\$ 81,289,306</u>	<u>100.00%</u>

* See "Table 3 – McLennan County Public Facility Corporation" for a description of this component unit of the County.

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

The Texas State Comptroller of Public Accounts exercises oversight responsibility over the Texas Local Government Investment Pool ("TexPool"). Oversight includes the ability to significantly influence operations, designation of management and accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed both of participants in TexPool

and of the other persons who do not have a business relationship with TexPool. The advisory Board members review the investment policy and management fee structure. Finally, TexPool is rated AAA by S&P Global Ratings. TexPool operates in a manner consistent with the SEC's Rule 2a-7 of the Investment Company Act of 1940. As such, TexPool uses amortized cost to report net assets and share prices since that amount approximates fair value.

POST EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS (OPEB)

Plan Description: The County's OPEB provides health benefits to eligible retired employees of the County and is a single employer plan administered by the County. Separately issued financial statements are not available for the plan. McLennan County Commissioners Court has the authority to establish and amend the benefits of the plan.

Plan Participants: Members are eligible for retirement with TCDRS at age 60 with 8 years of service, or at any age with 30 years of service, or when age plus years of service equals 75.

Normal Retirement Benefits

Health Care Benefit Eligibility Conditions: With the exception of employees who come to work for the County on or after January 1, 2009, who do not qualify for retiree health care benefits, each full-time employee who separates from the service of the County, and who, at the time of their separation, is eligible for retirement under Texas County and District Retirement System (TCDRS) guidelines, and either (1) has total creditable service with TCDRS and continuous service as a full-time employee of the County of twenty (20) years or more, or (2) has total creditable service with TCDRS and continuous service as an elected official of the County of twelve (12) years or more; and whose full salary has been paid entirely from County funds or grant funds received from federal, State or other local governments by the County, for 20 years or more, or (2) for twelve (12) years or more as an elected official, and is covered by the County group health program at the time of their retirement, will have the same dollar amount contributed towards their group medical premiums by the County that the County contributes towards such premiums for its full-time employees.

Retiree Health Care Benefit: For eligible retirees, premiums for medical coverage shall be paid by the County, at the same dollar amount contributed towards their group medical premiums by the County that the County contributes toward such premiums for its full-time employees. If the retiree qualifies (must have Medicare A & B, and may have to be 65 or older) and such plan is available through the County, the retiree may elect a senior health plan instead of a traditional group health plan. If the retiree elects a senior health plan and the premium amount is less than the premium amount the County contributes for its full-time employees, the County will pay the lower premium. Premiums for spouses and dependents shall be paid by the retiree.

Each full-time employee who separates from the service of the County, and who is eligible for retirement under TCDRS, and who is covered by the County group health program at the time of such retirement, but does not meet the minimum requirements set forth above, will be permitted to continue their participation in current or future group health or senior health plan programs, provided by the County for its employees and retirees, at their sole expense. Coverage for spouses and dependents who are participants in the County's group health program on the date of the employee's retirement may also be continued. Premiums for spouses and dependents shall also be paid by the retiree.

The Commissioners Court has the authority to establish and amend the benefits of the plan.

Early Retirement Benefits: Only members who have the required time of continuous service are eligible for retiree health benefits. There are no "early retirement benefits".

Deferred Retirement Benefits: Eligible members who terminate employment without retiring with TCDRS can continue the same medical coverage in which they were enrolled at termination. If eligible members elect not to continue medical coverage at termination, they are not eligible for retiree health care benefits when they activate their retirement from TCDRS.

Death-in-Service Retirement Benefits: Provided the County is able to secure an agreement with its insurance providers for such coverage and such does not cause an increase in the County's insurance costs which the County, in its sole discretion, finds unacceptable, in the event of the death of a retiree who has retired from service with the County under TCDRS, the spouse and dependents will be allowed, at their own option and expense, to continue their participation in such health insurance plans as may be provided by the County. This eligibility extends only to persons covered by the retiree's insurance at the time of the death of the retiree. This eligibility for any spouse ceases at the end of the month in which the spouse marries.

Employees covered by benefit terms: At the December 31, 2017, the following employees were covered by the benefit terms:

Inactive Plan Members or Beneficiaries Currently Receiving Benefits	232
Active Plan Members	<u>847</u>
	1,079

Total OPEB Liability: The County's total OPEB liability of \$49,476,408 was measured as of December 31, 2017, and was determined by an actuarial valuation as of that date.

Actuarial assumptions and other inputs: The total OPEB liability in the December 31, 2017 actuarial valuation was determined using the following actuarial assumption and other inputs, applied to all periods included in the measurement, unless otherwise specified.

Inflation	2.50%
Salary Increases	0.50% to 5.00%, not including was inflation of 3.25%
Discount Rate	3.31% as of December 31, 2017
	The discount rate changed from 3.81% as of December 31, 2016 to 3.31% as of December 31, 2017
Healthcare Cost Trend Rates	Pre-65: Initial rate of 7.50% declining to an ultimate rate of 4.75% after 13 years; Ultimate trend rate includes a 0.50% adjustment for the excise tax
	Post-65: Initial rate of 6.50% declining to an ultimate rate of 4.25% after 15 years
Mortality	For healthy retirees, the gender-distinct RP-2014 Healthy Annuitant Mortality Tables are used with male rates multiplied by 130% and female rates multiplied by 110%. Those rates are projected on a fully generational basis based on 110% or the ultimate rates of Scale MP-2014
Demographic Assumptions	Based on the experience study covering the four-year period ending December 31, 2016 as conducted for TCDRS; For the OPEB valuation, the standard TCDRS retirement rates were adjusted to reflect the impact of the County's retiree medical plan design
Participation Rates	95% of future retirees who are eligible for a County subsidy were assumed to receive retiree health care benefits through the County. Alternatively, only 20% of retirees who are not eligible for a subsidy were assumed to elect coverage,

Changes in the Total OPEB Liability

	Total OPEB
	Liability
Balances as of 09/30/17	\$ 43,401,111
Service cost	1,136,169
Interest on total OPEB liability	1,661,727
Changes of assumptions	3,986,044
Benefit payments	<u>(708,643)</u>
Net change in total OPEB liability	\$ 6,075,297
Balances as of 09/30/18	<u>\$ 49,476,708</u>

Sensitivity of Total OPEB Liability to the Discount Rate Assumption

Regarding the sensitivity of the total OPEB liability to changes in the discount rate, the following presents the plan's total OPEB liability, calculated using a discount rate of 3.31%, as well as what the plan's total OPEB liability would be if it were calculated using a discount rate that is one percent lower or one percent higher.

1% Decrease 2.31%	Current Discount Rate Assumption 3.31%	1% Increase 4.31%
\$58,995,393	\$49,476,408	\$41,934,226

Sensitivity of Total OPEB Liability to the Healthcare Cost Trend Rate Assumption

Regarding the sensitivity of the total OPEB liability to changes in the healthcare cost trend rates, the following presents the plan's total OPEB liability, calculated using the assumed trend rates as well as what the plan's total OPEB liability would be if it were calculated using a trend rate that is one percent lower or one percent higher.

1% Decrease	Current Healthcare Cost Trend Rate Assumption	1% Increase
\$40,996,132	\$49,476,408	\$60,532,235

Deferred Outflows Related to OPEB

	<u>Deferred Outflows of Resources</u>
Changes in assumptions	\$ 3,506,139
Contributions subsequent to the measurement date	<u>378,918</u>
Total	<u>\$ 3,885,057</u>

Deferred Outflows to be Recognized in Future OPEB Expense

<u>Year Ended September 30,</u>	<u>Deferred Outflows</u>
2019	\$ 479,905
2020	479,905
2021	479,905
2022	479,905
2023	479,905
Thereafter	1,106,614
Total	<u>\$ 3,506,139</u>

EMPLOYEE RETIREMENT SYSTEM

Plan Description. The County participates in a nontraditional defined benefit pension plan in the statewide Texas County and District Retirement System (TCDRS). The Board of Trustees of TCDRS is responsible for the administration of the statewide agent, multiple-employer, public employee retirement system consisting of nontraditional defined benefit pension plans. TCDRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tcdrs.org. All full and part-time non-temporary position employees participate in the plan, regardless of the number of hours they work in a year. Employees in a temporary position are not eligible for membership.

Benefits Provided. TCDRS provides retirement, disability and survivor benefits for all eligible employees. Benefit terms are established by the TCDRS Act. The benefit terms may be amended as of January 1, each year, but must remain in conformity with the Act.

Members can retire at age 60 and above with 8 or more years of service, with 20 years of service regardless of age, or when the sum of their age and years of service equals 75 or more. Members are vested after eight years of service, but must leave their accumulated contributions in the plan to receive any employer-financed benefit. Members who withdraw their personal contributions in a lump sum are not entitled to any amounts contributed by their employer.

Benefit amounts are determined by the sum of the employee's contributions to the plan, with interest, and employer-financed monetary credits. The level of these monetary credits is adopted by the governing body of the employer within the actuarial constraints imposed by the TCDRS Act so that the resulting benefits can be expected to be adequately financed by the employer's commitment to contribute. At retirement, death or disability, the benefit is calculated by converting the sum of the employee's accumulated contributions and the employer-financed monetary credits to a monthly annuity using annuity purchase rates prescribed by the TCDRS Act. Updated annuity purchase rates will go into effect for post-2017 benefit accruals earned after 2017. Benefits accrued before 2018 will not be impacted by this update. This change was reflected in the 2015 actuarial valuation.

Employees covered by benefit terms: At the December 31, 2017 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	571
Inactive employees entitled to but no yet receiving benefits	77
Active employees	<u>948</u>
	1,596

Contributions The contribution rates for employees in TCDRS are either 4%, 5%, 6%, or 7% of employee gross earnings, as adopted by the employer's governing body. Participating employers are required to contribute at actuarially determined

rates to ensure adequate funding for each employer's plan. Under the state law governing TCDRS, the contribution rate for each entity is determined annually by the actuary and approved by the TCDRS Board of Trustees. The replacement life entry age actuarial cost method is used in determining the contribution rate. The actuarially determined rate is the estimated amount necessary to fund benefits in an orderly manner for each participant over his or her career so that sufficient funds are accumulated by the time benefit payments begin, with an additional amount to finance any unfunded accrued liability.

Employees for the County were required to contribute 5% of their annual gross earnings during the fiscal year. The contribution rates for the County were 14.38% and 14.34% in calendar years 2017 and 2018, respectively. The County's contributions to TCDRS for the year ended September 30, 2018, were \$8,856,591, and were equal to the required contributions.

For more complete information regarding the County's retirement plan and net pension liability, see Note IV, pages 71-76 of the Notes to the excerpts of the Issuer's Audited Financial Statements contained herein as Appendix D.

AD VALOREM TAX PROCEDURES

Property Tax Code and Countywide Appraisal District

Title I, Texas Tax Code, as amended (the "Property Tax Code"), provides for countywide appraisal and equalization of taxable property values and establishes in each county of the State an appraisal district and an appraisal review board responsible for appraising property for all taxable units within the County. The McLennan County Appraisal District (the "Appraisal District") is responsible for appraising property within the County, generally, as of January 1 of each year. Excluding agricultural and open-space land, which may be taxed on the basis of productive capacity, the Appraisal District is required under the Property Tax Code to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from applying any assessment ratios. In determining market value of property, different methods of appraisal may be used, including the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and the method considered most appropriate by the chief appraiser is to be used. State law further limits the appraised value of a residence homestead for a tax year to an amount not to exceed the lesser of (1) the market value of the property for the most recent tax year that the market value was determined by the appraisal office, or (2) the sum of (a) 10% of the property's appraised value for the preceding tax year, plus (b) the property's appraised value for the preceding tax year, plus (c) the market value of all new improvements to the property. The appraisal values set by the Appraisal District are subject to review and change by the Appraisal Review Board (the "Appraisal Review Board") consisting of fourteen members, which are appointed by the Board of Directors of the Appraisal District. Such appraisal rolls, as approved by the Appraisal Review Board, are used by the County in establishing its tax roll and tax rate. The Appraisal District is required to review the value of property within the Appraisal District at least every three years. The County may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the County by petition filed with the Appraisal Review Board.

The Property Tax Code establishes a procedure for notice to property owners of reappraisals reflecting increased property value, appraisals which are higher than renditions and appraisals of property not previously on an appraisal roll. Article VIII, Section 21 of the Texas Constitution provides that, subject to any exception prescribed by general law, the total amount of property taxes imposed by a political subdivision in any year may not exceed the total amount of property taxes imposed in the preceding year unless a notice of intent to consider an increase in taxes is given and two public hearings on the proposed increase are held before the total taxes are increased. See "AD VALOREM TAX PROCEDURES - Public Hearing and Maintenance and Operations Tax Rate Limitations", herein.

Property Subject to Taxation by the Issuer

Reference is made to the Property Tax Code for identification of property subject to taxation; property exempt or which may be exempted from taxation, if claimed; the appraisal of property for ad valorem taxation purposes; and the procedures and limitations applicable to the levy and collection of ad valorem taxes.

Article VIII of the State Constitution ("Article VIII") and State law provide for certain exemptions from property taxes, the valuation of agricultural and open-space lands at productivity value, and the exemption of certain personal property from ad valorem taxation.

Residence Homestead Exemptions: Under Section 1-b, Article VIII, and State law, the governing body of a political subdivision, at its option, may grant an exemption of not less than \$3,000 of the market value of the residence homestead of person 65 years of age or older and the disabled from all ad valorem taxes thereafter levied by the political subdivision. Once authorized, such exemption may be increased or decreased in amount, or repealed altogether, either (i) by the governing body of the political subdivision, or (ii) by a favorable vote of a majority of the qualified voters at an election called by the governing body of the political subdivision, which election must be called upon receipt of a petition signed by at least 20% of the number of qualified voters who voted in the preceding election of the political subdivision. In the case of a decrease, the amount of the exemption may not be reduced to less than \$3,000 of the market value.

The surviving spouse of an individual who qualifies for the foregoing exemption for the residence homestead of a person 65 or older (but not the disabled) is entitled to an exemption for the same property in an amount equal to that of the exemption for which the deceased spouse qualified if (i) the deceased spouse died in a year in which the deceased spouse qualified for the exemption;

(ii) the surviving spouse was at least 55 years of age when the deceased spouse died; and (iii) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse.

In addition to any other exemptions provided by the Property Tax Code, the governing body of a political subdivision may, at its option, grant an exemption of up to 20% of the market value of residence homesteads, with a minimum exemption of \$5,000.

In the case of residence homestead exemptions granted under Section 1-b, Article VIII, ad valorem taxes may continue to be levied against the value of homesteads exempted where ad valorem taxes have previously been pledged for the payment of debt if cessation of the levy would impair the obligation of the contract by which the debt was created.

Homestead Tax Limitation: Under Article VIII and State law, the governing body of a county, municipality or junior college district may provide for a freeze on total amount of ad valorem levied on the residence homestead of a disabled person or persons 65 years of age or older above the amount of tax imposed in the year such residence qualified for such exemption. Also, upon receipt of a petition signed by five percent of the registered voters of the county, municipality or junior college district, an election must be held to determine by majority vote whether to establish such a limitation on taxes paid on residence homesteads of persons 65 years of age or who are disabled. Upon providing for such exemption, the total amount of taxes imposed on such homestead cannot be increased except for improvements (other than repairs or improvements required to comply with governmental requirements) and such freeze is transferable to a different residence homestead and to the surviving spouse living in such homestead if (1) the deceased spouse died in a year in which the deceased spouse qualified for the exemption, (2) the surviving spouse was 55 or older when the deceased spouse died and (3) the property was the residence homestead of the surviving spouse when the deceased spouse died and remains the residence homestead of the surviving spouse. If improvements (other than repairs or improvements required to comply with governmental requirements) are made to the property, the value of the improvements is taxed at the then current tax rate, and the total amount of taxes imposed is increased to reflect the new improvements with the new amount of taxes then serving as the ceiling on taxes for the following year. Once established such freeze cannot be repealed or rescinded.

Disabled/Deceased Veterans Exemption: State law and Section 2, Article VIII, mandate an additional property tax exemption for disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces; the exemption applies to either real or personal property with the amount of assessed valuation exempted ranging from \$5,000 to a maximum of \$12,000; provided, however, that beginning in the 2009 tax year, a disabled veteran who receives from the United States Department of Veterans Affairs, or its successor, 100 percent disability compensation due to a service-connected disability and a rating of 100 percent disabled or of individual unemployability is entitled to an exemption from taxation of the total appraised value of the veteran's residence homestead. In addition, effective January 1, 2012, and subject to certain conditions, surviving spouses of a deceased veteran who had received a disability rating of 100% will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries. On November 3, 2015, Texas voters approved an amendment to this law to provide for the exemption from ad valorem taxation for those surviving spouses of veterans who died before 2011, of which such exemption applies for the tax year beginning on or after January 1, 2016.

A partially disabled veteran or the surviving spouse of a partially disabled veteran is entitled to an exemption equal to the percentage of the veteran's disability, if the residence was donated to the disabled veteran by a charitable organization at no cost to the disabled veteran, or at some cost to the disabled veteran in the form of a cash payment, a mortgage, or both in an aggregate amount that is not more than 50% of the good faith estimate of the market value of the residence homestead made by the charitable organization as of the date the donation is made. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

The surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to a property tax exemption for all or part of the market value of such surviving spouse's residence homestead, if the surviving spouse has not remarried since the service member's death and said property was the service member's residence homestead at the time of the death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

Also approved by the November 5, 2013 election was a constitutional amendment providing that the surviving spouse of a member of the armed forces who is killed in action is entitled to a property tax exemption for all or part of the market value of such surviving spouse's residence homestead, if the surviving spouse has not remarried since the service member's death and said property was the service member's residence at the time of death. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

Agricultural/Open-Land Exemption: Article VIII provides that eligible owners of both agricultural land (Section 1-d) and open-space land (Section 1-d-1), including open-space land devoted to farm or ranch purposes or open-space land devoted to timber production, may elect to have such property appraised for property taxation on the basis of its productive capacity. The same land may not be qualified under both Section 1-d and 1-d-1.

Nonbusiness Personal Property Exemption: Nonbusiness personal property, such as automobiles or light trucks, is exempt from ad valorem taxation unless the governing body of a political subdivision elects to tax this property. Boats owned as nonbusiness property are exempt from ad valorem taxation.

Freeport Exemption: Article VIII, Section 1-j, provides for “freeport property” to be exempted from ad valorem taxation. Freeport property is defined as goods detained in Texas for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Decisions to continue to tax may be reversed in the future; decisions to exempt freeport property are not subject to reversal.

Goods in Transit: Article VIII, Section 1-n of the Texas Constitution provides for an exemption from taxation of “goods-in-transit”, which are defined as (i) personal property acquired or imported into the State and transported to another location inside or outside the State, (ii) stored under a contract for bailment in public warehouses not in any way owned or controlled by the owner of the stored goods, and (iii) transported to another location inside or outside the State within 175 days of the date the property was acquired or imported into the State. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and out-board motor, heavy equipment and manufactured housing inventory.

Pursuant to changes enacted during the 2011 Texas Legislative Special Session, all taxing units, including those that have previously taken official action to tax goods-in-transit, may not tax goods-in-transit in the 2012 tax year or thereafter, unless the governing body of the taxing unit holds a public hearing and takes action on or after October 1, 2011, to provide for the taxation of the goods-in-transit. After holding a public hearing, a taxing unit may take official action prior to January 1 of the first tax year in which the governing body proposes to tax goods-in-transit. After taking such official action, the goods-in-transit remain subject to taxation by the taxing unit until the governing body of the taxing units rescinds or repeals its previous action to tax goods-in-transit. If, however, a taxing unit took official action prior to October 1, 2011 to tax goods-in-transit and pledged the taxes imposed on the goods-in-transit for the payment of a debt, taxes may continue to be imposed on goods-in-transit until the debt is discharged, if cessation of the imposition of the tax would impair the obligations of the contract by which the debt was created. The Commissioners Court took action on November 1, 2011 to continue the taxation of goods-in-transit.

For a discussion of how the various exemptions described above are applied by the County, see “COUNTY APPLICATION OF THE PROPERTY TAX CODE” herein.

Tax Increment Reinvestment Zones and Tax Abatements: The County by action of the Commissioners Court, may create one or more tax increment reinvestment zones (“TIRZs”) within the County, and in doing so, other overlapping taxing entities may agree to contribute taxes levied against the “Incremental Value” in the TIRZ to finance or pay for public improvements or projects within the TIRZ to encourage development and redevelopment within the TIRZ. At the time of the creation of the TIRZ, a “base value” for the real property in the TIRZ is established and the difference between any increase in the assessed valuation of taxable real property in the TIRZ in excess of the base value of taxable real property in the TIRZ is known as the “Incremental Value”, and during the existence of the TIRZ, all or a portion (as determined by the County) of the taxes levied by the County against the Incremental Value in the TIRZ are restricted to paying project and financing costs within the TIRZ and are not available for the payment of other obligations of the County. See “COUNTY APPLICATION OF THE PROPERTY TAX CODE” herein for description of this project. The County participates in several TIRZ with a cumulative captured TIRZ Value of \$506,752,562. The estimated loss of County tax revenue to the TIRZ’s is \$2,459,270. See “COUNTY APPLICATION OF THE PROPERTY TAX CODE” for information related to additional TIRZ.

Tax phase-in agreements are contracts between the County and an owner or lessee of property wherein the owner or lessee agrees to make an amount of new capital investment and create jobs, and the County abates all or a portion of ad valorem taxes under its authority on the new eligible real and personal property improvements within a reinvestment zone for a specific period of time. Tax phase-in agreements may abate up to 100% on real and/or personal property improvement values for up to 10 years.

Chapter 381 Agreements: The County is authorized, pursuant to Chapter 381, Texas Local Government Code, as amended (“Chapter 381”), to establish programs to promote state or local economic development and to stimulate business and commercial activity in the county. In accordance with a program established pursuant to Chapter 381, and the County may make loans or grants of public funds for economic development purposes, however no obligations secured by ad valorem taxes may be issued for such purposes unless approved by voters of the County. The County may contract with the federal government, the State of Texas, another political subdivision, a nonprofit organization or any other entity, including private entities, for the administration of such a program.

Issuer and Taxpayer Remedies

Under certain circumstances, the County and its taxpayers may appeal the determinations of the Appraisal District by timely initiating a protest with the Appraisal Review Board. Additionally, taxing units such as the County may bring suit against the Appraisal District to compel compliance with the Property Tax Code.

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the County and provides for taxpayer referenda that could result in the repeal of certain tax increases (See “– Public Hearing and Maintenance and Operation Tax Rate Limitations”.) The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property value, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

Levy and Collection of Taxes

The Issuer is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. Property within the County is generally assessed as of January 1 of each year based upon the valuation of property within the County as of the preceding January 1. Business inventory may, at the option of the taxpayer, be assessed as of September 1. Oil and gas reserves are assessed on the basis of a valuation process, which uses pricing information contained in the most recently published Early Release Overview of the Annual Energy Outlook published by the United States Energy Information Administration, as well as appraisal formulas developed by the State Comptroller of Public Accounts. The valuation assessment of oil and gas reserves will depend upon pricing information in either the standard edition of the Annual Energy Outlook or, if the most recently published edition of the Annual Energy Outlook was published before December 1 of the preceding calendar year, the Short-Term Energy Outlook report published in January of the current calendar year. Taxes are due October 1, or when billed, whichever comes later, and become delinquent after January 31 of the following year. The Property Tax Code makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances. Taxpayers 65 years old or older are permitted by State law to pay taxes on homesteads in four installments with the first due on February 1 of each year and final installment due on August 1.

Penalties and Interest

Charges for penalty and interest on the unpaid balance of delinquent taxes are made as follows:

<u>Month</u>	<u>Penalty</u>	<u>Interest</u>	<u>Total</u>
February	6%	1%	7%
March	7	2	9
April	8	3	11
May	9	4	13
June	10	5	15
July ^(a)	12	6	18

^(a) After July, the penalty remains at 12% and interest accrues at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid. A delinquent tax continues to accrue interest as long as the tax remains unpaid, regardless of whether a judgment for the delinquent tax has been rendered. The purpose of imposing such interest penalty is to compensate the taxing unit for revenue lost because of the delinquency. In addition the taxing unit may contract with an attorney for the collection of delinquent taxes and the amount of compensation as set forth in such contract may not provide for a fee not to exceed 20% of the amount of delinquent tax, penalty, and interest collected. Under certain circumstances, taxes, which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed.

In general, property subject to the County’s lien may be sold, in whole or in parcels, pursuant to court order to collect the amounts due. Federal law does not allow for the collection of penalty and interest against an estate in bankruptcy. Federal bankruptcy law provides that an automatic stay of action by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

Issuer’s Rights in the Event of Tax Delinquencies

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

At any time after taxes on property become delinquent, the Issuer may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the Issuer must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights (a taxpayer may redeem property within two (2) years after the purchaser’s deed issued at

the foreclosure sale is filed in the County records) or by bankruptcy proceedings which restrict the collection of taxpayer debts. Federal bankruptcy law provides that an automatic stay of actions by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases, post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court. Also, provisions of the Property Tax Code require the abatement of any foreclosure or collection suit for delinquent taxes against any individual who is 65 years of age or older, owns and occupies as a residential homestead the property on which the taxes are delinquent, and requests the abatement in writing at the appropriate time.

2019 Legislative Session

The 86th Regular Legislative Session convened on January 8, 2019 and adjourned on May 27, 2019. Among other bills, the Legislature adopted Senate Bill 2 ("SB2"), providing for changes to calculating a taxing entity's rollback tax rate. SB2 was sent to the Governor, who signed the bill on June 12, 2019.

Among other changes to State law, SB2 renames the effective tax rate as the "no-new-revenue tax rate," the effective maintenance and operations tax rate as the "no-new-revenue maintenance and operations tax rate," and the rollback tax rate as the "voter-approval tax rate." Under SB2, taxing units such as the County may not adopt a tax rate that produces more than 103.5% of the prior year's maintenance and operations tax levy (adjusted) unless the tax rate is approved by the voters of the County at a mandatory election held on the November uniform election date (the first Tuesday after November 1).

The amendments to State law provided by SB2 will not affect the County's ability to levy and collect ad valorem taxes for the payment of its outstanding debt obligations, including the Certificates. The County is currently reviewing the impact of SB2 on the County's tax rate, operations, and budget, and any summary of the County's historical financial information contained herein may not be indicative of future results. SB2 is not incorporated by reference into this Official Statement. Readers wanting additional information on SB2 are directed to Tex. S.B.2, 86th Leg. R.S. (2019) for additional information regarding the bill.

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

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

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

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

As of the date hereof, the County is not aware of any significant properties in the County which are under the control of the FDIC, however, real property could come under their control while acting as the receiver of an insolvent financial institution. Accordingly, to the extent the FIRREA provisions are valid and applicable to property in the County, and to the extent that the FDIC attempts to enforce taxes on property owned by the FDIC, if any, in the County.

COUNTY APPLICATION OF THE PROPERTY TAX CODE

The County grants a local exemption of \$35,000 to the market value of the residence homestead of persons 65 years of age or older and the disabled.

The County grants an additional exemption of up to 20% of the market value of residence homesteads (minimum exemption of \$5,000).

The County does not tax nonbusiness personal property.

The County does not allow discounts for the early payment of taxes or split (installment) payments except as provided by State law for persons 65 years of age and older.

The County took action before January 1, 1990 to tax Article VIII, Section 1-j (“freeport”) exempt property. The County took action on December 12, 2000 to grant freeport exemptions effective January 1, 2002.

The County does not grant an exemption for goods-in-transit.

The County participates in four Tax Increment Reinvestment Zones.

The County has 14 active Tax Abatements with businesses and has adopted criteria which is a prerequisite to the executions of any abatement agreements. For the 2018 Tax Year, the total aggregate assessed valuation loss due to the abatement agreements equals \$491,862,786 and the latest expiration date for any of the abatements is 2028. On July 2, 2019, the Commissioners Court approved the framework of a tax abatement program with Prairie Hill Wind Project, LLC, which proposes placing 100 turbines in the County and Limestone County, Texas. Under the terms of the agreement, the County would receive \$50,000 payments annually from the developer during the 10-year life of the abatement contract. The County may consider additional abatements in the future if they happen to meet the adopted criteria.

TAX RATE LIMITATIONS

Limited Tax Obligations

The Texas Constitution (Article VIII, Section 9) imposes a tax rate limit of \$0.80 per \$100 assessed valuation of all taxable property within the County (the “\$0.80 Tax Limitation”) for all purposes which are for general funds, permanent improvement funds, road and bridge funds and jury funds, including debt service of bonds or other debt obligations issued against such funds.

Administratively, the Attorney General of Texas will not approve the issuance of limited tax obligations in an amount which produces debt service requirements exceeding that which can be paid from \$0.40 per \$100 valuation, as calculated at the time of issuance and based on a 90% collection rate, of the \$0.80 Tax Limitation. **The Certificates are limited tax obligations and their issuance does not violate the Texas Attorney General’s administrative limitation.**

V.T.C.A., Government Code, Section 1301.003 limits the amount of limited tax obligations of counties issued for certain purposes as follows:

Courthouse	2% of Assessed Valuation
Jail	1 1/2% of Assessed Valuation
Courthouse and Jail	3 1/2% of Assessed Valuation
Road and Bridge	1 1/2% of Assessed Valuation

However, courthouse, jail, and certain other types of bonds may be issued under the authority of Section 1473.101, Texas Government Code, as amended, which removes the above limitations.

Unlimited Tax Bonds

The Texas Constitution (Article III, Section 52) authorizes the levy of a tax unlimited as to rate or amount for the payment of debt issued for various stated purposes; however, total unlimited tax debt cannot exceed 25% of the assessed valuation of real property.

Road Maintenance

Under Section 256.052, Texas Transportation Code, as amended, a county may adopt an additional ad valorem tax not to exceed \$0.15 on the \$100 assessed valuation of property provided by Article VIII, Section 9 of the Texas Constitution, for the further maintenance of county roads. This additional tax may be established by the Commissioners Court only upon approval by a majority of participating voters in an election held to approve such additional tax. The additional tax may not be used for debt service. **The voters of the County have not approved the adoption of additional county road tax.** The County has no unlimited tax road bonds outstanding.

Road Bonds

Texas Constitution (Article III, Section 52) authorizes the County to levy a unlimited tax rate to pay debt service on voted County road bonds. The County has no currently outstanding unlimited tax road bonds.

Farm-to Market and/or Flood Control

Under Section 256.054, Texas Transportation Code, as amended, a county may adopt an additional ad valorem tax not to exceed \$0.30 on the \$100 assessed valuation, after exemption of homesteads up to \$3,000, provided by Article VIII, Section 9 of the Texas Constitution, for the construction and maintenance of farm-to-market and lateral roads or for flood control. This additional tax may be established by the Commissioners Court only upon approval by a majority of participating voters in an election held to

approve such additional tax. No allocation is prescribed by statute between debt service and maintenance. Therefore, all or part may be used for either purpose. Although the receipts of these taxes are not available to pay debt service on the Certificates, these levies provide additional funds for road and flood control purposes that might not otherwise be paid from taxes subject to the \$0.80 Tax Limitation. **The voters of the County have not approved the adoption of the additional county farm-to-market or a flood control tax.**

Public Hearing and Maintenance and Operations Tax Rate Limitations

The following terms as used in this section have the meanings provided below:

“adjusted” means lost values are not included in the calculation of the prior year’s taxes and new values are not included in the current year’s taxable values.

“de minimis rate” means the maintenance and operations tax rate that will produce the prior year’s total maintenance and operations tax levy (adjusted) from the current year’s values (adjusted), plus the rate that produces an additional \$500,000 in tax revenue when applied to the current year’s taxable value, plus the debt service tax rate.

“effective tax rate” means the rate that will produce the prior year’s total tax levy (adjusted) from the current year’s total taxable values (adjusted).

“no-new-revenue tax rate” means the combined maintenance and operations tax rate and debt service tax rate that will produce the prior year’s total tax levy (adjusted) from the current year’s total taxable values (adjusted). Certain counties for which certain expenditures for indigent legal defense or certain hospital expenditures exceed the amount for such expenditures for the preceding tax year, may increase their no-new-revenue tax rate proportionately with such expenditures in the manner provided by the Property Tax Code.

“rollback tax rate” means the rate that will produce the prior year’s total levy (adjusted) from the current year’s values (adjusted) multiplied by 1.08, plus a rate that will produce current year’s debt service from the current year’s values (unadjusted), divided by the anticipated tax collection rate.

“special taxing unit” means a county for which the maintenance and operations tax rate proposed for the current tax year is 2.5 cents or less per \$100 of taxable value.

“unused increment rate” means the cumulative difference between a county’s voter-approval tax rate and its actual tax rate for each of the tax years 2020 through 2022, which may be applied to a county’s tax rate in tax years 2021 through 2023 without impacting the voter-approval tax rate.

“voter-approval tax rate” means the maintenance and operations tax rate that will produce the prior year’s maintenance and operations tax levy (adjusted) from the current year’s values (adjusted) multiplied by 1.035, plus the debt service tax rate, plus the unused increment rate.

The County’s tax rate consists of two components: (1) rates for funding of maintenance and operations expenditures in the current year, which may additionally include the Road and Bridge Maintenance Tax and the Farm-to-Market Road and Flood Control Tax, if levied (collectively, the “maintenance and operations tax rate”), and (2) a rate for funding debt service in the current year (the “debt service tax rate”). Under State law, the assessor for the County must submit an appraisal roll showing the total appraised, assessed, and taxable values of all property in the County to the Commissioners Court by August 1 or as soon as practicable thereafter.

For the 2019 tax year, the procedures in this paragraph apply. After the assessor submits the appraisal roll to the County, a designated officer or employee of the County is required to calculate its rollback tax rate and effective tax rate. The Commissioners Court must adopt a tax rate before the later of September 30 or the 60th day after the date the certified appraisal roll is received by the County. The Commissioners Court may not adopt a tax rate that exceeds the lower of the rollback tax rate or 100% of the effective tax rate until it has held two public hearings on the proposed increase following notice to the taxpayers and otherwise complied with the Property Tax Code. The Property Tax Code provides that if the adopted tax rate exceeds the rollback tax rate, qualified voters of the County, by petition, may require that an election be held to determine whether or not to reduce the tax rate adopted for the current year to the rollback tax rate.

Effective January 1, 2020, the terms rollback tax rate and effective tax rate will be replaced, respectively, with the terms voter-approval tax rate and no-new-revenue tax rate. Beginning with the 2020 tax year, the procedures in this paragraph and the following paragraphs apply. The County must annually calculate and prominently post on its internet website, and submit to the County tax assessor-collector its voter-approval tax rate and no-new-revenue tax rate in accordance with forms prescribed by the State Comptroller. The Commissioners Court must adopt a tax rate before the later of September 30 or the 60th day after the date the certified appraisal roll is received by the County, except that a tax rate that exceeds the voter-approval tax rate must be adopted not later than the 71st day before the next occurring November uniform election date. If the County fails to timely adopt a tax rate, the tax rate is statutorily set as the lower of the no-new-revenue tax rate for the current tax year or the tax rate adopted by the County for the preceding tax year.

As described below, the Property Tax Code provides that if a county adopts a tax rate that exceeds the voter-approval tax rate or, in certain cases, the de minimis rate, an election must be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

A county may not adopt a tax rate that exceeds the lower of the voter-approval tax rate or the no-new-revenue tax rate until the county appraisal district has delivered notice to each taxpayer of the estimated total amount of property taxes owed and the county has held a public hearing on the proposed tax increase.

If a county's adopted tax rate for any tax year exceeds the greater of (i) the voter-approval tax rate or (ii) the de minimis rate, the county must conduct an election on the next occurring November uniform election date to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate. However, for any tax year during which a county does not qualify as a special taxing unit, if a county's adopted tax rate is equal to or less than the de minimis rate but greater than both (a) the no-new-revenue tax rate, multiplied by 1.08, plus the debt service tax rate or (b) the county's voter-approval tax rate, then a valid petition signed by at least three percent of the registered voters in the county would require that an election be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

Any county located at least partly within an area declared a disaster area by the Governor of the State or the President of the United States during the current year may calculate its voter-approval tax rate using a 1.08 multiplier, instead of 1.035, until the earlier of (i) the second tax year in which such county's total taxable appraised value exceeds the taxable appraised value on January 1 of the year the disaster occurred, or (ii) the third tax year after the tax year in which the disaster occurred.

State law provides cities and counties in the State the option of assessing a maximum one-half percent (1/2%) sales and use tax on retail sales of taxable items for the purpose of reducing its ad valorem taxes, if approved by a majority of the voters in a local option election. If the additional sales and use tax for ad valorem tax reduction is approved and levied, the no-new-revenue tax rate and voter-approval tax rate must be reduced by the amount of the estimated sales tax revenues to be generated in the current tax year.

The calculations of the no-new-revenue tax rate and voter-approval tax rate do not limit or impact the County's ability to set a debt service tax rate in each year sufficient to pay debt service on all of the County's tax-supported debt obligations, including the Certificates.

Reference is made to the Property Tax Code for definitive requirements for the levy and collection of ad valorem taxes and the calculation of the various defined tax rates.

TAX MATTERS

Tax Exemption

The delivery of the Certificates is subject to the opinion of Bond Counsel to the effect that interest on the Certificates for federal income tax purposes (1) will be excludable from gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date of such opinion (the "Code"), pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions, and (2) will not be included in computing the alternative minimum taxable income of the owners thereof. A form of Bond Counsel's opinion is reproduced as Appendix C. The statutes, regulations, rulings, and court decisions on which such opinion is based are subject to change.

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

Bond Counsel's opinion is not a guarantee of a result, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the County described above. No ruling has been sought from the Internal Revenue Service (the "IRS") with respect to the matters addressed in the opinion of Bond Counsel, and Bond Counsel's opinion is not binding on the IRS. The IRS has an ongoing program of auditing the tax-exempt status of the interest on tax-exempt obligations. If an audit of the Certificates is commenced, under current procedures the IRS is likely to treat the County as the "taxpayer," and the owners of the Certificates would have no right to participate in the audit process. In responding to or defending an audit of the tax-exempt status of the interest on the Certificates, the County may have different or conflicting interests from the owners of the Certificates. Public awareness of any future audit of the Certificates could adversely affect the value and liquidity of the Certificates during the pendency of the audit, regardless of its ultimate outcome.

Except as described above, Bond Counsel expresses no other opinion with respect to any other federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Certificates. Prospective purchasers of the Certificates should be aware that the ownership of tax-exempt

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

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

Tax Accounting Treatment of Discount or Premium on Certain Certificates

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

However, such interest may be required to be taken into account in determining the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, S corporations with "subchapter C" earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise qualifying for the earned income tax credit, owners of an interest in a FASIT, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Moreover, in the event of the redemption, sale or other taxable disposition of a Discount Certificate by the initial owner prior to maturity, the amount realized by such owner in excess of the basis of such Discount Certificate in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Discount Certificate was held) is includable in gross income.

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

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

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

LIBRARY SYSTEM

The County currently maintains a law library (the "County Law Library"), available to the public exclusively for legal research purposes. The County created the Law Library Fund, pursuant to former Article 1702h, Vernon's Texas Civil Statutes, (now codified as Chapter 323, Texas Local Government Code, as amended) for the establishment and maintenance of the County Law Library. Revenues are derived from law library fees assessed against each civil case filed in the County courts-at-law and in the district courts, excluding tax suits. See "Table 18 – County Library System Historical Revenues" herein for the fees generated from these court charges.

CONTINUING DISCLOSURE OF INFORMATION

In the Order, the County has made the following agreement for the benefit of the holders and beneficial owners of the Certificates. The County is required to observe the agreement for so long as it remains obligated to advance funds to pay the Certificates. Under the agreement, the County will be obligated to provide certain updated financial information and operating data annually, and timely notice of certain specified events, to the Municipal Securities Rulemaking Board (the "MSRB"). This information will be available to the public free of charge from the MSRB via the Electronic Municipal Market ("EMMA") system at www.emma.msrb.org, as further described below under "Availability of Information from MSRB".

Annual Reports

Under Texas law, including, but not limited to, Chapter 115, as amended, Texas Local Government Code, the County must keep its fiscal records in accordance with generally accepted accounting principles, must have its financial accounts and records audited by a certified or permitted public accountant and must maintain each audit report with the County Auditor. The County's fiscal records and audit reports are available for public inspection during the regular business hours of the County Auditor. Additionally, upon the filing of these financial statements and the annual audit, these documents are subject to the Texas Public Information Act, as amended, Texas Government Code, Chapter 552. Thereafter, any person may obtain copies of these documents upon submission of a written request to the County Auditor at the McLennan County Auditor, 214 North 4th Street, Suite 100, Waco, Texas 76701, and upon paying the reasonable copying, handling, and delivery charges for providing this information.

The Issuer will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the County of the general type disclosed in Tables 1, 2, 6, 7 and 11 of Appendix A. The Issuer will update and provide this information within six months after the end of each fiscal year ending in and after 2019. If the audit of such financial statements is not complete within 12 months after any such fiscal year end, then the Issuer will file unaudited financial statements by the required time and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix D or such other accounting principles as the Issuer may be required to employ from time to time pursuant to State law or regulation.

The Issuer's current fiscal year end is September 30. Accordingly, the Issuer must provide updated information included in the above-referenced tables by the last day of March in each year, and audited financial statements for the preceding fiscal year (or unaudited financial statements if the audited financial statements are not yet available) must be provided by September 30 in each year, unless the Issuer changes its fiscal year. If the Issuer changes its fiscal year, it will file notice of the change (and of the date of the new fiscal year end) with the MSRB.

All financial information, operating data, financial statements and notices required to be provided to the MSRB shall be provided in an electronic format and be accompanied by identifying information prescribed by the MSRB. Financial information and operating data to be provided as set forth above may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document) available to the public on the MSRB's Internet Web site or filed with the Securities and Exchange Commission (the "SEC"), as permitted by SEC Rule 15c2-12 (the "Rule")

Notice of Certain Events

The County will also provide timely notices of certain events to the MSRB. The County will provide notice of any of the following events with respect to the Certificates to the MSRB in a timely manner (but not in excess of ten Business Days after the occurrence of the event): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Certificates, or other material events affecting the tax status of the Certificates; (7) modifications to rights of holders of the Certificates, if material; (8) Certificate calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Certificates, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the County, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a debt obligation or derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation of the County, or a guarantee of any such debt obligation or derivative instrument, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of any such financial obligation of the County, 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 any such financial obligation of the County, any of which reflect financial difficulties. In the Order, the County will adopt policies and procedures to ensure timely compliance of its continuing disclosure obligations. In addition, the County will provide timely notice of any failure by the County to provide annual financial information in accordance with their agreement described above under "Annual Reports".

For these purposes, (a) any event described in clause (12) of the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the County 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 County, 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 County and (b) the County intends the words used in the immediately preceding paragraphs (15) and (16) to have the same meanings as when they are used in the Rule, as evidenced by SEC Release No. 34-83885, dated August 20, 2018.

Availability of Information from MSRB

The Issuer has agreed to provide the foregoing information only as described above. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Limitations and Amendments

The Issuer has agreed to update information and to provide notices of specified events only as described above. The Issuer 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 Issuer makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Certificates at any future date. The Issuer disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its agreement or from any statement made pursuant to its agreement, although holders or beneficial owners of Certificates may seek a writ of mandamus to compel the Issuer to comply with its agreement.

The Issuer may amend its agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Issuer, if the agreement, as amended, would have permitted an underwriter to purchase or sell Certificates in the offering described herein in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and either the holders of a majority in aggregate principal amount of the outstanding Certificates consent or any person unaffiliated with the Issuer (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Certificates. The Issuer may also repeal or amend its agreement if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but in either case only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Certificates in the primary offering of the Certificates giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule. If the Issuer amends its agreement, it must include with the next financial information and operating data provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of information and data provided.

Compliance with Prior Agreements

During the past five years, the County has complied in all material respects with its previous continuing disclosure agreements made in accordance with the Rule.

OTHER PERTINENT INFORMATION

Registration and Qualification of Certificates for Sale

The sale of the Certificates has not been registered under the Federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Certificates have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Certificates been qualified under the securities acts of any jurisdiction. The Issuer assumes no responsibility for qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Certificates shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

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

Litigation

The County is a defendant on various lawsuits. Although the outcome of these lawsuits is not presently determinable, in the opinion of the County Attorney the resolution of these matters will not have a material adverse effect on the financial condition of the County.

Future Debt Issuance

The County does not anticipate the issuance of additional general obligation debt during the next twelve months except for potentially refunding obligations for debt service savings.

Legal Investments and Eligibility to Secure Public Funds in Texas

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Certificates are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are real and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State. With respect to investment in the Certificates by municipalities or other political subdivisions or public agencies of the State, the PFIA requires that the Certificates be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency. See "OTHER PERTINENT INFORMATION - Ratings" herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Certificates are legal investments for state banks, savings banks, trust companies with capital of one million dollars or more, and savings and loan associations. The Certificates are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivision, and are legal security for those deposits to the extent of their fair market value. No review by the County has been made of the laws in other states to determine whether the Certificates are legal investments for various institutions in those states.

No representation is made that the Certificates will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The County has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Certificates for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Certificates for such purposes.

Additionally, with respect to the Certificates, Section 271.051 of the Texas Local Government Code expressly provides that certificates of obligation approved by the Attorney General of Texas are legal authorized investments for banks, savings banks, trust companies, and savings and loan associations, insurance companies, fiduciaries, trustees, and guardians, and sinking funds of municipalities, counties, school districts, or other political corporations or subdivisions of the State. The Certificates are eligible to secure deposits of any public funds of the State, municipalities, school and other political subdivisions of the State, and are legal security for those deposits to the extent of the market value.

Legal Opinions and No-Litigation Certificate

The Issuer will furnish the Purchaser with a complete transcript of proceedings incident to the authorization and issuance of the Certificates, including the unqualified approving legal opinion of the Attorney General of the State of Texas to the effect that the Certificates are valid and legally binding obligations of the Issuer, and based upon examination of such transcript of proceedings, the approval of certain legal matters by Bond Counsel, to the effect that the Certificates are valid and legally binding obligations of the Issuer and, subject to the qualifications set forth herein under "TAX MATTERS," the interest on the Certificates is excludable from the gross income of the owners thereof for federal income tax purposes under existing statutes, regulations, published rulings, and court decisions existing on the date thereof. The customary closing papers, including a certificate to the effect that no litigation of any nature has been filed or is then pending to restrain the issuance and delivery of the Certificates, or which would affect the provision made for their payment or security, or in any manner questioning the validity of the Certificates will also be furnished. In its capacity as Bond Counsel, Norton Rose Fulbright US LLP, San Antonio, Texas has reviewed the information under the captions "THE CERTIFICATES" (except for the information contained in the subcaptions "Payment Record" and "Default and Remedies", as to which no opinion is expressed), "TAX MATTERS", "CONTINUING DISCLOSURE OF INFORMATION" (except under the subheading "Compliance with Prior Agreements", as to which no opinion is expressed), "OTHER INFORMATION—Registration and Qualification of Certificates For Sale", "OTHER PERTINENT INFORMATION—Legal Investments and Eligibility to Secure Public Funds in Texas", and "OTHER INFORMATION—Legal Opinions and No-Litigation Certificate" in the Official Statement and such firm is of the opinion that the information relating to the Certificates and the Order contained under such captions is a fair and accurate summary of the information purported to be shown and that the information and descriptions contained under such captions relating to the provisions of applicable state and federal laws are correct as to matters of law. Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Notice of Sale, the Official Bid Form and the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the Certificates in the Official Statement to verify that such description conforms to the provisions of the Order. Such firm has not, however, independently verified any of the factual information contained in this Official Statement nor has it conducted an investigation of the affairs of the Issuer 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 information contained herein. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Certificates are contingent on the sale and delivery of the Certificates. Though it represents the Financial Advisor and certain entities that may bid on the Certificates from time to time in matters unrelated to the issuance of the Certificates, Bond Counsel has been engaged by and only represents the County in connection with the issuance of the Certificates.

The various legal opinions to be delivered concurrently with the delivery of the Certificates 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 from the transaction.

Ratings

A municipal bond rating application has been made to Moody's Investors Service, Inc. ("Moody's"), the results of which will be made available as soon as possible. The County currently has an underlying rating of "Aa1", exclusive of the Certificates from Moody's. An explanation of the significance of such ratings, once received, may be obtained from the rating agency. A rating reflects only the view of such company at the time the rating is given, and the Issuer makes no representations as to the appropriateness of the rating. There is no assurance that such a rating will continue for any given period of time, or that it will not be revised downward or withdrawn entirely by the rating agency if, in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Certificates.

Financial Advisor

SAMCO Capital Markets, Inc. is employed as the Financial Advisor to the Issuer in connection with the issuance of the Certificates. In this capacity, the Financial Advisor has compiled certain data relating to the Certificates and has assisted in drafting this Official Statement. The Financial Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the Issuer to determine the accuracy or completeness of this Official Statement. Because of its limited participation, the Financial Advisor assumes no responsibility for the accuracy or completeness of any of the information contained herein. The fees for the Financial Advisor are contingent upon the issuance, sale and delivery of the Certificates.

In the normal course of business, the Financial Advisor may also from time to time sell investment securities to the County for the investment of debt proceeds or other funds of the County upon the request of the County.

Winning Bidder

On July 30, 2019, it is expected that the Certificates will be awarded to an underwriter or group of underwriters managed by _____ (the "Purchaser" or the "Initial Purchaser") through a competitive bid process, or the County will reject all bids in accordance with the provisions of the Official Notice of Sale. The initial reoffering yields will be supplied to the County by the Purchaser. The initial reoffering yields shown on page ii of the Official Statement will produce compensation to the Purchaser of approximately \$_____.

Certification of the Official Statement

At the time of payment for and delivery of the Certificates, the Purchaser will be furnished a certificate executed by the proper officials of the County acting in their official capacity, to the effect that: (a) the descriptions and statements of or pertaining to the County contained in its Official Statement relating to the Certificates, and any addenda, supplement or amendment thereto, on the date of such Official Statement, on the date of the sale of said Certificates, and the acceptance of the best bid therefor, and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the County and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading; (c) to the best of their knowledge, insofar as the descriptions and statements, including financial data, of or pertaining to entities, other than the County and its activities, contained in such Official Statement are concerned, such statements and data have been obtained from sources which the County believes to be reliable and the County has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the County since September 30, 2018, the date of the last audited financial statements of the Issuer, portions of which appear in the Official Statement.

The Official Statement will be approved as to form and content and the use thereof in the offering of the Certificates will be authorized, ratified and approved by the Commissioners Court on the date of sale, and the Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Certificates, a certified copy of such approval, duly executed by the proper officials of the Issuer.

Forward-Looking Statements Disclaimer

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

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related

to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the County. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

Concluding Statement

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

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

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

The Order authorizing the issuance of the Certificates will approve the form and content of this Official Statement and any addenda, supplement or amendment thereto and authorized its further use in the reoffering of the Certificates by the Purchaser.

This Official Statement will be approved by the Commissioners Court of the Issuer for distribution in accordance with the provisions of the Rule.

MCLENNAN COUNTY, TEXAS

ATTEST:

/s/

County Clerk
McLennan County, Texas
Andy Harwell

/s/

County Judge
McLennan County, Texas
Scott Felton

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APPENDIX A

FINANCIAL INFORMATION OF THE ISSUER

(This appendix contains quantitative financial information and operating data with respect to the Issuer. The information is only a partial representation and does not purport to be complete. For further and more complete information, reference should be made to the original documents, which can be obtained from various sources, as noted.)

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FINANCIAL INFORMATION OF THE ISSUER

ASSESSED VALUATION

TABLE 1

2018 Actual Market Value of Taxable Property (100% of Actual) ^(a)	\$ 25,551,632,596
Less Exemptions:	
Optional Over-65 and/or Disabled	\$ 675,960,819
Optional Percentage Homestead	1,580,605,153
Disabled and Deceased Veterans Exemption	274,852,735
Freeport Exemption	436,445,867
Pollution Exemption	138,962,433
Productivity Value Loss	1,555,059,895
Abatement & Property Redevelopment	270,940,457
Other	12,158,109
10% Homestead Cap Loss	454,790,134
Totally Exempt Property	3,204,147,273
	<u>8,603,922,875</u>
2018 Certified Net Taxable Assessed Valuation	<u>\$ 16,947,709,721</u>
Less Adjustments:	
Value Captured by Tax Increment Reinvestment Zones	<u>506,752,562</u>
2018 Freeze Adjusted Net Taxable Assessed Valuation	<u>\$ 16,440,957,159</u>
2019 Estimated Net Taxable Assessed Valuation	<u>\$ 18,651,162,388</u>

Source: McLennan County Appraisal District

GENERAL OBLIGATION BONDED DEBT

TABLE 2

General Obligation Debt Principal Outstanding: (As of July 1, 2019-unaudited)	
General Obligation Refunding Bonds, Series 2011	\$ 1,340,000.00
General Obligation Refunding Bonds, Series 2014	2,710,000
Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2016	8,345,000
Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2017	7,510,000
Total General Obligation Debt Principal Outstanding:	<u>\$ 19,905,000</u>
Current Issue General Obligation Debt Principal	
Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019 (the "Certificates")	<u>\$ 23,000,000</u> *
Total General Obligation Debt Principal Outstanding Following Issuance of the Certificates:	<u>\$ 42,905,000</u> *
General Obligation Interest and Sinking Fund Balance as of May 31, 2019	\$ 1,774,623
Ratio of General Obligation Debt Principal to 2018 Adjusted Net Taxable Assessed Valuation	0.26%
2018 Freeze Adjusted Net Taxable Assessed Valuation ^(a)	\$ 16,440,957,159
Population: 1980 - 170,755; 1990 - 189,123; 2000 - 213,517; 2010 - 234,906; Current Estimate -	254,607
Per Capita 2018 Freeze Adjusted Net Taxable Assessed Valuation -	\$64,574
Per Capita General Obligation Debt Principal -	\$169

^(a) See "AD VALOREM TAX PROCEDURES" and "COUNTY APPLICATION OF THE PROPERTY TAX CODE" in the body of the Official Statement for a description of the Issuer's taxation procedures.

* Preliminary; subject to change.

Sources: Texas Municipal Reports, U.S. Census, and information received from the Issuer.

Capital Leases:

As of September 30, 2018, the County has no Capital Leases outstanding.

McLennan County Public Facility Corporation:

McLennan County, Texas (the "County") formed the McLennan County Public Facility Corporation (the "Corporation"), a nonprofit corporation organized under Chapter 303 of the Texas Local Government Code. The Corporation is treated in the County's financial statements as a blended component unit, which while legally a separate entity, is in substance, part of the County's operations.

At September 30, 2018, the Corporation, presented as a blended component unit of McLennan County, had approximately \$42 million in revenue bonds outstanding. The revenue bonds are the liability of the Corporation but are subject to appropriation from the County if the facility does not generate sufficient Project Revenues. The County has previously appropriated funds for debt service. Revenues from rental of jail space to third party entities is the source of funding for debt service on the revenue bonds and is used to cover all the expenses of the acquired jail's operations. The revenue bonds were rated "AA-" by S&P Global Ratings, a division of S&P Global Inc. ("S&P").

The following table sets forth the debt service requirements for the Corporation's Bonds.

Fiscal Year Ended 9/30	Principal	Interest	Total
2019	\$1,685,000.00	\$1,666,497.00	\$3,351,497.00
2020	1,725,000.00	1,626,394.00	3,351,394.00
2021	1,770,000.00	1,579,301.50	3,349,301.50
2022	1,820,000.00	1,530,626.50	3,350,626.50
2023	1,875,000.00	1,476,026.50	3,351,026.50
2024	1,940,000.00	1,415,089.00	3,355,089.00
2025	2,010,000.00	1,344,085.00	3,354,085.00
2026	2,085,000.00	1,265,695.00	3,350,695.00
2027	2,170,000.00	1,184,380.00	3,354,380.00
2028	2,255,000.00	1,099,750.00	3,354,750.00
2029	2,345,000.00	1,011,805.00	3,356,805.00
2030	2,430,000.00	920,350.00	3,350,350.00
2031	2,545,000.00	807,112.00	3,352,112.00
2032	2,665,000.00	688,515.00	3,353,515.00
2033	2,790,000.00	564,326.00	3,354,326.00
2034	2,920,000.00	434,312.00	3,354,312.00
2035	6,400,000.00	298,240.00	6,698,240.00
	<u>\$41,430,000.00</u>	<u>\$18,912,504.50</u>	<u>\$60,342,504.50</u>

The County will take control of the Jack Harwell Detention Center on October 1, 2019 after LaSalle Corrections agreed to the transfer in May 2019. The County built the 1,162-bed jail adjacent to the McLennan County Jail in 2010 and has hired private for-profit companies to run it since it opened. As of July 11, 2019, the County anticipates expenditures of approximately \$850,000 in preparation to run the facility, a figure that includes hiring and providing training, uniforms, physicals, and drug screening for staff. The sheriff's office estimates running the detention center will cost \$10.2 million during the fiscal year beginning October 1. The Commissioners Court continues to schedule hearings to more closely examine the figures and to hear presentations from staffers and department heads. The County plans to amend any agreements currently in place related to the operator to reflect the County assuming this new role.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

TABLE 4

Fiscal Year <u>30-Sep</u>	Currently Outstanding Debt Service	The Certificates*			Combined Debt Service*
		<u>Principal</u>	<u>Interest</u> ⁽¹⁾	<u>Total</u>	
2019	\$ 3,345,000.00	\$ -	\$ -	\$ -	\$ 3,345,000.00
2020	2,635,000.00	450,000.00	575,000.00	1,025,000.00	3,660,000.00
2021	1,875,000.00	750,000.00	676,500.00	1,426,500.00	3,301,500.00
2022	1,225,000.00	775,000.00	654,000.00	1,429,000.00	2,654,000.00
2023	1,255,000.00	965,000.00	630,750.00	1,595,750.00	2,850,750.00
2024	800,000.00	995,000.00	601,800.00	1,596,800.00	2,396,800.00
2025	830,000.00	1,025,000.00	571,950.00	1,596,950.00	2,426,950.00
2026	855,000.00	1,055,000.00	541,200.00	1,596,200.00	2,451,200.00
2027	885,000.00	1,085,000.00	509,550.00	1,594,550.00	2,479,550.00
2028	905,000.00	1,120,000.00	477,000.00	1,597,000.00	2,502,000.00
2029	930,000.00	1,155,000.00	443,400.00	1,598,400.00	2,528,400.00
2030	950,000.00	1,190,000.00	408,750.00	1,598,750.00	2,548,750.00
2031	970,000.00	1,225,000.00	373,050.00	1,598,050.00	2,568,050.00
2032	1,000,000.00	1,260,000.00	336,300.00	1,596,300.00	2,596,300.00
2033	1,025,000.00	1,300,000.00	298,500.00	1,598,500.00	2,623,500.00
2034	1,050,000.00	1,335,000.00	259,500.00	1,594,500.00	2,644,500.00
2035	1,075,000.00	1,380,000.00	219,450.00	1,599,450.00	2,674,450.00
2036	1,105,000.00	1,420,000.00	178,050.00	1,598,050.00	2,703,050.00
2037	535,000.00	1,460,000.00	135,450.00	1,595,450.00	2,130,450.00
2038	-	1,505,000.00	91,650.00	1,596,650.00	1,596,650.00
2039	-	1,550,000.00	46,500.00	1,596,500.00	1,596,500.00
	<u>\$ 23,250,000.00</u>	<u>\$ 23,000,000.00</u>	<u>\$ 8,028,350.00</u>	<u>\$ 31,028,350.00</u>	<u>\$ 54,278,350.00</u>

* Preliminary, subject to change.

(1) Interest calculated at an assumed rate for purposes of illustration.

TAX ADEQUACY

TABLE 5

2018 Freeze Adjusted Net Taxable Assessed Valuation	\$ 16,440,957,159
Maximum Annual Debt Service Requirements (Fiscal Year Ending September 30, 2020*)	\$ 3,660,000 *
Indicated Maximum Interest and Sinking Fund Tax Rate at 98% Collections	\$ 0.02272 *

* Preliminary, subject to change.

Note: Above computation is exclusive of investment earnings, delinquent tax collections and penalties and interest on delinquent tax collections.

TAX RATE DISTRIBUTION

TABLE 6

<u>Fund</u>	<u>2018-2019</u>	<u>2017-2018</u>	<u>2016-2017</u>	<u>2015-2016</u>	<u>2014-2015</u>
Maintenance & Operations Fund	\$0.4610	\$0.4806	\$0.5009	\$0.5111	\$0.5091
Interest & Sinking Fund	<u>0.0243</u>	<u>0.0247</u>	<u>0.0244</u>	<u>0.0242</u>	<u>0.0262</u>
General Fund Totals	\$0.4853	\$0.5053	\$0.5253	\$0.5353	\$0.5353

Source: Issuer's Comprehensive Annual Financial Reports and other information from the Issuer.

PROPERTY TAX RATES AND COLLECTIONS

TABLE 7

<u>Tax Year</u>	<u>Certified Net Taxable Assessed Valuation</u> ^(a)	<u>Tax Rate</u>	<u>Total Tax Levy</u>	<u>% Collections</u>		<u>Fiscal Year Ending</u>
				<u>Current</u>	<u>Total</u>	
2008	\$ 9,923,202,603	\$ 0.46470	\$ 47,547,908	98.46%	99.73%	9/30/2009
2009	10,371,382,237	0.46470	46,339,667	97.80%	99.67%	9/30/2010
2010	10,622,174,138	0.46420	47,796,849	97.97%	99.69%	9/30/2011
2011	11,203,030,413	0.46420	50,223,877	98.21%	99.69%	9/30/2012
2012	11,450,251,128	0.48430	53,633,113	98.55%	99.74%	9/30/2013
2013	11,341,983,976	0.53530	61,764,543	98.57%	99.70%	9/30/2014
2014	12,166,662,707	0.53530	66,378,591	98.55%	99.65%	9/30/2015
2015	12,868,539,628	0.53530	70,140,088	98.80%	99.59%	9/30/2016
2016	13,882,214,538	0.52530	74,440,714	98.87%	99.44%	9/30/2017
2017	15,028,017,600	0.50530	77,595,446	98.80%	98.80%	9/30/2018
2018	16,440,957,159	0.48530	79,787,965	94.87% ^(b)	95.58% ^(b)	9/30/2019

^(a) Figures represent Net Taxable Assessed Valuation after Tax Increment Reinvestment Zones' captured value adjustment.

^(b) As of June 24, 2019.

Sources: Texas Municipal Reports, the McLennan County Appraisal District and the Issuer's Comprehensive Annual Financial Report.

GENERAL OBLIGATION PRINCIPAL REPAYMENT SCHEDULE

TABLE 8

(As of July 1, 2019)

<u>Fiscal Year Ending 9/30</u>	<u>Principal Repayment Schedule</u>			<u>Obligations Unpaid at End of Year*</u>	<u>Percent of Principal Retired (%)*</u>
	<u>Principal Outstanding</u>	<u>The Certificates*</u>	<u>Total*</u>		
2020	\$ 2,635,000	\$ 450,000	3,085,000	39,820,000	7.19%
2021	1,875,000	750,000	2,625,000	37,195,000	13.31%
2022	1,225,000	775,000	2,000,000	35,195,000	17.97%
2023	1,255,000	965,000	2,220,000	32,975,000	23.14%
2024	800,000	995,000	1,795,000	31,180,000	27.33%
2025	830,000	1,025,000	1,855,000	29,325,000	31.65%
2026	855,000	1,055,000	1,910,000	27,415,000	36.10%
2027	885,000	1,085,000	1,970,000	25,445,000	40.69%
2028	905,000	1,120,000	2,025,000	23,420,000	45.41%
2029	930,000	1,155,000	2,085,000	21,335,000	50.27%
2030	950,000	1,190,000	2,140,000	19,195,000	55.26%
2031	970,000	1,225,000	2,195,000	17,000,000	60.38%
2032	1,000,000	1,260,000	2,260,000	14,740,000	65.65%
2033	1,025,000	1,300,000	2,325,000	12,415,000	71.06%
2034	1,050,000	1,335,000	2,385,000	10,030,000	76.62%
2035	1,075,000	1,380,000	2,455,000	7,575,000	82.34%
2036	1,105,000	1,420,000	2,525,000	5,050,000	88.23%
2037	535,000	1,460,000	1,995,000	3,055,000	92.88%
2038	-	1,505,000	1,505,000	1,550,000	96.39%
2039	-	1,550,000	1,550,000	-	
	<u>\$ 19,905,000</u>	<u>\$ 23,000,000</u>	<u>\$ 42,905,000</u>		

* Preliminary, subject to change.

TAXABLE ASSESSED VALUATION

TABLE 9

<u>Tax Year</u>	<u>Certified Net Taxable Assessed Valuation</u> ^(a)	<u>Change From Preceding Year</u>	
		<u>Amount (\$)</u>	<u>Percent</u>
2008-09	\$ 9,923,202,603	700,653,989	7.60%
2009-10	10,371,382,237	448,179,634	4.52%
2010-11	10,622,174,138	250,791,901	2.42%
2011-12	11,203,030,413	580,856,275	5.47%
2012-13	11,450,251,128	247,220,715	2.21%
2013-14	11,341,983,976	(108,267,152)	(0.95%)
2014-15	12,166,662,707	824,678,731	7.27%
2015-16	12,868,539,628	701,876,921	5.77%
2016-17	13,882,214,538	1,013,674,910	7.88%
2017-18	15,028,017,600	1,145,803,062	8.25%
2018-19	16,440,957,159	1,412,939,559	9.40%

^(a) Represents Net Taxable Assessed Valuation after Tax Increment Reinvestment Zones' captured value adjustment.
 Source: Texas Municipal Reports, the McLennan County Appraisal District and the Issuer's Comprehensive Annual Financial Report.

OPTIONAL ADDITIONAL SALES AND USE TAX

TABLE 10

<u>Fiscal Year</u>	<u>½% Tax Collections</u>	<u>Percent of Ad Valorem Tax Levy</u>	<u>Equivalent Ad Valorem Tax Rate</u>
2009	\$ 12,336,697	25.95%	0.12
2010	12,495,585	26.97%	0.13
2011	12,523,388	26.25%	0.12
2012	12,942,889	25.77%	0.12
2013	13,848,846	25.82%	0.13
2014	15,013,354	24.12%	0.13
2015	15,999,202	24.03%	0.13
2016	16,777,302	23.92%	0.13
2017	17,303,231	23.24%	0.12
2018	18,197,657	23.45%	0.12
2019	9,166,908 ^(a)		

^(a) Current fiscal year collections are through June 19, 2019; unaudited.
 Source: Texas Comptroller of Public Accounts and the Issuer.

PRINCIPAL TAXPAYERS 2018

TABLE 11

<u>Name</u>	<u>Type of Property</u>	<u>% of Total 2018 Net Taxable Assessed Valuation</u>	
		<u>2018 Net Taxable Assessed Valuation</u>	<u>Assessed Valuation</u>
ONCOR Electric Delivery Company	Electric - Utility	\$ 152,949,320	0.93%
Sandy Creek Energy Assoc LP ETAL	Electric - Utility	123,832,325	0.75%
Allergan, Inc.	Contact Lens Products Manufacturing	105,614,651	0.64%
Mars Snackfood US LLC	Candy Manufacturing	81,748,639	0.50%
Coca-Cola Company	Soft Drink Manufacturing	74,003,623	0.45%
L-3 Communications	Aircraft Integrated Systems	72,802,430	0.44%
Sanderson Farms Inc.	Poultry Processing	69,497,754	0.42%
Ferguson Enterprises Inc.	Contractor Supplies Distributing	65,728,622	0.40%
3503 RP Waco Central LP	Retail Shopping	60,803,646	0.37%
Owens-Brockway Glass Container Inc.	Glass Container Manufacturing	58,072,048	0.35%
Total		\$ 865,053,058	5.26%

Based on a 2018 Freeze Adjusted Net Taxable Assessed Valuation of \$ 16,440,957,159

Source: McLennan County Appraisal District and the Issuer.

CLASSIFICATION OF ASSESSED VALUATION

TABLE 12

Category	2018-2019	% of Total	2017-2018	% of Total	2016-2017	% of Total	2015-2016	% of Total	2014-2015	% of Total
Real, Residential, Single Family	\$ 10,044,079,804	39.31%	\$ 8,841,057,172	38.31%	\$ 7,976,213,366	36.35%	\$ 7,427,614,732	36.60%	\$ 7,227,358,763	37.70%
Real, Residential, Multi-Family	1,406,864,894	5.51%	1,248,540,859	5.41%	1,043,120,213	4.75%	885,215,408	4.36%	768,138,896	4.01%
Real, Vacant Lots/Tract	375,310,408	1.47%	333,065,339	1.44%	326,574,884	1.49%	307,984,096	1.52%	301,241,794	1.57%
Real Acreage (Land Only)	1,679,325,723	6.57%	1,333,686,263	5.78%	1,331,721,698	6.07%	1,289,574,544	6.35%	1,314,794,806	6.86%
Farm and Ranch Improvements	1,180,671,103	4.62%	1,064,178,538	4.61%	973,426,562	4.44%	881,009,159	4.34%	870,491,042	4.54%
Real, Commercial	3,269,581,482	12.80%	3,076,616,548	13.33%	2,804,291,322	12.78%	2,554,604,414	12.59%	2,326,499,528	12.14%
Real, Industrial	1,027,563,103	4.02%	983,772,823	4.26%	1,369,309,187	6.24%	1,337,432,221	6.59%	1,354,903,762	7.07%
Real, Oil, Gas & Other Minerals	73,036	0.00%	82,475	0.00%	90,566	0.00%	83,381	0.00%	160,618	0.00%
Real & Tangible Personal, Utilities	533,895,502	2.09%	496,488,907	2.15%	477,089,960	2.17%	469,614,930	2.31%	422,654,321	2.20%
Tangible Personal, Commercial	1,873,661,080	7.33%	1,722,271,387	7.46%	1,702,755,470	7.76%	1,653,589,820	8.15%	1,474,230,940	7.69%
Tangible Personal, Industrial	805,163,100	3.15%	830,548,983	3.60%	826,652,220	3.77%	771,039,780	3.80%	794,517,750	4.14%
Tangible Personal, Mobile Homes	40,817,109	0.16%	41,267,652	0.18%	40,830,580	0.19%	40,623,160	0.20%	39,461,193	0.21%
Real Residential, Inventory	39,056,412	0.15%	32,443,932	0.14%	38,412,460	0.18%	37,032,368	0.18%	37,425,091	0.20%
Special Inventory	59,645,870	0.23%	60,990,390	0.26%	63,902,020	0.29%	62,593,240	0.31%	56,127,580	0.29%
Totally Exempt Property	3,215,923,970	12.59%	3,009,708,672	13.04%	2,970,030,135	13.53%	2,575,008,172	12.69%	2,183,062,537	11.39%
Total Appraised Value	\$ 25,551,632,596	100.00%	\$ 23,074,719,939	100.00%	\$ 21,944,420,643	100.00%	\$ 20,293,019,425	100.00%	\$ 19,171,068,621	100.00%
Less Exemptions:										
Optional Over-65/Disabled	\$ 675,960,819		\$ 667,040,243		\$ 651,651,695		\$ 635,027,664		\$ 617,509,132	
Optional Percentage Homestead	1,580,605,153		1,423,842,382		1,289,395,266		1,202,726,637		1,176,485,709	
Disabled and Deceased Veterans	274,862,735		233,436,102		198,175,890		173,214,763		158,052,374	
Freepport Exemption	436,445,867		412,250,787		415,785,387		420,049,060		376,205,786	
Pollution Control	138,962,433		140,887,922		266,462,290		266,036,565		273,636,702	
Productivity Value Loss	1,555,059,895		1,205,061,621		1,206,885,268		1,170,945,936		1,198,869,117	
Abatement & Property Redevelop	270,940,457		257,493,891		491,862,786		570,248,230		622,701,207	
10% Homestead Cap Loss	454,790,134		247,780,613		144,103,804		85,474,244		118,575,457	
Other	12,158,109		12,407,390		11,771,799		320,449		283,006	
Totally Exempt Property	3,204,147,273		2,997,808,784		2,958,792,295		2,575,008,172		2,183,062,537	
Total Exemptions	\$ 8,603,922,875		\$ 7,598,009,735		\$ 7,634,886,480		\$ 7,099,051,720		\$ 6,725,381,027	
Net Taxable Assessed Valuation	\$ 16,947,709,721		\$ 15,476,710,204		\$ 14,309,534,163		\$ 13,193,967,705		\$ 12,445,687,594	
Value Captured by Tax Increment Reinvestment Zone (TIRZ)	\$ 506,752,562		\$ 448,692,604		\$ 427,319,625		\$ 325,428,077		\$ 279,024,887	
Net Taxable Assessed Valuation after TIRZ	\$ 16,440,957,159		\$ 15,028,017,600		\$ 13,882,214,538		\$ 12,868,539,628		\$ 12,166,662,707	

Source: McLennan County Appraisal District - Grand Totals As of Certification

Note: Taxable Assessed Valuations are subject to change during the year due to various supplements and protests. Valuations shown in other tables of this Official Statement may not match these certified valuations.

OVERLAPPING DEBT DATA AND INFORMATION

TABLE 13

Expenditures of the various taxing bodies within the territory of the County are paid out of ad valorem taxes levied by these taxing bodies on properties within the County. These political taxing bodies are independent of the County and may incur borrowings to finance their expenditures. The following statement of direct and estimated overlapping ad valorem tax debt was developed from information contained in "Texas Municipal Reports" published by the Municipal Advisory Council of Texas. Except for the amounts relating to the County, the County has not independently verified the accuracy or completeness of such information, and no person should rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional debt since the date stated in the table, and such entities may have programs requiring the issuance of substantial amounts of additional debt, the amount of which cannot be determined. The following table reflects the County's estimated share of overlapping gross debt of these various taxing bodies:

<u>Taxing Body</u>	<u>Gross Debt</u>		<u>%</u>	<u>Amount</u>
	<u>Principal</u>	<u>As of</u>		
Axtell ISD	\$ -	06/30/2019	93.26	\$ -
Bellmead, City of	11,255,000	06/30/2019	100.00	11,255,000
Bosqueville ISD	8,137,257	06/30/2019	100.00	8,072,257
Bruceville-Eddy ISD	5,565,000	06/30/2019	86.08	4,790,352
Bruceville-Eddy, City of	395,000	06/30/2019	93.85	370,708
China Spring ISD	36,030,000	06/30/2019	97.60	35,131,120
Connally ISD	13,545,000	06/30/2019	100.00	13,545,000
Crawford ISD	4,100,068	06/30/2019	86.19	3,533,848
Crawford, City of	1,327,149	06/30/2019	100.00	1,302,740
Hallsburg ISD	2,125,000	06/30/2019	100.00	2,125,000
Hewitt, City of	48,055,000	06/30/2019	100.00	48,055,000
La Vega ISD	38,773,025	06/30/2019	100.00	38,773,025
Lacy-Lakeview, City of	-	06/30/2019	100.00	-
Lorena ISD	27,836,098	06/30/2019	98.42	27,396,288
Lorena, City of	7,298,792	06/30/2019	100.00	7,298,792
Mart ISD	10,090,000	06/30/2019	56.07	5,657,463
Mart, City of	2,700,000	06/30/2019	100.00	2,700,000
McGregor ISD	24,146,343	06/30/2019	100.00	24,146,343
McGregor, City of	19,523,065	06/30/2019	98.32	19,195,078
McLennan Co JCD	58,460,000	06/30/2019	100.00	58,460,000
Midway ISD [McLennan]	93,222,873	06/30/2019	100.00	93,222,873
Moody ISD	9,904,999	06/30/2019	64.31	6,369,905
Moody, City of	98,048	06/30/2019	100.00	94,907
Oglesby ISD	-	06/30/2019	1.60	-
Riesel ISD	25,433,279	06/30/2019	97.31	24,749,123
Riesel, City of	-	06/30/2019	100.00	-
Robinson ISD	22,235,000	06/30/2019	99.09	22,032,662
Robinson, City of	36,630,000	06/30/2019	100.00	36,630,000
Valley Mills ISD	14,985,000	06/30/2019	24.16	3,620,376
Valley Mills, City of	212,250	06/30/2019	2.66	5,646
Waco ISD	153,480,000	06/30/2019	100.00	153,480,000
Waco, City of	461,150,000	06/30/2019	100.00	461,150,000
West ISD	2,452,618	06/30/2019	81.88	2,008,203
West, City of	2,735,000	06/30/2019	100.00	2,735,000
Woodway, City of	16,780,000	06/30/2019	100.00	16,780,000
Total Gross Overlapping Debt Principal				\$ 1,134,686,707
McLennan County	42,905,000	(a)*	100.00%	\$ 42,905,000 (a)*
Total Direct and Overlapping Debt Principal				\$ 1,177,591,707 (a)*
Ratio of Direct and Overlapping Debt to 2018 Adjusted Net Taxable Assessed Valuation				\$ 0.07 (a)*
Ratio of Direct and Overlapping Debt to 2018 Actual Market Value				\$ 0.05 (a)*
Per Capita Direct and Overlapping Debt				\$ 4,625.13 (a)*

(a) Includes the Certificates. (See "Table 2 - General Obligation Bonded Debt" herein.)

* Preliminary; subject to change.

Source: Municipal Advisory Council of Texas

AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS OF DIRECT AND OVERLAPPING GOVERNMENTAL ENTITIES

TABLE 14

<u>Issuer</u>	<u>Election Date</u>	<u>Purpose</u>	<u>Amount Authorized</u>	<u>Issued To Date</u>	<u>Unissued</u>
Crawford ISD	5/4/2019	School Building	\$1,895,000	\$ -	\$ 1,895,000

Source: Municipal Advisory Council of Texas

INTEREST AND SINKING FUND MANAGEMENT INDEX**TABLE 15**

Interest and Sinking Fund Balance, Fiscal Year Ended September 30, 2018	\$ 1,935,030	
2018-19 Interest and Sinking Fund Tax Levy of \$0.0243 at 98% Collections Produces ^(a)	<u>3,915,250</u>	
Total Available for Debt Service	\$ 5,850,280	
Less: General Obligation Debt Service Requirements, Fiscal Year Ending 9-30-19	\$ 3,345,000	*
Estimated Surplus at Fiscal Year Ending 9-30-19	\$ 2,505,280	*

^(a) Does not include delinquent tax collections, penalties and interest on delinquent tax collection or investment earnings.
 * Preliminary, subject to change.

FUND BALANCES***TABLE 16***(As of May 31, 2019)*

	<u>McLennan County</u>	<u>McLennan County Public Facility Corp. ⁽¹⁾</u>	<u>Entity Wide</u>
General Fund	\$ 70,041,922	-	\$ 70,041,922
Special Revenue Funds	10,946,239	-	10,946,239
Debt Service Fund	1,774,623	\$ 4,253,193	6,027,816
Capital Projects Fund	17,321,112	-	17,321,112
Total	<u>\$ 100,083,896</u>	<u>\$ 4,253,193</u>	<u>\$ 104,337,089</u>

*Source: Issuer*** Unaudited*

⁽¹⁾ See "Table 3 - OTHER OBLIGATIONS" herein for further information regarding the McLennan County Public Facility Corporation.

STATEMENT OF GENERAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE

TABLE 17

	Fiscal Year Ended September 30				
	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
REVENUES:					
Taxes	\$ 89,580,791	\$ 86,371,382	\$ 82,398,125	\$ 78,282,521	\$ 68,370,053
Licenses and Permits	3,500	4,000	5,500	3,500	4,000
Intergovernmental	2,802,493	1,825,159	2,378,497	2,116,480	2,072,427
Charges for Services	11,173,705	10,921,943	10,421,575	10,565,291	7,944,485
Fines and Forfeits	865,938	638,445	630,745	716,867	5,356
Investment Earnings	996,827	685,613			
Miscellaneous	1,481,738	1,730,183	2,020,144	1,946,507	1,701,531
Total Revenues	<u>\$ 106,904,992</u>	<u>\$ 102,176,725</u>	<u>\$ 97,854,586</u>	<u>\$ 93,631,166</u>	<u>\$ 80,097,852</u>
EXPENDITURES:					
Current					
General Government	\$ 26,120,815	\$ 26,152,878	\$ 24,927,790	\$ 22,379,884	\$ 20,318,582
Judicial	6,599,263	6,291,730	5,895,176	5,835,730	5,874,047
Public Safety	34,365,291	31,484,531	29,571,236	30,564,100	30,657,843
Public Transportation	10,848,113	10,786,788	9,140,109	9,362,379	351,003
Health	8,197,446	7,545,019	7,429,632	4,428,594	4,129,723
Welfare	6,865,115	6,857,556	6,367,541	5,775,027	5,575,754
Culture-Recreation	15,557	38,551	22,093	76,483	44,211
Conservation	227,738	233,047	233,634	228,893	226,464
Economic Development and Assistance	2,199,826	1,826,232	1,363,949	1,529,468	456,962
Debt Service:					
Principal	-	24,670	2,792,307	1,002,874	962,262
Interest and Fiscal Charges	-	414	71,723	142,242	173,066
Capital Projects	-	-	-	-	-
Total Expenditures	<u>\$ 95,439,164</u>	<u>\$ 91,241,416</u>	<u>\$ 87,815,190</u>	<u>\$ 81,325,674</u>	<u>\$ 68,769,917</u>
Excess (Deficiency) of Revenue Over Expenditures	<u>\$ 11,465,828</u>	<u>\$ 10,935,309</u>	<u>\$ 10,039,396</u>	<u>\$ 12,305,492</u>	<u>\$ 11,327,935</u>
Other Financing Sources (Uses)					
Transfers In	\$ 207	\$ 1,500	\$ -	\$ 5,843,143	\$ 1,587,647
Transfers Out	(9,482,156)	(5,845,464)	(7,988,169)	(4,876,401)	(5,376,401)
Issuance of Debt	-	-	24,670	566,452	620,998
Issuance of Refunding Bonds	-	-	-	-	-
Payment to Refunded Bonds Agent	-	-	-	-	-
Sale of Capital Assets	204,951	278,933	128,188	67,325	-
Total Other Financing Sources	<u>\$ (9,276,998)</u>	<u>\$ (5,565,031)</u>	<u>\$ (7,835,311)</u>	<u>\$ 1,600,519</u>	<u>\$ (3,167,756)</u>
Net Change in Fund Balance	2,188,830	5,370,278	2,204,085	13,906,011	8,160,179
Fund Balances at Beginning of Year	<u>52,419,387</u>	<u>47,049,109</u>	<u>44,845,024</u>	<u>30,939,013</u>	<u>22,778,834</u>
Fund Balances at End of Year	<u>\$ 54,608,217</u>	<u>\$ 52,419,387</u>	<u>\$ 47,049,109</u>	<u>\$ 44,845,024</u>	<u>\$ 30,939,013</u>
FYE 2019 Estimated General Fund Balance	<u>\$ 52,093,375</u>				

Source: The Issuer's Comprehensive Annual Financial Reports.

COUNTY LIBRARY SYSTEM HISTORICAL REVENUES

TABLE 18

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Year Revenues (\$)	\$ 149,387	\$ 144,511	\$ 138,973	\$ 132,823	\$ 122,825

Source: Issuer

Solely to comply with State law allowing the Certificates to be sold for cash, the Certificates are additionally secured, together with the currently outstanding previously issued Parity Obligations, by and payable from a lien on and pledge of not more than \$1,000 derived from the net revenues of the County's library system, such lien and pledge, however, being subordinate and inferior to any lien thereon and pledge thereof now or hereafter existing that secures the payment of any Prior Lien Bonds or Junior Lien Bonds hereinafter issued by the County.

The Pledge

The McLennan County, Texas Venue Project Revenue and Refunding Bonds (Combined Venue Tax), Series 2018A (the “Bonds”) were previously authorized by the Commissioners Court (the “Court”) of McLennan County, Texas (the “County”) and issued pursuant to the provisions of Chapter 1207, as amended, Texas Government Code (“Chapter 1207”), Chapter 1371, as amended, Texas Government Code, Chapter 334, as amended, Texas Local Government Code, an election held in the County on May 6, 2017, and an order to be adopted on June 19, 2018 by the Court (the “Order”).

The Bonds constitute special, limited obligations of the County, payable solely from and secured by a lien on and pledge of certain County revenues (as identified and described in the order as the “Pledged Revenues”). Payment of the Bonds is secured primarily by (i) a first and prior lien on and pledge of the Hotel Occupancy Tax Revenues (defined herein) and (ii) a first and prior lien on and pledge of the Motor Vehicle Rental Tax Revenues (defined herein). The Bonds were issued by the County to (i) refund the County’s then outstanding obligations, (ii) fund additional costs of the Venue Project (as described below), (iii) fund a debt service reserve account, and (iv) pay the costs of their issuance.

The Venue Project

The Venue Project is located at the Heart of Texas Fairgrounds (now known as the Extraco Events Center and referred to herein as the “Heart of Texas Fairgrounds”) off of Bosque Boulevard in the City of Waco, Texas (the “City”) and is expected to include development, construction and renovation of new and existing facilities located thereat, including a multi-purpose arena, adjacent support facilities and any related infrastructure. The Venue Project has been designated as a “sports and community venue project” within the County in accordance with and as defined by Chapter 334.

The Heart of Texas Fairgrounds hosts the Heart Of Texas Fair & Rodeo and, among other things, conventions, trade shows, consumer and public shows, livestock and equine shows, concerts, festivals, and expositions and competitions, and covers approximately 60 acres of land containing modernized facilities, 700 livestock stalls, 250 recreational vehicle hook-ups and parking areas able to accommodate over 3,800 vehicles. Its facilities consist of the Heart Of Texas Coliseum, Back Porch Club, Show Pavilion, General Exhibits Building, Creative Arts Building and the Stall Barn. Through the Venue Project, the Heart of Texas Fairgrounds is expected to be developed, as a result of collaboration among the County, the City, and Waco Independent School District, to include a state-of-the-art multi-purpose arena, new sports facilities, including baseball and softball fields and a soccer and track complex, additional equine and livestock facilities, including new stalls and show arena, and replace certain existing buildings and infrastructure, including street improvements, utilities, lighting, landscaping and graphics. The multi-purpose arena is expected to be approximately 80,000 square feet, including approximately 53,000 square feet of exhibit space, to connect to the Heart Of Texas Coliseum and host, among other events, a variety of trade shows, livestock and equine shows, consumer and public shows, expositions, conventions, sporting events, concerts, festivals, recreational and collegiate competitions, telecasts and banquets.

The following table sets forth the debt service requirements for the Venue Tax Bonds.

Fiscal Year Ended 9/30	Principal	Interest	Total
2019	\$ 500,000.00	\$ 1,374,037.12	\$ 1,874,037.12
2020	340,000.00	1,535,637.50	1,875,637.50
2021	350,000.00	1,525,437.50	1,875,437.50
2022	365,000.00	1,511,437.50	1,876,437.50
2023	380,000.00	1,496,837.50	1,876,837.50
2024	395,000.00	1,481,637.50	1,876,637.50
2025	415,000.00	1,461,887.50	1,876,887.50
2026	435,000.00	1,441,137.50	1,876,137.50
2027	455,000.00	1,419,387.50	1,874,387.50
2028	480,000.00	1,396,637.50	1,876,637.50
2029	500,000.00	1,372,637.50	1,872,637.50
2030	525,000.00	1,347,637.50	1,872,637.50
2031	555,000.00	1,321,387.50	1,876,387.50
2032	580,000.00	1,293,637.50	1,873,637.50
2033	610,000.00	1,264,637.50	1,874,637.50
2034	630,000.00	1,243,287.50	1,873,287.50
2035	665,000.00	1,211,787.50	1,876,787.50
2036	695,000.00	1,178,537.50	1,873,537.50
2037	730,000.00	1,143,787.50	1,873,787.50
2038	765,000.00	1,107,287.50	1,872,287.50
2039	805,000.00	1,069,037.50	1,874,037.50
2040	845,000.00	1,028,787.50	1,873,787.50
2041	890,000.00	986,537.50	1,876,537.50
2042	935,000.00	942,037.50	1,877,037.50
2043	980,000.00	895,287.50	1,875,287.50
2044	1,030,000.00	846,287.50	1,876,287.50
2045	1,070,000.00	805,087.50	1,875,087.50
2046	1,115,000.00	762,287.50	1,877,287.50
2047	1,155,000.00	717,687.50	1,872,687.50
2048	1,205,000.00	671,487.50	1,876,487.50
2049	1,250,000.00	623,287.50	1,873,287.50
2050	1,305,000.00	571,725.00	1,876,725.00
2051	1,355,000.00	517,893.75	1,872,893.75
2052	1,415,000.00	462,000.00	1,877,000.00
2053	1,470,000.00	403,631.25	1,873,631.25
2054	1,530,000.00	342,993.75	1,872,993.75
2055	1,595,000.00	279,881.25	1,874,881.25
2056	1,660,000.00	214,087.50	1,874,087.50
2057	1,730,000.00	145,612.50	1,875,612.50
2058	1,800,000.00	74,250.00	1,874,250.00
	<u>\$ 35,510,000.00</u>	<u>\$ 39,488,587.12</u>	<u>\$ 74,998,587.12</u>

APPENDIX B

**GENERAL INFORMATION REGARDING MCLENNAN COUNTY, TEXAS
AND THE CITY OF WACO, TEXAS**

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GENERAL INFORMATION REGARDING MCLENNAN COUNTY AND THE CITY OF WACO, TEXAS

Location and Economy

McLennan County (the "County") is located in central Texas and comprises the Waco Metropolitan Statistical Area (MSA). The County's economy is based primarily on manufacturing and agriculture, with higher education also making a significant impact on the economy. The County is traversed by interstate Highway 35; United States Highways 77, 81 and 84; State Highways 6, 31, and 317; and 29 farm-to-market and park roads. The County's 2010 census was 234,906, an increase of 10.0% over the 2000 census of 213,517.

The City of Waco (the "City") is the county seat and center for manufacturing, tourism, conventions and agribusiness for central Texas. The City is located 90 miles south of the City of Dallas on Interstate Highway I-35. The City is the approximate geographic center of the Texas population, being within 100 miles of 31% of the State's population of almost 15 million people. The central location makes the City a popular distribution center for trade goods. The City is the site of the majority of principal employers within the County and several institutions of higher learning. The City's 2010 census is 124,805, a 9.7% increase over the 2000 census of 113,726.

Map of Texas Counties showing location of McLennan County



Population Trends

<u>Year</u>	<u>City of Waco</u>	<u>McLennan County</u>
Current Estimate	138,183	254,607
2010 Census	124,805	234,906
2000 Census	113,726	213,517
1990 Census	103,590	189,123
1980 Census	101,261	170,755
1970 Census	95,326	147,553

Sources: U.S. Census Bureau and the Issuer

Leading Employers – McLennan County

<u>Employer</u>	<u>Type of Business</u>	<u>Estimated Number of Employees 2018</u>
Baylor University	Education	3,064
Providence Health Center	Healthcare	2,397
Waco Independent School District	Public Education	2,373
H.E. Butt Grocery Co. (all stores)	Retail	2,000
Baylor Scott & White Medical Center-Hillcrest	Healthcare	1,700
City of Waco	Local Government	1,578
Midway Independent School District	Public Education	1,286
Sanderson Farms Inc.	Manufacturing	1,126
McLennan County	County Government	977
Wal-Mart (all locations)	Retail	947

Source: Issuer's 2018 Comprehensive Annual Financial Report - Statistical Section

Labor Force Statistics

	<u>McLennan County</u>		<u>City of Waco</u>		<u>Waco MSA</u>	
	<u>May 2019</u>	<u>May 2018</u>	<u>May 2019</u>	<u>May 2018</u>	<u>May 2019</u>	<u>May 2018</u>
Civilian Labor Force	118,673	118,434	60,873	60,746	125,354	125,132
Total Employed	115,439	114,440	59,092	58,581	121,935	120,901
Total Unemployed	3,234	3,994	1,781	2,165	3,419	4,231
% Unemployed	2.7%	3.4%	2.9%	3.6%	2.7%	3.4%
% Unemployed (Texas)	2.9%	3.6%	2.9%	3.6%	2.9%	3.6%
% Unemployed (United States)	3.4%	3.6%	3.4%	3.6%	3.4%	3.6%

Source: Texas Workforce Commission, Labor Market Information Department.

APPENDIX C

FORM OF LEGAL OPINION OF BOND COUNSEL

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DRAFT 6/28/19

IN REGARD to the authorization and issuance of the “McLennan County, Texas Combination Tax and Limited Pledge Revenue Certificates of Obligation, Series 2019” (the *Certificates*), dated August 1, 2019 in the aggregate principal amount of \$_____, we have reviewed the legality and validity of the issuance thereof by the Commissioners Court of McLennan County, Texas (the *Issuer*). The Certificates are issuable in fully registered form only, in denominations of \$5,000 or any integral multiple thereof (within a Stated Maturity), and have Stated Maturities of June 1 in each of the years 2020 through 2039, unless redeemed prior to Stated Maturity in accordance with the terms stated on the face of the Certificates. Interest on the Certificates accrues from the dates, at the rates, in the manner, and is payable on the dates, all as provided in the order (the *Order*) authorizing the issuance of the Certificates. Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Order.

WE HAVE SERVED AS BOND COUNSEL for the Issuer solely to pass upon the legality and validity of the issuance of the Certificates under the laws of the State of Texas and with respect to the exclusion of the interest on the Certificates from the gross income of the owners thereof for federal income tax purposes and for no other purpose. We have not been requested to investigate or verify, and have not independently investigated or verified, any records, data, or other material relating to the financial condition or capabilities of the Issuer or the Issuer’s library system (the *System*) and have not assumed any responsibility with respect to the financial condition or capabilities of the Issuer or the disclosure thereof in connection with the sale of the Certificates. We express no opinion and make no comment with respect to the sufficiency of the security for or the marketability of the Certificates. Our role in connection with the Issuer’s Official Statement prepared for use in connection with the sale of the Certificates has been limited as described therein.

WE HAVE EXAMINED, the applicable and pertinent laws of the State of Texas and the United States of America. In rendering the opinions herein we rely upon (1) original or certified copies of the proceedings of the Commissioners Court of the Issuer in connection with the issuance of the Certificates, including the Order; (2) customary certifications and opinions of officials of the Issuer; (3) certificates executed by officers of the Issuer relating to the expected use and investment of proceeds of the Certificates and certain other funds of the Issuer and to certain other facts solely within the knowledge and control of the Issuer; and (4) such other documentation, including an examination of the Certificate executed and delivered initially by the Issuer and such matters of law as we deem relevant to the matters discussed below. In such examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to original copies of all documents submitted to us as certified copies, and the accuracy of the statements and information contained in such certificates. We express

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Legal Opinion of Norton Rose Fulbright US LLP, San Antonio, Texas, in connection with the authorization and issuance of “MCLENNAN COUNTY, TEXAS COMBINATION TAX AND LIMITED PLEDGE REVENUE CERTIFICATES OF OBLIGATION, SERIES 2019”

no opinion concerning any effect on the following opinions which may result from changes in law effected after the date hereof.

BASED ON OUR EXAMINATION, IT IS OUR OPINION that the Certificates have been duly authorized and issued in conformity with the laws of the State of Texas now in force and that the Certificates are valid and legally binding obligations of the Issuer enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. The Certificates are payable from the proceeds of an ad valorem tax levied, within the limitations prescribed by law, upon all taxable property in the Issuer and are further payable from and secured by a lien on and pledge of the Pledged Revenues, being a limited amount of the Net Revenues derived from the operation of the System, such lien on and pledge of the limited amount of Net Revenues, being subordinate and inferior to the lien on and pledge of such Net Revenues securing the payment of any Prior Lien Bonds or Junior Lien Bonds hereafter issued by the Issuer. The Issuer has previously authorized the issuance of the Previously Issued Parity Obligations that are payable in part from and secured by a lien on and pledge of a limited amount of the Pledged Revenues of the System as described in the orders authorizing the issuance of the currently outstanding Previously Issued Parity Obligations. In the Order, the Issuer retains the right to issue Prior Lien Bonds, Junior Lien Bonds, and Additional Parity Obligations without limitation as to principal amount but subject to any terms, conditions, or restrictions as may be applicable thereto under law or otherwise.

BASED ON OUR EXAMINATION, IT IS FURTHER OUR OPINION that, assuming continuing compliance after the date hereof by the Issuer with the provisions of the Order and in reliance upon the representations and certifications of the Issuer made in a certificate of even date herewith pertaining to the use, expenditure, and investment of the proceeds of the Certificates, under existing statutes, regulations, published rulings, and court decisions (1) interest on the Certificates will be excludable from the gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date hereof (the *Code*), of the owners thereof for federal income tax purposes, pursuant to section 103 of the Code, and (2) interest on the Certificates will not be included in computing the alternative minimum taxable income of the owners thereof.

WE EXPRESS NO OTHER OPINION with respect to any other federal, state, or local tax consequences under present law or any proposed legislation resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Certificates. Ownership of tax-exempt obligations such as the Certificates may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, owners of an interest in a financial asset securitization investment trust, individual recipients of Social Security or Railroad Retirement Benefits, individuals otherwise qualifying for the earned income credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations.

Legal Opinion of Norton Rose Fulbright US LLP, San Antonio, Texas, in connection with the authorization and issuance of “MCLENNAN COUNTY, TEXAS COMBINATION TAX AND LIMITED PLEDGE REVENUE CERTIFICATES OF OBLIGATION, SERIES 2019”

OUR OPINIONS ARE BASED on existing law, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service; rather, such opinions represent our legal judgment based upon our review of existing law that we deem relevant to such opinions and in reliance upon the representations and covenants referenced above.

Norton Rose Fulbright US LLP

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APPENDIX D

**EXCERPTS FROM MCLENNAN COUNTY'S AUDITED FINANCIAL STATEMENTS FOR THE
FISCAL YEAR ENDED SEPTEMBER 30, 2018**

(Independent Auditor's Report, Management Discussion and Analysis, General Financial Statements and Notes to the Financial Statements - not intended to be a complete statement of the Issuer's financial condition. Reference is made to the complete Annual Financial Report for further information.)

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McLENNAN COUNTY, TEXAS
COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018

Prepared by:
FRANCES BARTLETT, CPA
COUNTY AUDITOR



McLENNAN COUNTY, TEXAS
Comprehensive Annual Financial Report
For the Fiscal Year Ended September 30, 2018

TABLE OF CONTENTS

	Page
INTRODUCTORY SECTION:	
LETTER OF TRANSMITTAL	1
GFOA CERTIFICATE OF ACHIEVEMENT	5
ORGANIZATIONAL CHART	7
LIST OF ELECTED AND APPOINTED OFFICIALS	8
FINANCIAL SECTION:	
INDEPENDENT AUDITOR'S REPORT	11
MANAGEMENT'S DISCUSSION AND ANALYSIS	14
BASIC FINANCIAL STATEMENTS:	
Government-wide Financial Statements:	
Statement of Net Position	32
Statement of Activities	33
Fund Financial Statements:	
Balance Sheet – Governmental Funds	34
Reconciliation of the Balance Sheet of the Governmental Funds to the Statement of Net Position	35
Statement of Revenues, Expenditures, and Changes in Fund Balance – Governmental Funds	36
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities	37
Statement of Net Position – Proprietary Fund	38
Statement of Revenues, Expenses and Changes in Net Position – Proprietary Fund	39
Statement of Cash Flows – Proprietary Fund	40
Statement of Fiduciary Net Position – Fiduciary Funds	41
Statement of Changes in Fiduciary Net Position – Fiduciary Funds	42
Notes to the Basic Financial Statements	43
REQUIRED SUPPLEMENTARY INFORMATION:	
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – General Fund	78
Schedule of Changes in Net Pension Liability and Related Ratios	79
Schedule of Pension Contributions	80
Notes to Schedule of Contributions	81
Schedule of Changes in Total OPEB Liability and Related Ratios	82
Notes to the Required Supplementary Information	83
SUPPLEMENTARY FINANCIAL INFORMATION:	
Combining and Individual Fund Statements and Schedules:	
Nonmajor Governmental Funds - Purpose of Funds and Fund Descriptions	87
Combining Balance Sheet – Nonmajor Governmental Funds	93
Combining Statement of Revenues, Expenditures and Changes in Fund Balances – Nonmajor Governmental Funds	100

McLENNAN COUNTY, TEXAS
Comprehensive Annual Financial Report
For the Fiscal Year Ended September 30, 2018

TABLE OF CONTENTS

	<u>Page</u>
Schedule of Expenditures – Compared to Budget (GAAP Basis) – General Fund	107
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Debt Service Fund	141
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Permanent Improvement Fund	142
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Alcohol and Drug Court Program Fund	143
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Child Abuse Prevention Fund	144
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – County and District Court Technology Fund	145
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – County Clerk Records Management Fund	146
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Courthouse Security Fund	147
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Court-Initiated Guardianship Fund	148
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Court Records Preservation Fund	149
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Court Reporter Service Fund	150
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Dispute Resolution Fund	151
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – District Attorney Pretrial Intervention Fund	152
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – District Clerk Errors and Omissions Fund	153
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – District Clerk Records Management Fund	154
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – District Court Records Technology Fund	155
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Family Protection Fund	156
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Farm-to-Market / Flood Control Fund	157
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Justice Court Building Security Fund	158
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Justice Technology Fund	159
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Juvenile Delinquency Prevention Fund	160
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Law Library Fund	161
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Records Management Fund	162
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget (GAAP Basis) and Actual – Truancy Court Fund	163
 Agency Funds:	
Agency Funds – Purpose of Funds	164
Combining Statement of Changes in Assets and Liabilities – All Agency Funds	166

McLENNAN COUNTY, TEXAS
Comprehensive Annual Financial Report
For the Fiscal Year Ended September 30, 2018

TABLE OF CONTENTS

	<u>Page</u>
STATISTICAL SECTION:	
FINANCIAL TRENDS	
Net Position by Component	170
Changes in Net Position	172
Governmental Activities Tax Revenues by Source	175
Governmental Fund Balances	176
Changes in Fund Balances, Governmental Funds	178
REVENUE CAPACITY	
Taxable Assessed Value and Actual Value of Property	181
Property Tax Rates – Direct and Overlapping Governments	182
Components of Property Tax Rates – Direct and Overlapping Governments	184
Principal Taxpayers	194
Property Tax Levies and Collections	195
DEBT CAPACITY	
Ratio of Outstanding Debt by Type	196
Ratios of Net General Bonded Debt Outstanding	197
Computation of Direct and Overlapping Debt	198
Legal Debt Margin	200
DEMOGRAPHIC AND ECONOMIC INFORMATION	
Demographic and Economic Statistics	202
Principal Employers	203
OPERATING INFORMATION	
County Employees by Function	205
Operating Indicators by Function	206
Capital Asset Statistics by Function	208



INTRODUCTORY SECTION

**Frances Bartlett, CPA
County Auditor**



214 N. Fourth Street, Suite 100
Waco, Texas
Voice (254) 757-5156
Fax (254) 757-5157
Frances.Bartlett@co.McLennan.tx.us

March 29, 2019

Honorable District Judges
Honorable County Judge
Honorable County Commissioners

The Comprehensive Annual Financial Report of McLennan County, Texas, for the fiscal year ended September 30, 2018, is submitted herewith in accordance with Chapter 114.025 of the Local Government Code. The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board and audited in accordance with auditing standards generally accepted in the United States of America by a firm of certified public accountants.

This report consists of management's representations concerning the finances of McLennan County, Texas. Management assumes full responsibility for the completeness and reliability of all the information presented in this report. To provide a reasonable basis for making these representations, McLennan County management has established a comprehensive internal control framework designed both to protect governmental assets from loss, theft, or misuse and to compile sufficient reliable information for the preparation of the County's financial statements in conformity with Generally Accepted Accounting Principles (GAAP). McLennan County's comprehensive framework, because the cost of internal controls should not outweigh their benefits, has been designed to provide reasonable rather than absolute assurance that the financial statements will be free from material misstatement. As management, we assert that, to the best of our knowledge and belief, this financial report is complete and reliable in all material respects.

McLennan County's financial statements have been audited by Pattillo, Brown and Hill LLP, a firm of licensed certified public accountants. The goal of the independent audit was to provide reasonable assurance that the financial statements of the County for the fiscal year ended September 30, 2018, are free of material misstatement. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial presentation. The independent auditors concluded, based on the audit, that there was a reasonable basis for rendering an unmodified opinion on McLennan County's financial statements for the fiscal year ended September 30, 2018 that they are fairly presented in conformity with generally accepted accounting principles. The independent auditors' report is presented as the first component of the financial section of this report.

Generally accepted accounting principles require that management provide a narrative introduction, overview, and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to compliment MD&A and should be read in conjunction with it. McLennan County's MD&A can be found immediately following the report of the independent auditors.

Profile of the Government

Located in Central Texas, McLennan County was incorporated in 1850 and both the County and the County Seat were named after the pioneer, Neil McLennan. The County's population continues to grow and is now 234,906 according to the 2010 census. This is up 10% over the 2000 census of 213,517 and 24.2% over the 1990 census of 189,123. The County has a land area of 1,042 square miles. The decennial census levels in Texas determine which of the various State statutes apply to each particular Texas County.

The County operates as specified under the Constitution and Statutes of the State of Texas, which provide for a Commissioners Court consisting of the County Judge and four Commissioners, one from each of four geographical precincts. The County Judge is elected for a term of four years and the Commissioners for four-year staggered terms.

The County provides the full range of county services contemplated by the Constitution and Statutes of the State of Texas. The primary functions include general government, judiciary, public safety, county roads, environmental protection, health, welfare, culture and recreation, conservation, and infrastructure.

The annual budget serves as the foundation for McLennan County's financial planning and control. All departments of the County are required to submit requests for appropriation to the County Auditor's Office. The County Auditor, who serves as the Budget Officer, presents these requests to Commissioners Court. The County Auditor is also responsible for estimating the revenues for the budget. Through budget workshops the Commissioners Court creates a budget which is voted on and becomes the proposed budget. The proposed budget must be filed with the County Clerk. The Court is required to publish specific information, notices, and hold public hearings as defined by State Statute. After all these requirements are met, the Court may adopt the budget and the tax rate by September 1 or as soon thereafter as is practical. The appropriated budget is adopted by fund, then by department, then by individual line item. Budget-to-actual comparisons are provided in this report for all of the funds for which a budget is adopted by the Commissioners Court.

Factors Affecting Financial Condition

The information presented in the financial statements is perhaps best understood when it is considered from the broader perspective of the specific environment within which McLennan County operates.

Local economy. McLennan County experiences the same economic concerns being felt across Texas and the Nation. However, the tough economy is mitigated to a great degree in McLennan County by its diversified and stable economic base, including manufacturing, high technology companies, retail, higher education institutions, service industries, aviation industry and others. McLennan County provides a high quality labor force, attractive real estate opportunities, favorable tax treatment and abundant natural resources.

McLennan County is strategically located at the approximate geographic center of Texas, often referred to as the "Heart of Texas," and is within 200 miles of 70 percent of the Texas population. Major cities such as Austin, Dallas, Fort Worth, Houston, and San Antonio are within minimal driving distances. The NAFTA (North American Free Trade Agreement) continues to have a strong impact on the County. Interstate Highway 35, considered a main gateway to Mexico, passes through the middle of the County.

Long-term financial planning. The Commissioners Court continues to be very active in economic development to insure and promote continued growth. Vigorous efforts by the McLennan County Commissioners Court and the Greater Waco Chamber of Commerce to attract new industry to the area are continuing, and the prospect of continued growth in the local economy is very encouraging at this time. The establishment of the Waco/McLennan County Economic Development Corporation, a joint venture with the Greater Waco Chamber of Commerce, the Waco Industrial Foundation, the City of Waco and McLennan County, has been a significant instrument in promoting economic development in our area. Both McLennan County and the City of Waco provide the funding for the Corporation, which provides economic incentives to companies meeting certain social and economic performance standards.

Changes to Other Post Employment Benefits. The Governmental Accounting Standards Board (GASB) has issued Statement No. 75, "Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions" which became effective for fiscal year 2018. This statement establishes accounting and financial reporting requirements for state and local government employers that provide their employees with postemployment benefits other than pensions. The Commissioners Court passed an order in late December 2008 that any employees coming to work for the County after January 1, 2009 would not be eligible for the county-paid lifetime health insurance premiums (the terms of this benefit are fully explained in the notes to the financial statements).

Awards and Acknowledgements

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to McLennan County, Texas for its comprehensive annual financial report for the fiscal year ended September 30, 2017. This was the thirty-third consecutive year that the County has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements, and we are submitting it to the GFOA to determine its eligibility for another certificate.

The preparation of this report would not have been possible without the efficient and dedicated services of the entire staff of the

County Auditor's Office. I would like to express my appreciation to everyone who assisted and contributed in the preparation of this report. Credit also must be given to the Board of District Judges for their support in maintaining the highest standard of professionalism, and to the McLennan County Commissioners Court for its management of McLennan County's finances and for their work in helping develop information related to reporting infrastructure and for providing the necessary related software tools.

Respectfully submitted,

A handwritten signature in cursive script that reads "Frances Bartlett".

Frances Bartlett, CPA
McLennan County Auditor





Government Finance Officers Association

Certificate of
Achievement
for Excellence
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Presented to

McLennan County
Texas

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

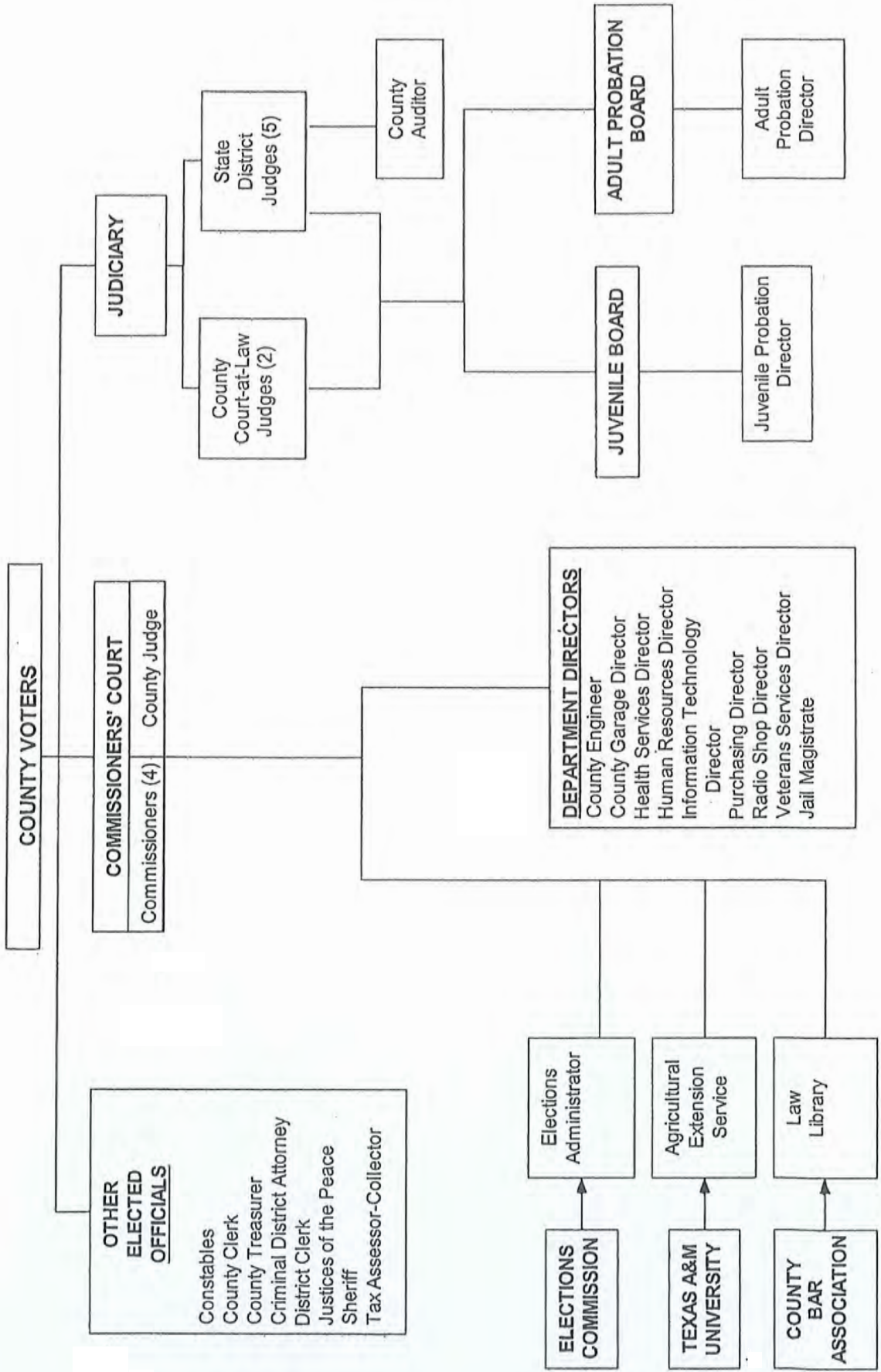
September 30, 2017

Christopher P. Morrill

Executive Director/CEO



McLENNAN COUNTY, TEXAS ORGANIZATION



MCLENNAN COUNTY, TEXAS

PRINCIPAL OFFICIALS

As of September 30, 2018

ELECTED OFFICIALS

District Officials

Judge, 19th Judicial District Ralph Strother
Judge, 54th Judicial District Matt Johnson
Judge, 74th Judicial District Gary Coley, Jr.
Judge, 170th Judicial District Jim Meyer
Judge, 414th Judicial District Vicki Menard
Criminal District Attorney Barry Johnson

County Officials

County Judge Scott Felton
Judge, County Court at Law, No. 1 Vikram Deivanayagam
Judge, County Court at Law, No. 2 Bradley Cates
Commissioner, Precinct 1 Kelly Snell
Commissioner, Precinct 2 Patricia Miller
Commissioner, Precinct 3 Will Jones
Commissioner, Precinct 4 Ben Perry
County Clerk J.A. "Andy" Harwell
District Clerk Jon Gimble
County Sheriff Parnell McNamara
County Treasurer Bill Helton
County Tax Assessor-Collector Randy Riggs
Constable, Precinct 1 Walt Strickland
Constable, Precinct 2 John Johnson
Constable, Precinct 3 David Maler
Constable, Precinct 4 Stan Hickey
Constable, Precinct 5 Freddie Cantu
Justice of the Peace, Precinct 1, Place 1 Dianne Hensley
Justice of the Peace, Precinct 1, Place 2 Walter Peterson
Justice of the Peace, Precinct 2 James Lee
Justice of the Peace, Precinct 3 David Pareya
Justice of the Peace, Precinct 4 Brian Richardson
Justice of the Peace, Precinct 5 Fernando Villarreal

APPOINTED OFFICIALS

County Auditor Frances Bartlett
Director of Juvenile Probation Collin Coker
Director of Adult Probation William Seigman
Elections Director Kathy Van Wolfe

MCLENNAN COUNTY, TEXAS

PRINCIPAL OFFICIALS (continued)

As of September 30, 2017

DEPARTMENTAL DIRECTORS

Purchasing Director	Kenneth Bass
Maintenance of Equipment Director.....	Wayne Canaday
County Engineer	Zane Dunnam
Human Resources Director	Amanda Talbert
Health Services Director	Eva Cruz Hamby
Mental Health Court Director	Tessa Slovak
Veterans Services Director	Steve Hernandez
Building Maintenance Director	Timothy Jackson
Information Technology Director	Lisa Fetsch
Jail Magistrate.....	Virgil Bain



FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To the Honorable County Judge and
Commissioners' Court
McLennan County, Texas

Report of the Financial Statements

We have audited the accompanying financial statements of the governmental activities, each major fund, and the aggregate remaining fund information of McLennan County, Texas as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprises McLennan County'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.

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

OFFICE LOCATIONS

TEXAS | Waco | Temple | Hillsboro | Houston
NEW MEXICO | Albuquerque

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, each major fund, and the aggregate remaining fund information of McLennan County, Texas, as of September 30, 2018, and the respective changes in financial position and cash flows, where applicable, thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As discussed in the notes to the financial statements, in fiscal year 2018 the County adopted new accounting guidance, Governmental Accounting Standards Board (GASB) Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and required supplementary information, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on 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 McLennan County, Texas' basic financial statements. The introductory section, combining and individual nonmajor fund financial statements and schedules, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The Schedule of Expenditures of Federal Awards is presented for purposes of additional analysis as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance) and the State of Texas *Uniform Grant Management Standards* (UGMS), and is also not a required part of the basic financial statements.

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

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 29, 2019, on our consideration of the McLennan County, Texas' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering McLennan County, Texas' internal control over financial reporting and compliance.

Pattillo, Brown & Hill, L.L.P.

Waco, Texas
March 29, 2019

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

This discussion and analysis provides readers of the financial statements of McLennan County, Texas (the County) a narrative overview and analysis of the County's financial activities for the fiscal year that ended September 30, 2018. The intent of this discussion and analysis is to look at the County's financial performance as a whole. Readers of this discussion and analysis should consider the information presented here in conjunction with additional information that we have furnished in our accompanying letter of transmittal, and in the basic financial statements and notes to the financial statements (which immediately follow this discussion).

FINANCIAL HIGHLIGHTS

- The assets and deferred outflows of resources of McLennan County exceeded its liabilities and deferred inflows at September 30, 2018, by \$77.5 million. Net investment in capital assets (net of depreciation and related debt) accounts for almost 53.5% of this amount, with a value of \$41.4 million. Restricted net position totaled \$86.8 million or 112.0% of net position. Of the remaining net position, a deficit of \$50.7 million exists as unrestricted net position.
- The County's total net position decreased by a total of \$4.6 million for the year ended September 30, 2018 when compared to the total net position reported for the year ended September 30, 2017.
- Income from general sources of revenue totaled \$100.5 million, with total expenses in excess of program revenues of \$88.1 million.
- As of September 30, 2018, McLennan County's governmental funds reported combined ending fund balances of \$141.2 million. Of that amount, \$96.7 million was restricted for or committed for specific purposes. \$43.5 million was unassigned for spending at the government's discretion in the Governmental Funds, and \$1.0 million was nonspendable due to the nature of the asset as a prepaid asset.
- The unassigned fund balance for the General Fund of \$43.5 million at September 30, 2018 was 45.6% of the total \$95.4 million of General Fund expenditures for fiscal year 2018.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to McLennan County's basic financial statements. The annual report presented herein is a series of financial statements and notes to those statements, as well as other required supplementary information and schedules. These statements and schedules are organized so the reader can understand McLennan County as a financial operating entity. As the reader moves through the statements, there is ever increasing detail to further explain information presented. The basic financial statements are comprised of three components:

- 1) Government-wide financial statements,
- 2) Fund financial statements, and
- 3) Notes to the financial statements

This report also contains other required supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements

There are two government-wide financial statements that are designed to provide readers a broad overview of McLennan County's finances in a manner similar to the financial statements of a private-sector business.

The statement of net position presents information on all of McLennan County's assets, deferred outflows of resources, liabilities, and deferred inflows of resources; the difference between the four is reported as net position. This statement is similar to that of the balance sheet of a private-sector business (with primary sections in a business balance sheet being assets, liabilities, and equity). Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the County is improving or deteriorating.

The statement of activities presents information showing how the government's net position changed during 2018. Because the statement of activities separates program revenue (that is, revenue generated by specific programs through charges for services,

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

fees, licenses, grants received, and other contributions) from general revenue (revenue provided by taxes and other sources not tied to a particular program), it shows to what extent each program has to rely on general revenues for funding.

All changes in net position are reported using the accrual basis of accounting, similar to the method used by most private-sector businesses. The accrual basis of accounting requires that revenues be reported when they are earned and expenses are reported when the goods and services are received, regardless of the timing of cash being received or paid. This differs from the fund accounting statements, which are recorded using the modified accrual method to primarily record the inflows and outflows of cash. Items such as uncollected taxes, unpaid vendor invoices for items received in 2018, and earned but unused vacation leave are included in the statement of activities as revenue and expense, even though the cash associated with these items will not be received or distributed in 2018.

McLennan County has no separately identified discretely-presented component units included in the government-wide financial statements. By virtue of the County's authority to exercise influence over its operations, the Community Supervision and Corrections Department (Adult Probation Fund) and Juvenile Probation Department are reflected as blended component units and special revenue funds and their financial data is included in governmental activities.

In addition McLennan County Public Facilities Corporation (the Corporation or PFC), a nonprofit corporation created under Texas Local Government Code Section 303 on September 2, 2008 is a blended component unit. All of the members of the Board of Directors of the Corporation are appointed by the County's Commissioners Court, and indeed consists of the same individuals that comprise the Commissioners Court. During 2009 the Corporation issued revenue bonds to fund the construction of a new 816 bed detention facility. The new detention facility was completed in 2010 and started operating in June of that year. The Corporation refunded the Series 2009 revenue bonds by issuing Project Revenue Refunding Bonds Taxable Series 2014 in the 2016 fiscal year.

You will find further information regarding these blended component units in the Summary of Significant Accounting Policies in Note I of the notes to the financial statements.

Fund Financial Statements

A fund is a grouping of related accounts used to maintain control over resources segregated for specific activities or objectives. McLennan County, like other local governments, uses fund accounting to ensure and demonstrate compliance with financial and legal requirements. All funds are divided into three categories: governmental funds, proprietary funds and fiduciary funds.

- 1) Governmental Funds are used to account for essentially the same functions reported in the governmental activities in the government-wide financial statements, but unlike the activity statement, the measurement focus is on available resources.
- 2) Fiduciary Funds are used to account for resources that are held by the government as a trustee or agent for parties outside of the government. The resources of fiduciary funds cannot be used to support the government's own programs.
- 3) Proprietary Funds are used to account for the County's health insurance. The County maintains one type of proprietary fund, an Internal Service Fund. Internal Service Funds are an accounting device used to accumulate and allocate costs internally among the County's various functions. This Internal Service Fund has been included within governmental activities in the government-wide financial statements.

Governmental Funds

The Governmental Fund Balance Sheet and the Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balances present a separate column of financial data for the General Fund, Debt Service Fund, the Permanent Improvement Fund, the Local Provider Participation Fund, the PFC Jail Operating Fund, PFC Debt Service Fund, Venue Project Fund, and Venue Project Debt Service Fund as the major funds. Data from the remaining governmental funds (i.e., non-major funds) are combined into a single, aggregated presentation. The "governmental fund" financial statements can be found immediately following the "government-wide" financial statements. Individual fund data for each of the non-major governmental funds is provided in the Combining and Individual Fund Statements and Schedules following Required Supplementary Information.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Governmental funds are used to account for those functions reported as governmental activities in the government-wide financial statements. As mentioned earlier, government-wide financial statements are reported using accrual accounting; governmental fund financial statements focus on near-term inflows and outflows, as well as balances of available resources. In other words, revenue is reported when earned, provided it is collectible within the reporting period or soon enough afterwards to be used to pay liabilities of the current period. Likewise, liabilities are recognized as expenditures only when payment is due since they must be liquidated with available cash. Such information is useful in evaluating a government's near-term financing requirements in comparison to near-term resources.

The focus of governmental fund financial statements is more limited than that of government-wide financial statements. Because of the difference in the two types of statements, it is useful to compare information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers should better understand the results and long-term impact of near-term financing decisions. The reader is assisted in this comparison between the two bases of accounting by reconciliation statements between the governmental fund balance sheet and the statement of net position, as well as the governmental fund statement of revenues, expenditures, and changes in fund balances and the statement of activities.

McLennan County utilizes and maintains budgetary controls over its operating funds. Budgetary controls are used to ensure compliance with legal provisions required under state statute governing the annual appropriated budget. Budgets for governmental funds are established in accordance with state law and are adopted at the department and account line item levels for all funds. Specific equipment items included in capital outlays are approved on a capital equipment schedule. Appropriations for Capital Projects Funds are approved on an annual basis. A budgetary comparison schedule is provided for the General Fund in this management's discussion and analysis section. Also, the Required Supplementary Information contains an additional budget comparison for the General Fund. The comparison schedule is used to demonstrate compliance with the budget both as originally adopted and as finally amended.

Budgetary comparisons are not presented for the Adult Probation Fund because its budget is determined by a State grantor agency. A budget for the Public Facilities Corporation (PFC) funds is not presented because its budget, which there is none, would have been prepared by its separate corporate board. A Public Facilities Corporation is not required to prepare or adopt a formal budget under Texas Statutes.

Proprietary Funds

The Internal Service Fund is used to finance, administer and account for McLennan County's self-insured health program, whose purpose is to provide health insurance to employees of the County. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements.

Fiduciary Funds

Fiduciary funds are used to account for resources held for the benefit of parties outside McLennan County. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the programs and expenses of McLennan County. Fiduciary funds are accounted for on the accrual basis. Agency funds are used as clearing accounts for assets held by McLennan County in its role as custodian until the funds are allocated to the parties, organizations, or other government agencies to which they belong. The basic fiduciary fund financial statements can be found following the Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances of Governmental Funds to the Statement of Activities.

Notes to the Financial Statements

The notes provide additional information essential to a complete understanding of data provided in the government-wide and fund financial statements. The notes to the financial statements can be found immediately following the basic financial statements in this report.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

GOVERNMENT-WIDE FINANCIAL STATEMENT ANALYSIS

Statement of Net Position

The table following is a condensed Government-wide Summary of Net Position as of September 30, 2018 and 2017:

Summary of Net Position

September 30, 2018

(\$ in thousands)

	2018	2017
Current and other assets	\$ 163,380	\$ 116,415
Capital assets (net of accumulated depreciation) and construction in progress	90,075	89,095
Total assets	\$ 253,455	\$ 205,510
Deferred Losses on Refundings of Debt	\$ 1,415	\$ 2,701
Deferred Outflow Related to OPEB	3,885	-
Deferred Outflow Related to Pensions	7,486	20,275
Total deferred outflows of resources	\$ 12,786	\$ 22,976
Current and other liabilities	\$ 13,456	\$ 11,443
Unearned revenues	160	421
Long-term liabilities	171,126	133,371
Total liabilities	\$ 184,742	\$ 145,235
Deferred Inflow Related to Pensions	\$ 4,041	\$ 1,161
Total deferred inflows of resources	\$ 4,041	\$ 1,161
Net investment in capital assets	\$ 41,409	\$ 40,292
Restricted	86,775	26,243
Unrestricted	(50,725)	15,556
Total net position	\$ 77,459	\$ 82,091

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

As noted earlier, net position (and the change in net position from year to year) may serve over time as a useful indicator of a government's financial condition. McLennan County's net position at September 30, 2018 totaled \$77.5 million, representing a \$4.6 million decrease from the September 30, 2017 balance.

McLennan County's total assets were \$253.5 million as of September 30, 2018. Of this amount, \$90.1 million is accounted for by capital assets, which includes net infrastructure of \$9.0 million. Of the remaining County assets, approximately \$148.6 million were accounted for in cash, cash equivalents, and investments; \$8.0 million in taxes and accounts receivable; and \$5.7 million due from other governments.

Cash and cash equivalents increased \$47.1 million from \$101.5 million at September 30, 2017 to \$148.6 million at September 30, 2018.

At September 30, 2018 the County had outstanding liabilities of \$184.7 million, with approximately \$171.1 million in total noncurrent liabilities. Of the long-term liabilities, \$8.1 million was due within a year, with the remainder of \$163.0 million due over an extended period of time. There is a more in-depth discussion of long-term debt in the notes to the financial statements beginning on page 58.

Included in other liabilities in the Statement of Net Position is \$12.5 million in accounts payable and accrued liabilities.

A large portion of the County's net position (112.0%) reflects the amount subject to restrictions on how it may be used (restricted by either statute or contractual agreement). An amount representing 53.5% of the County's net position reflects its investment in capital assets such as equipment, facilities, infrastructure, etc., less any outstanding related debt used to acquire those assets. Capital assets are used to provide services to citizens. The remaining deficit balance of \$50.7 million (unrestricted net position) represents the amount that may be used to meet the County's ongoing obligations. The large deficit balance is due to the fact that the County has long-term liabilities that are funded by appropriating resources each year as payments come due.

Statement of Activities

The net position of McLennan County decreased from governmental operations by \$4.6 million in 2018. Key elements in changes in net position are shown in the table and graphs on the following pages.

Total revenues from all governmental activities for McLennan County were \$168.1 million in 2018 compared to \$159.5 million in 2017, for an increase of \$6.5 million. The primary components of the revenues changes are as follows:

- Property tax revenue, accounting for 45.2% of total revenues, increased \$3 million from \$73 million in 2017 to \$76 million in 2018. Although the property tax rate was decreased by two pennies compared to 2017, this increase was primarily due to the increase of property values and the addition of new property.
- Sales tax accounted for 10.7% of total revenues, increasing approximately \$800 thousand from \$17.2 million in 2017 to \$18 million in 2018. Sales tax collections have continued to increase over the years due to continued economic growth within the County.
- Grants and contributions accounted for 21% of total revenues, showing an increase of \$1.6 million from \$33.7 million in 2017 to \$35.3 million in 2018. A large portion of the increase is due to the revenues received for the Natural Resources Conservation Service Grant.
- Charges for services totaled approximately \$31.4 million in 2017 comprising 19.7% of total revenue in 2017, compared to \$32.3 million of charges for services in 2018, which represented 19.2% of total revenue in 2018.
- The remaining 3.9% of revenue in 2018 was provided by other taxes, interest income, and miscellaneous sources for a total of \$6.5 million. In 2017 this same group of revenues comprised 2.6% of revenues for a total of \$4.2 million. The increase is primarily due to an increase in other taxes related to the hotel occupancy and motor vehicle rental taxes and an increase in investment earnings of \$1 million.

Expenses for the year totaled about \$155.7 million in 2018 compared to \$147.5 million in 2017. This represents a 5.6% or \$8.2 million increase in 2018 compared to 2017.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Highlights of the expenses, by activity are as follows:

- General administration activities accounted for 19.3% of expenses in 2018, increasing by \$690 thousand, or 2.3%, in 2018 compared to 2017. One portion of this increase is due to the increase in OPEB related expenditures that are included in the government wide statements.
- Judicial activities accounted for 4.7% of expenses in 2018, increasing by \$2 thousand in 2018 compared to 2017. This function of expense remained consistent with the prior year.
- Public Safety activities accounted for 41% of expenses in 2018 increasing by \$4.2 million or 7.1%, in 2018 compared to 2017. Personnel expenses included in the public safety function increased by \$2.6 million compared to 2017. This increase is due to an increase in the number of personnel, cost of living salary adjustments, and related taxes and fringe benefits. The increase from the prior year is also due to a \$2.5 million increase in inmate housing costs in the PFC Jail Operating Fund.
- Public Transportation activities accounted for 7.3% of expenses in 2018, increasing by \$439 thousand, or 4% in 2018 compared to 2017. Included in this function are the line items for road construction materials, which are for supplies and costs associated with maintaining County roads. The actual expenses associated with road construction materials were \$334 thousand more than the prior year.
- Health activities accounted for 19% of expenses in 2018, increasing by \$1.9 million compared to 2017. There was an increase in expenses related to health activities in the Local Provider Participation Fund of \$1.1 million.
- Welfare activities accounted for 4.4% of expenses in 2018, decreasing by \$235 thousand compared to 2017.
- Culture–Recreation activities accounted for 0.5% of expenses in 2018 decreasing by \$23 thousand from 2017.
- Conservation activities accounted for 0.5% of expenses in 2018 increasing by \$538 thousand from 2017. The increase was due to the County receiving the Natural Resources Conservation Service Grant for fiscal year 2018.
- Economic Development and Assistance activities accounted for 1.4% of expenses in 2018 increasing by \$374 thousand from 2017. The increase is due to the change in economic development related projects from year to year.
- Interest and fiscal charges accounted for 1.7% of expenses increasing by \$332 thousand in 2018 from 2017.

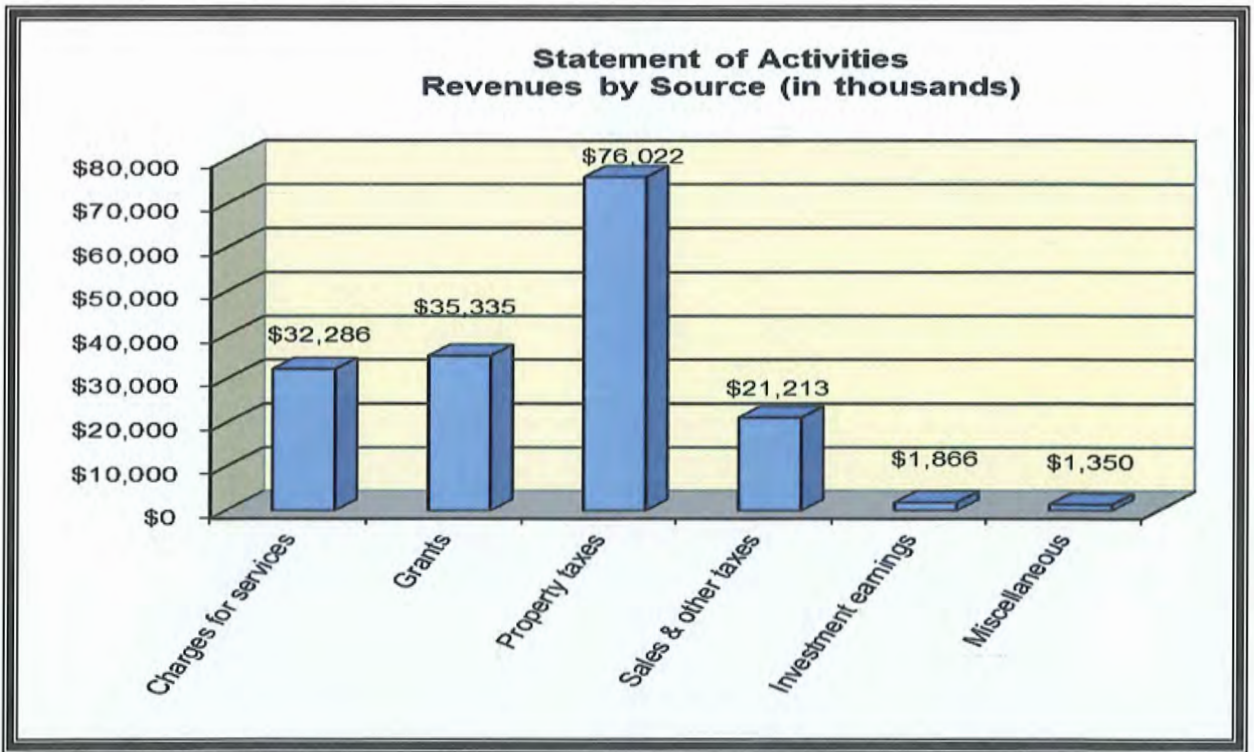
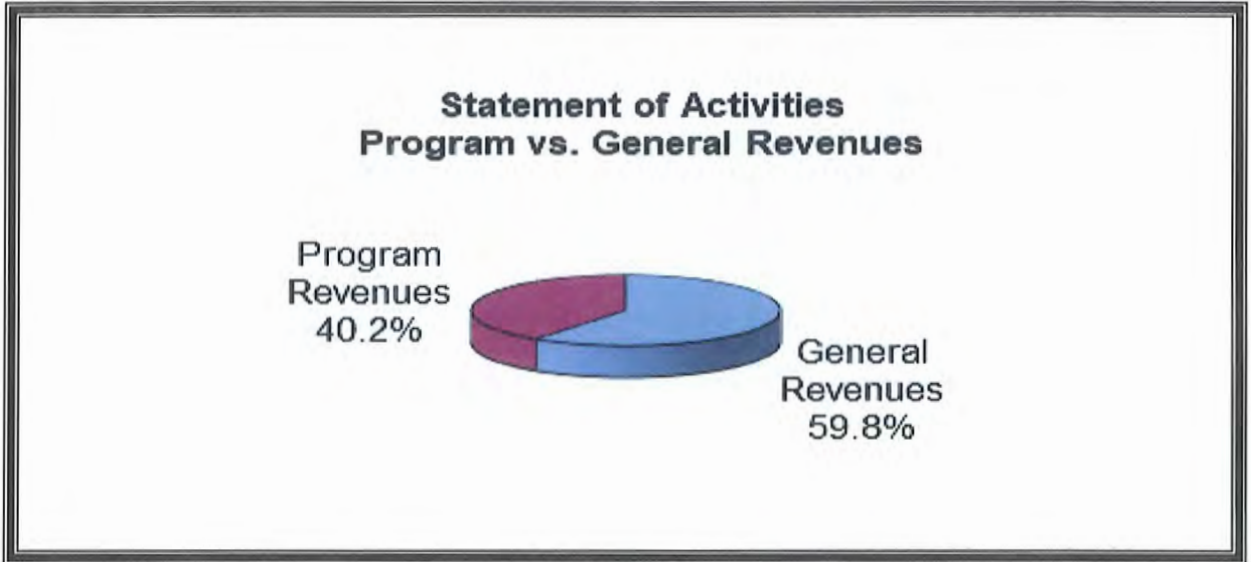
McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Summary of Changes in Net Position
For the Fiscal Years Ended September 30, 2017 and September 30, 2018
(\$ in thousands)

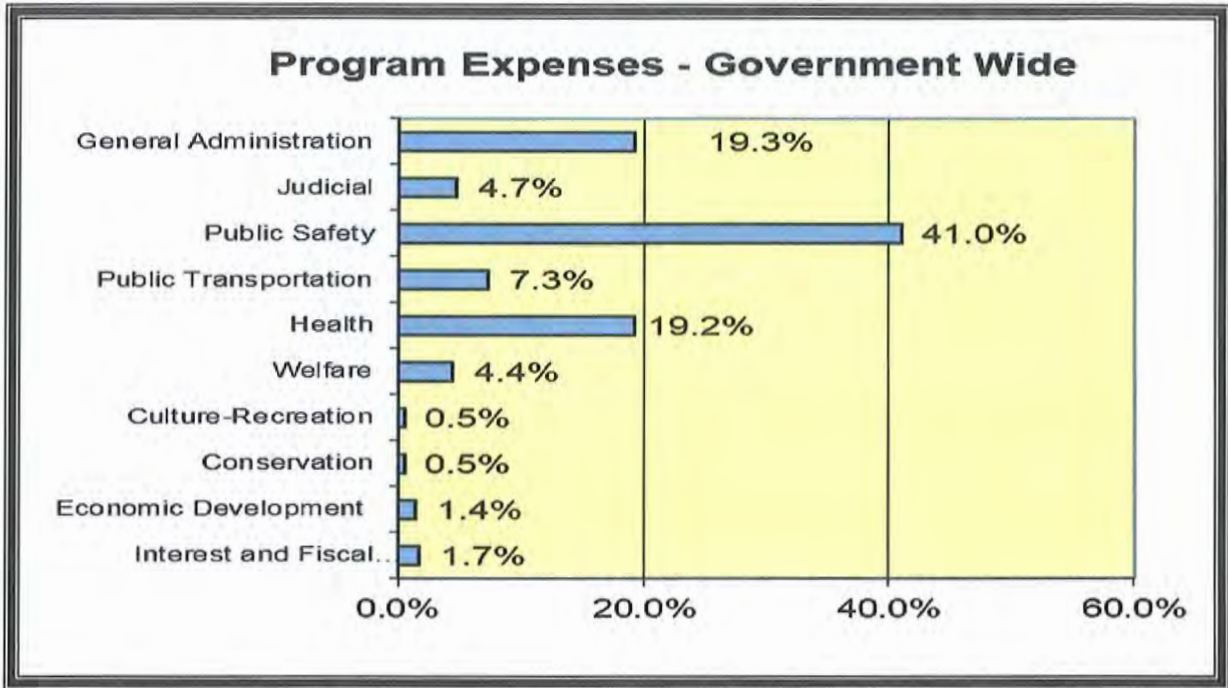
	2018 Governmental Activities	2017 Governmental Activities
Revenues		
<i>Program Revenues</i>		
Charges for services	\$32,286	\$31,381
Operating grants and contributions	35,335	33,717
	<u>67,621</u>	<u>65,097</u>
<i>General Revenues</i>		
Property Taxes	76,022	72,989
Sales Taxes	17,996	17,247
Other Taxes	3,217	883
Unrestricted investment earnings	1,866	862
Miscellaneous	1,350	2,386
Total General Revenues	<u>100,451</u>	<u>94,367</u>
Total Revenues	<u>168,072</u>	<u>159,464</u>
Expenses		
General administration	30,079	29,389
Judicial	7,364	7,362
Public safety	63,833	59,612
Public transportation	11,337	10,898
Health	29,616	27,757
Welfare	6,883	7,118
Culture-Recreation	842	865
Conservation	847	309
Economic development	2,200	1,826
Interest and fiscal charges	2,680	2,348
Total expenses	<u>155,681</u>	<u>147,484</u>
Change in net position	12,391	11,980
Net position - beginning	<u>82,091</u>	<u>70,111</u>
Prior Period Adjustment	<u>(17,023)</u>	<u>-</u>
Net position, ending	<u>\$77,459</u>	<u>\$82,091</u>

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

The following graphic representations show the relationships between various revenue and expense components presented on the Statement of Activities.



**McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018**



FINANCIAL ANALYSIS OF THE COUNTY'S FUNDS

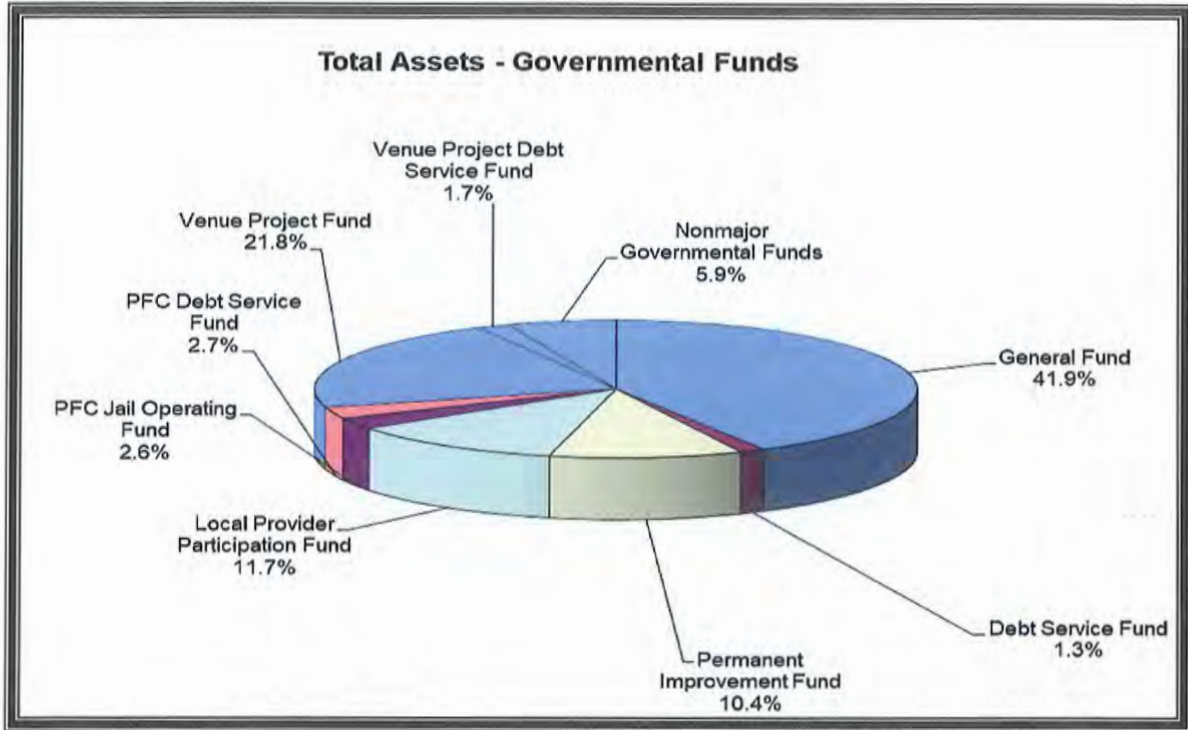
As noted earlier, McLennan County uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The following is a financial analysis of the County's governmental funds:

Governmental Funds Balance Sheet Analysis

The General Fund, Debt Service Fund, Permanent Improvement Fund, Local Provider Participation Fund, PFC Jail Operating Fund, PFC Debt Service Fund, Venue Project Fund, and Venue Project Debt Service Fund are the funds considered to be major funds in 2018. The General Fund accounted for 41.9% of the total governmental fund assets and 38.7% of the total governmental fund balances. The Debt Service Fund accounted for 1.3% of the total governmental fund assets and 1.4% of the total governmental fund balances. The Permanent Improvement Fund accounted for 10.4% of the total governmental fund assets and 11.6% of the total governmental fund balances. The Local Provider Participation Fund accounted for 11.7% of the total governmental fund assets and 13.2% of the total governmental fund balances. The PFC Jail Operating Fund accounted for 2.6% of the total governmental fund assets. The PFC Debt Service Fund accounted for 2.7% of the total governmental fund assets and 3.1% of the total governmental fund balances. The Venue Project Fund accounted for 21.8% of the total governmental fund assets and 24.5% of the total governmental fund balances. The Venue Project Debt Service Fund accounted for 1.7% of the total governmental fund assets and 1.8% of the total governmental fund balances.

**McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018**

A chart showing the relative value of the assets of each major fund, as well as nonmajor governmental funds, follows:



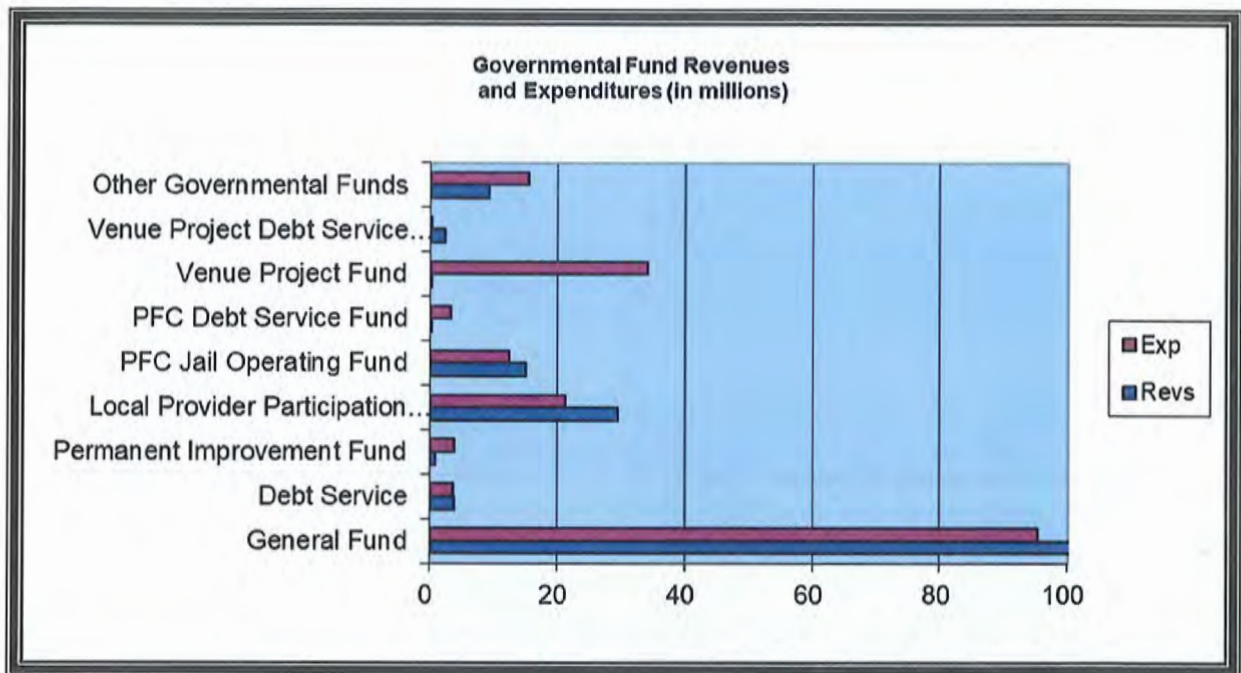
The focus of McLennan County's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. In particular, unassigned fund balances may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year. As of September 30, 2018, the County's governmental funds reported combined ending fund balances of \$141.2 million. Of this total amount, \$43.5 million (30.8%) is unassigned and available for spending without restrictions for general governmental purposes from the General Fund. \$10.1 million (7.2%) is committed for economic development expenditures in the General Fund. \$1.9 million (1.4%) is restricted for debt service expenditures in the Debt Service Fund. \$16.3 million (11.5%) is committed for capital projects expenditures in the Permanent Improvement Fund. \$18.7 million (13.2%) is restricted for health expenditures in the Local Provider Participation Fund. \$4.4 million (3.1%) is restricted for debt service expenditures in the PFC Debt Service Fund. \$8.2 million (5.8%) is restricted for specific expenditures being stated in the individual Special Revenue Funds. \$1 million (less than 1%) is classified as nonspendable due to the nature of the balance sheet item.

The fund balance for the General Fund increased by \$2.2 million from 2017 to 2018. The fund balance of the Debt Service Fund increased by \$84 thousand in 2018 compared to 2017. The fund balance of the Permanent Improvement Fund decreased by \$2.9 million in 2018 compared to 2017 due to the fact that a large portion of the fund balance is bond proceeds and these bond proceeds are now being utilized for capital projects. The fund balance of the PFC Debt Service Fund decreased by \$695 thousand in 2018 compared to 2017.

**McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018**

Governmental Funds Revenue/Expenditure Analysis

The following chart shows the revenue and expenditure amounts for the General Fund, Debt Service Fund, Permanent Improvement Fund, Local Provider Participation Fund, PFC Jail Operating Fund, PFC Debt Service Fund, Venue Project Fund, Venue Project Debt Service Fund, and all nonmajor governmental funds. The Debt Service Fund, Permanent Improvement Fund, Local Provider Participation Fund, PFC Jail Operating Fund, PFC Debt Service Fund, Venue Project Fund, and the Venue Project Debt Service Fund qualify as major funds due to the relative size of their assets, liabilities, revenue or expenditures or their relevant importance to the financial statements as a whole.



The revenues in the above chart do not include other financing sources which includes proceeds from new debt and the sale of assets, nor does it include other financing uses. The General Fund accounts for 64.7% of all governmental fund revenue and 50.4% of expenditures.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

GENERAL FUND BUDGETARY HIGHLIGHTS

Original Adopted Budget Compared to Final Budget

The following table shows the changes between the original adopted budget and the final budget, as amended, for the General Fund budget for the year ended September 30, 2018:

Comparison of Original Budget and Final Budget
Year Ended September 30, 2018
(\$ in Thousands)

	Budgeted Amounts		Variance with Final Budget Under (Over)
	Original	Final	
Revenues:			
Taxes	\$ 86,998	\$ 86,998	\$ -
Licenses and Permits	3	3	-
Intergovernmental	1,858	2,504	646
Charges for Services	10,310	10,310	-
Fines and Forfeits	625	625	-
Investment Earnings	300	300	-
Miscellaneous	870	945	75
Total Revenues	<u>100,964</u>	<u>101,685</u>	<u>721</u>
Expenditures:			
Current:			
General Government	28,643	27,990	653
Judicial	7,082	7,154	(72)
Public Safety	34,263	34,717	(454)
Public Transportation	12,283	12,434	(151)
Health	7,630	8,288	(658)
Welfare	6,798	6,968	(170)
Culture-Recreation	6	26	(20)
Conservation	267	269	(2)
Economic Development and Assistance	11,991	11,991	-
Debt Service:			
Principal	1	1	-
Interest and Fiscal Charges	1	1	-
Total Expenditures	<u>108,965</u>	<u>109,839</u>	<u>(874)</u>
Excess (Deficiency) of Revenue over Expenditures	(8,001)	(8,154)	(153)
Other Financing Sources (Uses):			
Transfers Out	(9,482)	(9,482)	-
Total Other Financing Sources	<u>(9,482)</u>	<u>(9,482)</u>	<u>-</u>
Net Change in Fund Balance	(17,483)	(17,636)	(153)
Fund Balance at Beginning of Year	<u>50,331</u>	<u>50,331</u>	<u>-</u>
Fund Balance at End of Year	<u>\$ 32,848</u>	<u>\$ 32,695</u>	<u>\$ (153)</u>

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Under Texas Local Government Code Section 111.0707 through 111.07075, "the county auditor shall certify to the Commissioners Court the receipt of revenue from a new source not anticipated before the adoption of the budget and not included in the budget for that fiscal year. On certification, the court may (or may not, at their option) adopt a special supplemental budget amendment for the purpose of spending the revenue for general purposes or for any of its intended purposes." Due to this statute, the increase in intergovernmental revenue totaling \$646 thousand and the increase in miscellaneous revenue of \$75 thousand were certified in the General Fund and added to estimated other financing sources and miscellaneous revenues that were in the original budget. The increase in total budgeted expenditures is due to the supplemental budget adopted along with the certification of this revenue.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Actuals Compared to Final Budget

The following is a comparison between the General Fund final amended budget and the final actual revenues and expenditures for the fiscal year ended September 30, 2018:

**General Fund Revenues, Expenditures and
Changes in Fund Balance - Budget (GAAP Basis) and Actual
Year Ended September 30, 2018
(\$ in Thousands)**

	Final Budget	Final Actual	Variance with Final Budget Under (Over)
Revenues:			
Taxes	\$ 86,998	\$ 89,581	\$ (2,583)
Licenses and Permits	3	3	-
Intergovernmental	2,504	2,802	(298)
Charges for Services	10,310	11,174	(864)
Fines and Forfeits	625	866	(241)
Investment Earnings	300	997	(697)
Miscellaneous	945	1,482	(537)
Total Revenues	<u>101,685</u>	<u>106,905</u>	<u>(5,220)</u>
Expenditures:			
Current:			
General Government	27,990	26,121	1,869
Judicial	7,154	6,599	555
Public Safety	34,717	34,365	352
Public Transportation	12,434	10,848	1,586
Health	8,288	8,197	91
Welfare	6,968	6,865	103
Culture-Recreation	26	16	10
Conservation	269	228	41
Economic Development and Assistance	11,991	2,200	9,791
Debt Service:			
Principal	1	-	1
Interest and Fiscal Charges	1	-	1
Total Expenditures	<u>109,839</u>	<u>95,439</u>	<u>14,400</u>
Excess (Deficiency) of Revenue over Expenditures	(8,154)	11,466	(19,620)
Other Financing Sources (Uses):			
Transfers In	-	-	-
Transfers Out	(9,482)	(9,482)	-
Sale of Capital Assets	-	205	205
Total Other Financing Sources	<u>(9,482)</u>	<u>(9,277)</u>	<u>205</u>
Net Change in Fund Balance	(17,636)	2,189	19,825
Fund Balance at Beginning of Year	<u>50,331</u>	<u>52,419</u>	<u>2,088</u>
Fund Balance at End of Year	<u>\$ 32,695</u>	<u>\$ 54,608</u>	<u>\$ 21,913</u>

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Actual Revenues Compared to Estimated Revenues

Actual revenues in the General Fund are about \$5.2 million above estimated revenues in the budget. Highlights of these differences are as follows:

- Sales tax collections exceeded the estimated collections by \$996 thousand and is due to the continued increase of economic activity within the County.
- Property tax collections exceeded the estimated collections by \$1.6 million. The actual collection rate of current property taxes exceeded the estimated collection rate used for budget purposes.
- Revenues from charges for services exceeded the estimated collections by \$864 thousand. This is due to increases in the amounts of fines and fees collected in most departments of the County and is due to the increases in population and County activity.
- Revenues from investment earnings and miscellaneous activities exceeded the estimated collections by \$1.2 million. This includes excess interest earnings of \$697 thousand over estimated collections and excess interlocal agreement charges of \$91 thousand over estimated collections.

Actual Expenditures Compared to Budgeted Expenditures

Actual expenditures in the General Fund were \$14.4 million less than what was budgeted. The main reasons for the variance include:

- Expenditures in the Economic Development and Assistance function were \$9.8 million less than what was budgeted. The variance is due to the fact that the entire fund balance for Economic Development and Assistance is budgeted each year in case a project arises that would utilize the funds.
- Expenditures in the Public Transportation function were \$1.6 million less than what was budgeted in total for that function. Included in this function are the line items for road construction materials, which are for supplies and costs associated with maintaining County roads. The actual expenditures associated with road construction materials were \$257 thousand below the budgeted amount. In the Public Transportation function are contingency line items for use in case of emergencies. \$1.25 million was budgeted for this purpose but there was \$468 thousand remaining unspent at year-end.
- Expenditures in the General Government function were \$1.9 million less than what was budgeted. The primary reason for the variance is the difference between budgeted and actual expenditures for payroll related items which was \$892 thousand for 2018.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

McLennan County's total investment in capital assets, including construction in progress, for governmental type activities as of September 30, 2018, amounts to approximately \$90.1 million (net of accumulated depreciation) compared to \$89 million at September 30, 2017. This investment in capital assets includes land, buildings, improvements other than buildings, machinery and equipment, infrastructure, and construction in progress.

Depreciation on capital assets is recognized in the government-wide financial statements. Depreciation provided for the current fiscal year was \$7 million as compared to \$6.8 million for the year ended September 30, 2017.

Major capital activity during the current fiscal year included additions of approximately \$2.3 million in equipment to be used in road and bridge construction and repair activities, \$1.4 thousand in capital purchases related to the public safety function, and an increase of \$2.1 million to construction in progress at year-end due to various road and bridge projects. A condensed analysis of the County's capital assets is as follows:

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Capital Assets (net of accumulated depreciation)

	September 30,		Increase/ (Decrease)
	2018	2017	
Land	4,546,195	3,912,018	634,177
Buildings	62,545,942	64,807,441	(2,261,499)
Improvements, other than buildings	641,884	662,991	(21,107)
Machinery and equipment	9,583,586	9,211,935	371,651
Infrastructure	9,005,726	8,871,805	133,921
Construction in progress	<u>3,751,747</u>	<u>1,628,993</u>	<u>2,122,754</u>
	<u>90,075,080</u>	<u>89,095,183</u>	<u>979,897</u>

Additional information about McLennan County's capital assets can be found in the notes to the financial statements beginning on page 56.

Long-Term Debt

At September 30, 2018, McLennan County had approximately \$23.3 million in total general obligation debt outstanding. All of the debt of the County's general obligation debt is backed by the full faith and credit of McLennan County. For internal purposes, various names are used to reference how the debt is used. For example, refunding, permanent improvement, and certificates of obligation are some of the names used to identify the indebtedness. McLennan County maintains a credit rating of AA1 from Moody's Investor Services and a rating of AA from Standard & Pools. There are no special assessment bonds of McLennan County at September 30, 2018.

At September 30, 2018, the McLennan County Public Facilities Corporation, presented as a blended component unit of McLennan County, had approximately \$41.4 million in revenue bonds outstanding. The revenue bonds are the liability of the Corporation. Revenues from rental of jail space to third party entities is the source of funding for debt service on the revenue bonds and is used to cover all the expenses of the new jail's operations. The revenue bonds were rated AA- by Standard & Pools.

At September 30, 2018, McLennan County had approximately \$35.5 million in revenue bonds outstanding related to the Venue Project (Heart of Texas fairgrounds renovation). Hotel occupancy taxes and motor vehicle rental taxes are the source of funding for debt service on the revenue bonds. The revenue bonds were rated AA- by Standard & Pools.

Additional information on the County's long-term debt can be found in the notes to the financial statements beginning on page 58.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET AND RATES

There have been several State of Texas and Federal legislative changes that have already impacted the finances of McLennan County and will continue to have an impact on future finances of the County. A listing of conditions and decisions that may impact the future financial condition of the County follows:

- The County adopted a lower combined tax rate (.485293) in 2019 as in 2018. Although the tax rate has decreased by two pennies compared to 2018, the property values have increased and new property was added. This will raise an estimated \$4.7 million more in current property tax collections in 2019 than in 2018.
- The County expects the cost of housing inmates and cost of indigent defense to continue to increase in the coming years. However, measures are being taken in an effort to decrease the expenditures related to both of these areas.

McLennan County, Texas
Management's Discussion and Analysis
September 30, 2018

Requests for Information

This financial report is designed to provide a general overview of McLennan County's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Office of County Auditor, McLennan County, 214 N. 4th Street, Suite 100, Waco, TX 76701.

BASIC FINANCIAL STATEMENTS

MCLENNAN COUNTY, TEXAS

Statement of Net Position

September 30, 2018

ASSETS	
Cash and Investments	\$ 148,618,845
Receivables (net of allowances for estimated uncollectibles):	
Taxes	2,804,846
Accounts	5,215,507
Due from Other Governments	5,718,243
Prepaid Assets	1,022,839
Capital Assets (net of accumulated depreciation)	
Land	4,546,195
Buildings and system	62,545,942
Improvements other than buildings	641,884
Machinery and equipment	9,583,586
Infrastructure	9,005,726
Construction in progress	3,751,747
Total Assets	<u>\$ 253,455,360</u>
DEFERRED OUTFLOWS OF RESOURCES	
Deferred Outflow Related to Pensions	\$ 7,486,323
Deferred Outflow Related to OPEB	3,885,057
Deferred Losses on Refundings of Debt	1,415,076
Total Deferred Outflows of Resources	<u>\$ 12,786,456</u>
LIABILITIES	
Accounts Payable	\$ 11,485,550
Accrued Interest Payable	1,010,412
Due to Other Governments	732,446
Estimated Claims Incurred but Not Reported	228,042
Unearned Revenue	159,475
Noncurrent liabilities:	
Due within one year	8,094,005
Due in more than one year	163,032,282
Total Liabilities	<u>\$ 184,742,212</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred Inflow Related to Pensions	\$ 4,040,768
Total Deferred Outflows of Resources	<u>\$ 4,040,768</u>
NET POSITION	
Net Investment in Capital Assets	\$ 41,409,070
Restricted Net Position	
Restricted for General Government	2,251,693
Restricted for Judicial Functions	1,298,684
Restricted for Public Safety Functions	4,586,554
Restricted for Transportation Functions	35,573
Restricted for Health Functions	18,674,874
Restricted for Welfare Functions	5,602
Restricted for Capital Projects	50,921,615
Restricted for Debt Service	8,999,955
Unrestricted	(50,724,784)
Total Net Position	<u>\$ 77,458,836</u>

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

MCLENNAN COUNTY, TEXAS

Statement of Activities

For the Year Ended September 30, 2018

Functions/Programs:	Expenses		Program Revenues		Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions	Governmental Activities	
General Administration	\$ 30,079,244	\$ 8,831,371	\$ 723,055	\$ (20,524,818)	
Judicial	7,364,281	3,426,524	-	(3,937,757)	
Public Safety	63,832,664	19,481,655	4,082,499	(40,268,510)	
Public Transportation	11,336,774	354,680	-	(10,982,094)	
Health	29,615,705	191,594	29,461,178	37,067	
Welfare	6,883,175	-	394,457	(6,488,718)	
Culture-Recreation	842,086	128	-	(841,958)	
Conservation	847,089	-	674,237	(172,852)	
Economic Development and Assistance	2,199,826	-	-	(2,199,826)	
Interest and Fiscal Charges	2,679,659	-	-	(2,679,659)	
Total Governmental Activities	\$ 155,680,503	\$ 32,285,952	\$ 35,335,426	\$ (88,059,125)	
General Revenues:					
Property Taxes				76,022,221	
Sales Tax				17,996,055	
Other Taxes				3,216,599	
Unrestricted Investment Earnings				1,865,801	
Miscellaneous				1,349,383	
Total General Revenues				100,450,059	
Change in Net Position				12,390,934	
Net Position - Beginning				82,090,705	
Prior Period Adjustment				(17,022,803)	
Net Position - Ending				\$ 77,458,836	

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

MCLENNAN COUNTY, TEXAS

Balance Sheet

Governmental Funds

September 30, 2018

ASSETS

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Jail Operating Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Assets:										
Cash and Investments	\$57,697,334	\$ 1,923,692	\$16,651,936	\$18,674,874	\$ 1,336,047	\$ 4,380,176	\$34,755,599	\$ 2,392,315	\$ 9,159,554	\$146,971,527
Receivables (net of allowances for estimated uncollectibles):										
Taxes	2,543,679	186,840	37,457	-	-	-	-	-	36,870	2,804,846
Accounts	158,939	-	54	-	-	-	95,258	137,345	5,010	396,606
Due from Other Funds	115,698	-	-	2,891,852	-	-	-	-	-	3,007,550
Due from Other Governments	5,470,095	-	-	-	-	-	-	-	248,148	5,718,243
Prepaid Assets	1,022,079	-	-	-	-	-	-	-	760	1,022,839
Total Assets	\$67,007,824	\$ 2,110,532	\$16,689,447	\$18,674,874	\$ 4,227,899	\$ 4,380,176	\$34,850,857	\$ 2,529,660	\$ 9,450,342	\$159,921,611

LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCE

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Jail Operating Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Liabilities:										
Accounts Payable	\$ 5,917,375	\$ -	\$ 355,283	\$ -	\$ 4,227,899	\$ -	\$ 227,615	\$ 3,082	\$ 754,296	\$ 11,485,550
Due to Other Funds	3,424,476	-	-	-	-	28,669	-	-	115,147	3,568,292
Due to Other Governments	732,446	-	-	-	-	-	-	-	-	732,446
Unearned Revenue	-	-	-	-	-	-	-	-	370,435	370,435
Total Liabilities	10,074,297	-	355,283	-	4,227,899	28,669	227,615	3,082	1,239,878	16,156,723
Deferred Inflows of Resources:										
Unavailable Revenue	2,325,310	175,502	35,791	-	-	-	-	-	36,405	2,573,008
Property Taxes	-	-	-	-	-	-	-	-	20,878	20,878
Other	-	-	-	-	-	-	-	-	57,283	57,283
Total Deferred Inflows of Resources	2,325,310	175,502	35,791	-	-	-	-	-	114,566	2,593,866

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Jail Operating Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Fund Balances:										
Nonspendable	1,022,079	-	-	-	-	-	-	-	760	1,022,839
Restricted for:										
General Government	-	-	-	-	-	-	-	-	2,251,693	2,251,693
Judicial	-	-	-	-	-	-	-	-	1,298,684	1,298,684
Public Safety	1,436	-	-	-	-	-	-	-	4,585,118	4,586,554
Public Transportation	-	-	-	-	-	-	-	-	35,573	35,573
Health	-	-	-	-	-	-	-	-	-	-
Welfare	-	-	-	18,674,874	-	-	-	-	-	18,674,874
Debt Service	-	1,935,030	-	-	-	4,351,507	-	2,526,578	-	8,813,115
Committed for:										
Welfare	3,370	-	16,298,373	-	-	-	34,623,242	-	-	50,921,615
Capital Projects	10,093,375	-	-	-	-	-	-	-	-	10,093,375
Economic Development	43,487,957	-	-	-	-	-	-	-	(20,878)	43,467,078
Unassigned	54,608,217	1,935,030	16,298,373	18,674,874	-	4,351,507	34,623,242	2,526,578	8,153,181	141,171,002
Total Fund Balance	\$67,007,824	\$ 2,110,532	\$16,689,447	\$18,674,874	\$ 4,227,899	\$ 4,380,176	\$34,850,857	\$ 2,529,660	\$ 9,450,342	\$159,921,611

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Jail Operating Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Total Liabilities, Deferred Inflows of Resources, and Fund Balance	\$67,007,824	\$ 2,110,532	\$16,689,447	\$18,674,874	\$ 4,227,899	\$ 4,380,176	\$34,850,857	\$ 2,529,660	\$ 9,450,342	\$159,921,611

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

MCLENNAN COUNTY, TEXAS

Reconciliation of the Balance Sheet of the
Governmental Funds to the Statement of Net Position

September 30, 2018

Total fund balances - governmental funds		\$ 141,171,002
Amounts reported for governmental activities in the statement of net position are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the governmental funds. These capital assets (net of accumulated depreciation) consist of:		
Land	\$ 4,546,195	
Buildings	62,545,942	
Improvements other than buildings	641,884	
Machinery and equipment	9,583,586	
Infrastructure	9,005,726	
Construction in progress	<u>3,751,747</u>	
Total capital assets		90,075,080
Some fines and fees earned in the current fiscal year, which are not available to provide for current financial resources, are not recorded in the governmental funds.		
		4,818,901
Some property taxes earned in the current fiscal year, which are not available to provide for current financial resources, are deferred in the governmental funds.		
		2,804,846
An Internal Service Fund is used by management to charge the costs of health insurance to individual funds. The assets and liabilities of the Internal Service Fund are not included in the governmental funds but are included in the Statement of Net Position.		
		1,980,018
Some liabilities are not due and payable in the current period and therefore are not reported in the governmental funds. Those liabilities consist of:		
Interest Payable	(1,010,412)	
General Obligation Bonds	(3,345,000)	
Revenue Bonds	(2,185,000)	
Compensated Absences	<u>(2,564,005)</u>	
Total Current Liabilities		(9,104,417)
General Obligation Bonds	(19,905,000)	
Revenue Bonds	(74,755,000)	
Unamortized Deferred Amount on Refunding	(13,592)	
Unamortized Deferred Original Issue Premium	(902,641)	
Unamortized Deferred Amount on Refunding	2,331,309	
Net Pension Liability	(18,254,873)	
Deferred Resources Related to Pensions	3,445,555	
Other Post Employment Benefits	(49,476,408)	
Deferred Resources Related to OPEB	3,885,057	
Compensated Absences	<u>(641,001)</u>	
Total Non-current Liabilities		<u>(154,286,594)</u>
Net Position		<u>\$ 77,458,836</u>

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

MCLENNAN COUNTY, TEXAS

Statement of Revenues, Expenditures and Changes in Fund Balances

Governmental Funds

For the Year Ended September 30, 2018

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Jail Operating Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Revenues:										
Taxes	\$ 89,580,791	\$ 3,711,739	\$ 551,138	\$ -	\$ -	\$ -	\$ -	\$ 2,401,247	\$ 4,883	\$ 96,249,798
Licenses and Permits	3,500	-	-	-	-	-	-	-	-	3,500
Inergovernmental	2,802,493	-	-	-	-	-	-	-	4,833,420	7,625,913
Charges for Services	11,173,705	-	-	14,998,091	-	-	-	-	4,100,235	30,272,031
Fines and Forfeits	865,938	-	-	-	-	-	-	-	198,670	1,064,608
Contributions and Donations	-	-	-	29,461,179	-	-	-	-	-	29,461,179
Investment Earnings	996,827	38,270	286,872	-	15,760	63,199	308,017	18,774	132,217	1,859,936
Miscellaneous	1,481,738	-	9,971	-	-	-	-	-	1,807	1,493,516
Total Revenues	106,904,992	3,750,009	847,981	29,461,179	15,013,851	63,199	308,017	2,420,021	9,261,232	168,030,481
Expenditures:										
Current:										
General Government	26,120,815	-	-	-	-	-	-	16,500	940,793	27,078,108
Judicial	6,599,263	-	-	-	-	-	-	-	290,244	6,889,507
Public Safety	34,365,291	-	-	-	12,422,151	-	-	-	13,586,685	60,374,127
Public Transportation	10,848,113	-	-	-	-	-	-	-	6,736	10,854,849
Health	8,197,446	-	-	-	-	-	-	-	-	29,533,683
Welfare	6,865,115	-	-	21,336,237	-	-	-	-	10,000	6,875,115
Culture-Recreation	15,557	-	-	-	-	-	-	-	-	15,557
Conservation	227,738	-	-	-	-	-	-	-	606,737	834,475
Economic Development and Assistance	2,199,826	-	-	-	-	-	-	-	-	2,199,826
Debt Service:										
Principal	-	3,035,000	-	-	-	1,650,000	31,500,000	-	-	36,185,000
Interest and Fiscal Charges	-	631,419	-	-	-	1,699,992	137,075	-	-	2,468,486
Bond Issue Costs	-	-	-	-	-	-	1,670,462	-	-	1,670,462
Capital Projects	-	-	3,775,104	-	-	-	788,341	-	-	4,533,445
Total Expenditures	95,439,164	3,666,419	3,775,104	21,336,237	12,422,151	3,349,992	34,065,878	16,500	15,441,195	189,512,640
Excess (Deficiency) of Revenue over Expenditures	11,465,828	83,590	(2,927,123)	8,124,942	2,591,700	(3,286,793)	(33,737,861)	2,403,521	(6,179,963)	(21,482,159)
Other Financing Sources (Uses):										
Transfers In	207	-	-	-	-	2,591,700	-	-	7,282,156	9,874,063
Transfers Out	(9,482,156)	-	-	(2,591,700)	-	-	-	-	(207)	(12,074,063)
Issuance of General Obligation Bonds	-	-	-	-	-	-	-	-	-	-
Issuance of Revenue Bonds	-	-	-	-	-	-	67,010,000	-	-	67,010,000
Premium on Issuance of Bonds	-	-	-	-	-	-	1,371,103	-	-	1,371,103
Sale of Capital Assets	204,951	-	-	-	-	-	-	-	-	204,951
Total Other Financing Sources (Uses)	(9,276,998)	-	-	(2,591,700)	2,591,700	2,591,700	68,381,103	-	7,281,949	66,386,054
Net Change in Fund Balance	2,188,830	83,590	(2,927,123)	8,124,942	-	(695,093)	34,623,242	2,403,521	1,101,986	44,903,895
Fund Balance at Beginning of Year	52,419,387	1,851,440	19,225,496	10,549,932	-	5,046,600	-	123,057	7,051,195	96,267,107
Fund Balance at End of Year	\$ 54,608,217	\$ 1,935,030	\$ 16,298,373	\$ 18,674,874	\$ -	\$ 4,351,507	\$ 34,623,242	\$ 2,526,578	\$ 8,153,181	\$ 141,171,002

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

MCLENNAN COUNTY, TEXAS

Reconciliation of the Statement of Revenues, Expenditures,
and Changes in Fund Balances of the Governmental Funds to the
Statement of Activities

For the Year Ended September 30, 2018

Net change in fund balances - governmental funds		\$ 44,903,895
Amounts reported for governmental activities in the statement of activities are different because:		
An Internal Service Fund is used by management to charge the costs of health insurance to individual funds. The net activities of the Internal Service Fund are included in the governmental activities in the statement of activities.		
		1,666,183
Capital outlays are reported as expenditures in governmental funds. However, in the statement of activities, the cost of capital assets is allocated over their estimated lives as depreciation expense. In the current period, these amounts are:		
Capital outlay	\$ 7,100,039	
Depreciation expense	<u>(7,014,448)</u>	
Excess of depreciation expense over capital outlay		85,591
Governmental funds report the full amount of proceeds from capital asset sales. However, in the statement of activities, only the gains or losses associated with those sales are reported. In the current period these amounts are:		
Sales of capital assets	\$ (204,951)	
Net gain on sale of capital assets	<u>185,565</u>	
		(19,386)
Donations of capital assets increase net assets in the statement of activities, but do not appear in the governmental funds because they are not financial resources.		
		913,692
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. In the current period these changes are:		
Property taxes receivable	\$ 169,726	
Fines and fees receivable	<u>(1,230,442)</u>	
Total receivables		(1,060,716)
The liabilities for compensated absences are accrued at the government-wide level but not at the fund level. This is the current year change in those liabilities, reported as expense in the statement of activities.		
		(307,473)
The OPEB obligation per GASB 75 are accrued at the government-wide level but not at the fund level. This is the current year change in those liabilities, reported as expense in the statement of activities.		
		(2,190,238)
Accrued interest reported as expense in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in the governmental funds.		
		(296,445)
Certain pension expenditures are not expended in the government-wide financial statements and recorded as deferred resource outflows. This item relates to contributions made after the measurement date.		
		806,662
Bond proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. In the current period these differences are:		
Issuance of debt	(67,010,000)	
Amortization of deferred refunding amount	(149,555)	
Premium on Issuance of Bonds	(1,136,276)	
Debt repayment	<u>36,185,000</u>	
Total long-term debt		<u>(32,110,831)</u>
Change in net position of governmental activities		<u>\$ 12,390,934</u>

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

MCLENNAN COUNTY, TEXAS

Statement of Net Position

Proprietary Fund

September 30, 2018

Governmental
Activities
Internal Service Fund

ASSETS:

Current Assets:

Cash and Investments
Due from Other Funds
Total Assets

\$ 1,647,318
561,293
2,208,611

LIABILITIES:

Current Liabilities:

Estimated Claims Incurred But Not Reported
Due to Other Funds
Total Liabilities

228,042
551
228,593

NET POSITION - Unrestricted

\$ 1,980,018

The accompanying notes are an integral part of these financial statements.

MCLENNAN COUNTY, TEXAS

Statement of Revenues, Expenses
and Changes in Net Position

Proprietary Fund

For the Year Ended September 30, 2018

	Governmental Activities <u>Internal Service Fund</u>
OPERATING REVENUES	
Charges for Services	\$ 6,613,051
Insurance Recovery	<u>277,816</u>
Total operating revenues	<u>6,890,867</u>
OPERATING EXPENSES	
Insurance Claims	6,235,528
Co Insurance Premiums	702,415
Administrative Costs	<u>489,156</u>
Total operating expenses	<u>7,427,099</u>
OPERATING INCOME/(LOSS)	<u>(536,232)</u>
NON-OPERATING REVENUES (EXPENSES)	
Investments Earnings	2,415
Transfers In	<u>2,200,000</u>
Total non-operating revenues (expenses)	<u>2,202,415</u>
CHANGE IN NET POSITION	1,666,183
NET POSITION, BEGINNING	313,835
NET POSITION, ENDING	<u>\$ 1,980,018</u>

The accompanying notes are an integral part of these financial statements.

MCLENNAN COUNTY, TEXAS

Statement of Cash Flows

Proprietary Fund

For the Year Ended September 30, 2018

	Governmental Activities <u>Internal Service Fund</u>
CASH FLOW FROM OPERATING ACTIVITIES	
Cash received from insurance claims recovery	\$ 277,816
Cash received from customers	6,690,549
Cash paid to suppliers for goods and services	<u>(7,819,976)</u>
Net cash used by operating activities	<u>(851,611)</u>
CASH FLOW FROM NONCAPITAL FINANCING ACTIVITIES	
Transfer from other funds	<u>2,200,000</u>
Net cash provided by noncapital financing activities	<u>2,200,000</u>
CASH FLOW FROM INVESTING ACTIVITIES	
Interest on investments	<u>2,415</u>
Net cash provided by investing activities	<u>2,415</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,350,804
CASH AND CASH EQUIVALENTS, BEGINNING	<u>296,514</u>
CASH AND CASH EQUIVALENTS, ENDING	<u>\$ 1,647,318</u>
Reconciliation of operating income to net cash provided (used) by operating activities:	
Operating Income/(Loss)	\$ (536,232)
Adjustment to reconcile operating income (loss) to net cash provided (used) by operating activities:	
Change in assets and liabilities:	
Decrease (increase) in assets:	
Accounts receivable	6,338
Due from other funds	71,161
(Decrease) increase in liabilities:	
Due to other funds	(205,686)
Claims payable	<u>(187,192)</u>
Net cash used by operations	<u>\$ (851,611)</u>

The accompanying notes are an integral part of these financial statements.

MCLENNAN COUNTY, TEXAS

Statement of Fiduciary Net Position

Fiduciary Funds

September 30, 2018

	Private Purpose Trust Funds	Agency Funds
Assets:		
Cash and Investments	\$ 69,761	\$ 10,519,871
Total Assets	<u>\$ 69,761</u>	<u>\$ 10,519,871</u>
Liabilities:		
Due to Other Governments	\$ -	\$ 408,601
Due to Others	-	10,111,270
Total Liabilities	<u>\$ -</u>	<u>\$ 10,519,871</u>
Net Position:		
Held in Trust for Pool Participants	\$ 69,761	-
Total Net Position	<u>\$ 69,761</u>	<u>\$ -</u>

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

MCLENNAN COUNTY, TEXAS

Statement of Changes in Fiduciary Net Position

Fiduciary Funds

Year Ended September 30, 2018

	<u>Private Purpose Trust Funds</u>
Additions:	
Investment Earnings:	
Interest	\$ 1,034
Total Investment Earnings	<u>1,034</u>
Total Additions	<u>1,034</u>
Deductions:	-
Total Deductions	<u>-</u>
Change in Net Position	1,034
Net Position, Beginning of Year	<u>68,727</u>
Net Position, End of Year	<u>\$ 69,761</u>

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

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of McLennan County, Texas (the County) reflected in the accompanying basic financial statements conform to accounting principles generally accepted in the United States of America applicable to state and local governments. Accounting principles generally accepted in the United States of America for local governments are those promulgated by the Governmental Accounting Standards Board (GASB) in *Governmental Accounting and Financial Reporting Standards*. This financial report has been prepared in accordance with GASB Statement No. 34 (Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments) issued in June 1999. The most significant accounting and reporting policies of the County are described in the following notes to the financial statements.

(a) Reporting Entity

1. Primary Government

McLennan County (the County) is a public corporation and political subdivision of the State of Texas. The Commissioners Court, comprised of the County Judge and four Commissioners, is the general governing body of the County in accordance with Article 5, Paragraph 18 of the Texas Constitution. The County provides the following services as authorized by the statutes of the State of Texas: justice administration (courts, juries, constables, district attorney, clerks, investigators, sheriff, jail), tax collection, road and bridge maintenance, public health, agricultural extension services, fairgrounds venue, juvenile services, assistance to indigents and area economic development.

2. Blended Component Units

The accompanying basic financial statements present the government as defined according to criteria in GASB Statement No. 14, *The Financial Reporting Entity* and in GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units, an Amendment of GASB Statement 14*. Blended component units, while legally separate entities, are, in substance, part of the government's operations.

The McLennan County Community Supervision and Corrections Department (also referred to as the Adult Probation Department and CSCD) is a blended component unit of McLennan County and is governed by the McLennan County Board of District Judges, who appoints the Director of the CSCD. The McLennan County Commissioners Court is required by statute to provide facilities, utilities and equipment for the operation of this department. In addition, the County provides administrative functions including accounting, risk management, payroll preparation and purchasing. The McLennan County CSCD is responsible for the management and monitoring of adult residents of McLennan County who are on criminal probation. Funding for salaries of CSCD personnel and many operating expenses is from various State grants.

The McLennan County Juvenile Probation/Detention Department is also a blended component unit of McLennan County and is governed by the McLennan County Juvenile Board, an entity defined by the Texas Legislature. The Juvenile Board appoints the Director of the department. The County holds and accounts for the funds of the department. Commissioners Court does have some level of legal authority in the budget process by approving the amount of the transfer from the "General Fund" to the "Juvenile Probation Local Fund." The Juvenile Board is responsible for approving the budget details that relate to this fund.

On September 2, 2008, the Commissioners Court of McLennan County issued a certificate for order that created a nonprofit public facilities corporation under Chapter 303 of the Texas Local Government Code. The McLennan County Public Facility Corporation (the "Corporation") was organized for the purpose of financing, on behalf of the County, an eligible criminal detention and correctional facility and to be responsible for the operations of such facility. The operations of the facility will be financed on an ongoing basis by the rental of jail space to third party entities, such as Federal agencies and other local governments. All of the members of

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

the Board of Directors of the Corporation are appointed by the Commissioners Court of the County and at September 30, 2018 consisted of the individuals that comprise the Commissioners Court with the exception of County Commissioner Precinct 2. The Corporation is included in the Comprehensive Annual Financial Report as a blended component unit. The Corporation's funds consist of an Operating Fund, a Capital Projects Fund, and a Debt Service Fund.

(b) Government-wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. Government-wide statements report on all the non-fiduciary activities of the County and its blended component units. The effect of inter-fund transfers has been removed from these statements but continues to be reflected on the fund statements. Primary support of governmental activities is derived from taxes, intergovernmental revenues and charges for services.

The statement of activities exhibits the degree to which the direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services or privileges provided by a given function, 2) fines and fees assessed offenders by the judicial system, and 3) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included in program revenues are reported as general revenues.

Separate fund financial statements are provided for governmental funds, proprietary funds, and fiduciary funds even though the latter are excluded from the government-wide financial statements. The General Fund, Debt Service Fund, Permanent Improvement Fund, Local Provider Participation Fund, PFC Jail Operating Fund, PFC Debt Service Fund, Venue Project Fund, and Venue Project Debt Service Fund meet the criteria or have been selected by management as *major governmental funds*. Each major fund is reported in separate columns in the fund financial statements. Nonmajor funds include other Special Revenue Funds and a Capital Projects Fund. The combined amounts for these funds are reflected in a single column in the fund financial statements. Detailed statements for nonmajor funds are presented within Combining and Individual Fund Statements and Schedules.

(c) Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Major revenue types, which have been accrued, are district clerk and county clerk fines and fees, justice of the peace fines and fees, revenue from investments, intergovernmental revenue and charges for services. Grants are recognized as revenue when all applicable eligibility requirements are met.

Governmental fund level financial statements are reported using current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. Measurable and available revenues include revenues expected to be received within 60 days after the fiscal year ends. Receivables which are measurable but not collectible within 60 days after the end of the fiscal period are reported as unavailable revenue. Property taxes, sales and other taxes, state and federal grants, federal prisoner reimbursements and detention center revenues associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. Property taxes levied prior to September 30, 2017 that were due October 1, 2017, have been assessed to finance the budget of the fiscal year ending September 30, 2018. In accordance with the modified accrual basis of accounting, the balances outstanding at September 30, 2018, and beyond the 60 days after year-end have been reflected as unavailable revenue and taxes receivable in the fund financial statements. Property taxes and interest earned as of September 30 and received within 60 days of year-end are accrued as income in the current period. Expenditures generally are recorded when a liability is incurred; however, debt service expenditures, claims and judgments, and compensated absences are recorded only when payment is made.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

1. The government reports the following major governmental funds:

The General Fund is the general operating fund of the County and is always classified as a major fund. The General Fund is used to account for all financial resources except those required to be accounted for in another fund. Major revenue sources include property taxes, charges for services, intergovernmental revenues and investment interest income. Primary expenditures are for general administration, judicial, public safety, health services, welfare services, capital acquisition, and debt service.

The Debt Service Fund is used to account for the accumulation of resources for, and the payment of, general long-term debt principal and interest. Debt Service Funds are required only when they are legally mandated and/or if resources are being accumulated for general long-term debt principal and interest payments maturing in future years. The principal source of revenues for the Debt Service Fund is ad valorem taxes.

The Permanent Improvement Fund is a constitutional fund used to account for the acquisition of and improvements to land and buildings on a continuing basis. The Commissioners Court in its annual budget includes specific appropriations for expenditures from this fund. The principal source of revenues for the Permanent Improvement Fund is ad valorem taxes.

The Local Provider Participation Fund was established to allow local hospital providers to access more federal funds, to ensure access to care, and reduce the level of uncompensated care in the community. The County is authorized to collect a mandatory payment from each institutional health care provider located in the County and to use the funds for certain intergovernmental transfers and indigent care programs.

The PFC Jail Operating Fund was established to account for the operations related to the McLennan County Public Facility Corporation's Jack Harwell Detention Center. There is no statutory requirement for a budget for this fund by the Commissioners Court as all of its activity is governed by the Board of Directors of the Public Facilities Corporation. The principal source of revenues for the PFC Jail Operating Fund is revenue generated from leasing the facility to McLennan County.

The PFC Debt Service Fund was established to account for the accumulation of resources, as required in the trust indenture, in an interest and sinking fund for use in future principal and interest obligations related to the McLennan County Public Facility Corporation (the "PFC) Revenue Bonds Series 2009. There is no statutory requirement for a budget for this fund by the Commissioners' Court as all of its activity is governed by the trust indenture and the Board of Directors of the Public Facilities Corporation.

The Venue Project Fund was established to account for the Venue Project located at the Heart of Texas fairgrounds in Waco, Texas. The project includes development, construction, and renovation of new and existing facilities including a multi-purpose arena, adjacent support facilities, and related infrastructure.

The Venue Project Debt Service Fund was established to account for the accumulation of resources, as required in the trust indenture, in an interest and sinking fund for use in future principal and interest obligations related to the McLennan County Venue Project Revenue Bonds Series 2018. The source of revenues for this fund is hotel occupancy taxes and motor vehicle rental taxes.

2. The government reports the following nonmajor governmental funds:

Special revenue funds are used to account for specific revenue sources (other than for capital projects) that are legally restricted to expenditures for specified purposes. These legal restrictions can come from outside the County or from Commissioners Court.

3. Additionally, the government reports the following fund types:

Agency funds are used to account for situations where the County's role is strictly custodial in nature. As a result, all assets reported in an agency fund are offset by a liability to the party on whose behalf the assets are held. Most of these funds are held for legal reasons. Those reasons vary from funds held in trust for minors to

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

funds placed in escrow awaiting a decision and order by the presiding court. Additional agency funds are used to account for cash on hand for tax collections for other governmental entities or for fees collected on behalf of the State and other governmental entities.

Private-purpose trust funds are used to report any trust arrangement under which principal and income benefit individuals, private organizations, or other government.

Internal service fund is used to finance, administer, and account for McLennan County's self-insured health program, whose purpose is to provide health insurance to employees of the County. Due to the fact that these services predominantly benefit governmental rather than business-type functions, the fund has been included with the governmental activities in the government-wide statements.

When both restricted and unrestricted resources are available for use, it is McLennan County's policy to use restricted resources first, then unrestricted resources as they are needed.

(d) Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/ Fund Balance

1. Deposits and Investments

The County's cash and cash equivalents are considered to be cash on hand, demand deposits and short term investments with an original maturity of three months or less from the date of acquisition.

Investments for the County are reported at fair value, except for the position in investment pools. The County's investment in pools are reported at the net asset value per share (which approximates fair value) even though it is calculated using the amortized cost method.

State statutes and the County's official Investment Policy authorize the County to invest in obligations of the U.S. Treasury and Governmental Agencies, commercial paper, repurchase agreements, bankers' acceptances, money market mutual funds and direct obligations of the State of Texas.

2. Receivables and Payables

Property taxes are recognized as revenues in the period for which the taxes are levied, regardless of the lien date. Property taxes for the County are levied based on taxable value on the lien date of January 1 prior to September 30 of the same year. They become due October 1 of that same year and delinquent after January 31 of the following year. Accordingly, receivables and revenues for prior-year levies delinquent at year-end are reflected on the government-wide statement based on the full accrual method of accounting and under the modified accrual method in the fund statements.

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

Reimbursements for services performed are recorded as receivables and revenues when they become eligible for accrual in the government-wide statements. Included are fines and costs assessed by court action and billable services for certain contracts. Revenues received in advance of the costs being incurred are recorded as unavailable revenue in the fund statements.

Receivables are shown net of an allowance for uncollectable accounts.

Lending or borrowing between funds is reflected as "due to" or "due from" (current portion) or "advances to/from other funds" (noncurrent). Advances between funds, as reported in the fund financial statements, are offset by a fund balance reserve account in applicable governmental funds to indicate that they are not available

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

for appropriation and are not expendable available financial resources. Inter-fund activity reflected in "due to" or "due from" is eliminated on the government-wide statements.

3. Inventories and Prepaid Items

Inventories of the governmental funds consist of expendable supplies and materials held for consumption. The purchase method is used to account for inventory in the governmental funds. The cost is recorded as an expenditure at the time individual items are purchased.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements. The cost is recorded as a prepaid item at the time of purchase, but year-end adjustments are made to show the consumption of those items. Prepaid items are considered to be nonspendable fund balance.

4. Capital Assets — Primary Government

Capital assets, which include land, buildings and improvements, equipment, and infrastructure, are reported in the government-wide financial statements. The capitalization threshold for the capitalization of assets is set forth in the following schedule:

Asset Category	Capitalization Threshold
Land and Land Improvements	Capitalize all
Improvements Other than Buildings	\$5,000
Buildings and Building Improvements	
Buildings and Building Improvements	\$50,000
Building Improvements performed/acquired after building acquisition	\$5,000
Infrastructure	
Roads constructed, acquired or donated since 1980	Capitalize all
New Roads constructed 10/01/03	\$300,000 per mile
Major road renovations and improvements	\$100,000 per mile
Bridges	\$20,000
Furniture, Equipment and Other Personal Property	\$5,000
Leasehold Improvements	\$5,000
Works of Art and Historical Treasures	\$5,000

Capital assets are recorded at historical costs if purchased or constructed. Donated capital assets are recorded at acquisition cost, which is the price that would be paid to acquire an asset with equivalent service potential at the acquisition date.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

The costs of normal maintenance and repair that do not add to the value of the asset or materially extend the asset's life are expensed rather than capitalized.

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

Asset Category	Years
Buildings	30
Building and land improvements	10 to 25
Infrastructure - Bridges	25 to 45
Infrastructure - Roads	20
Furniture and Fixtures	10
General Equipment	5 to 15
Computer hardware	3 to 5
Passenger vehicles	5
Road maintenance equipment	10

5. Longevity Pay

Substantially all employees of the County are compensated on a salary basis. However there are some employees, mostly part-time or temporary, who are compensated on an hourly basis. Prior to the 2014 fiscal year, longevity pay was added to the salary of each official and each salaried employee of the County at the rate of \$5 per month for each full year of continuous service by the employee. As of October 1, 2013, these total amounts were frozen and no additional longevity amounts were added to salaries.

6. Compensated Absences

Vacation leave is accrued by each salaried employee of the County each month at the rate of 0.0385 hours for each hour worked, up to a maximum balance of 200 hours. After 120 months of continuous service, the accrual rate is increased to 0.0577 hours for each hour worked. Upon termination, employees are paid for all accrued and unused vacation time.

Sick leave accrues at the rate of 0.0462 hours for each hour worked, up to a maximum balance of 480 hours. Sick leave may be used only for sickness and other specified purposes, and no payment is made for any unused sick leave.

A liability for unused vacation and compensatory time for all full-time employees is calculated and reported in the government-wide financial statements. For financial reporting, the following criteria must be met to be considered as compensated absences: a) leave or compensation is attributable to services already rendered, and b) leave or compensation is not contingent on a specific event (such as illness).

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

GASB Interpretation 6 indicates that liabilities for compensated absences should only be recognized in the fund statements to the extent the liabilities have matured and are payable out of current available resources. Compensated absences are paid from the same respective governmental operating funds as the ones from which the related employees' salaries were paid.

Compensated absences are accrued in the government-wide statements.

7. Health & Life Insurance Benefits

The County, at its expense, provides term life insurance coverage in the face amount of \$10,000 for each official and each salaried employee.

Each official and each salaried employee is provided medical coverage through the County's self-insured health program. The County pays medical coverage premiums for eligible employees up to the lowest premium amount for the base plan of the County. Covered officials and employees may, at their own option and expense, have their spouses or dependents included in this medical coverage.

8. Other Benefits

Deferred Compensation Plan - The County offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all County employees, permits the deferral of Federal Income Tax on the deferred portion of the employee's compensation until future years. The deferred portion of compensation is not available to employees until termination, retirement, death, or unforeseeable emergency, and becomes subject to Federal Income Tax when constructively received by the employee.

The assets of the Plan are not subject to the claims of the general creditors of the County, and, in accordance with GASB 32 "Accounting for Deferred Compensation Plans," the County does not present the assets and liabilities related to the Plan in the agency funds.

Cafeteria Plan - All salaried employees have the option of participating in a cafeteria plan created in accordance with Internal Revenue Code Section 125. This plan affords tax savings to the employee by allowing the County to provide certain benefits under an agreement with the employee that reduces the employee's taxable income while increasing his actual net income.

9. Long-term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities under governmental activities. On new bond issues, bond premiums and discounts, as well as deferred gains or losses on refunding of debt, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount.

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

10. Fund Balance Classification

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the County is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

- ***Nonspendable:*** This classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) are legally or contractually required to be maintained intact. Nonspendable items are not expected to be converted to cash or are not expected to be converted to cash within the next year.
- ***Restricted:*** This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation.
- ***Committed:*** This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by court resolution of the Commissioners Court, the County's highest level of decision making authority. These amounts cannot be used for any other purpose unless the Court removes or changes the specified use by means of a majority vote of Commissioners Court during an open meeting. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements.
- ***Assigned:*** This classification includes amounts that are constrained by the County's intent to be used for a specific purpose but are neither restricted nor committed. This intent can be expressed by the Commissioners Court.
- ***Unassigned:*** This classification includes the residual fund balance for the General Fund. The unassigned classification also includes negative residual fund balance of any other governmental fund that cannot be eliminated by offsetting of assigned fund balance amounts.

Sometimes the government will fund outlays for a particular purpose from both restricted (e.g., restricted bond or grant proceeds) and unrestricted resources. In order to calculate the amounts to report as restricted-net position and unrestricted-net position in the government-wide and proprietary fund financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the government's policy to consider restricted-net position to have been depleted before unrestricted-net position is applied.

11. Fund Balance Flow Assumptions

Sometimes the government will fund outlays for a particular purpose from both restricted and unrestricted resources (the total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements a flow assumption must be made about the order in which the resources are considered to be applied. It is the government's policy to consider restricted fund balance to have been depleted before using any of the components of unrestricted fund balance. Further, when the components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

12. Fund Balance Policies

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. The government itself can establish limitations on the use of resources through either a commitment (committed fund balance) or an assignment (assigned fund balance).

The committed fund balance classification includes amounts that can be used only for the specific purposes determined by a formal action of the government's highest level of decision-making authority. The Commissioners Court is the highest level of decision-making authority for the government that can, by adoption of an ordinance prior to the end of the fiscal year, commit fund balance. Once adopted, the

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

limitation imposed by the ordinance remains in place until a similar action is taken (the adoption of another ordinance) to remove or revise the limitation.

Amounts in the assigned fund balance classification are intended to be used by the government for specific purposes but do not meet the criteria to be classified as committed. The Court may also assign fund balance as it does when appropriating fund balance to cover a gap between estimated revenue and appropriations in the subsequent year's appropriated budget. Unlike commitments, assignments generally only exist temporarily. In other words, an additional action does not normally have to be taken for the removal of an assignment. Conversely, as discussed above, an additional action is essential to either remove or revise a commitment.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Fund balances by program as of September 30, 2018 pursuant to GASB No. 54 are as follows:

	General Fund	Debt Service Fund	Permanent Improvement Fund	Local Provider Participation Fund	PFC Debt Service Fund	Venue Project Fund	Venue Project Debt Service Fund	Other Governmental Funds	Total
Fund Balances:									
Nonspendable:									
Prepaid Assets	\$ 1,022,079	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 760	\$ 1,022,839
Restricted for:									
Adult Probation	-	-	-	-	-	-	-	1,271,961	1,271,961
Alcohol/Drug Abuse Prevention/Treatment	-	-	-	-	-	-	-	44,055	44,055
Alcohol/Drug Court Program	-	-	-	-	-	-	-	189,725	189,725
Asset Forfeitures	-	-	-	-	-	-	-	594,731	594,731
Child Abuse Prevention	-	-	-	-	-	-	-	36,979	36,979
Child Protective Services	3,370	-	-	-	-	-	-	-	3,370
Contract Elections	-	-	-	-	-	-	-	398,471	398,471
County & District Court Technology	-	-	-	-	-	-	-	31,686	31,686
County Clerk Records Management	-	-	-	-	-	-	-	197,087	197,087
Courthouse Security	-	-	-	-	-	-	-	262,523	262,523
Court-Initiated Guardianship	-	-	-	-	-	-	-	70,580	70,580
Court Records Preservation	-	-	-	-	-	-	-	123,598	123,598
Court Reporter Service	-	-	-	-	-	-	-	109,231	109,231
Debt Service	-	1,935,030	-	-	4,351,507	-	2,526,578	-	8,813,115
Dispute Resolution	-	-	-	-	-	-	-	25,702	25,702
District Attorney Programs	-	-	-	-	-	-	-	688,581	688,581
District Clerk Errors & Omissions	-	-	-	-	-	-	-	114,191	114,191
District Clerk Records Management	-	-	-	-	-	-	-	78,468	78,468
District Clerk Records Technology	-	-	-	-	-	-	-	41,125	41,125
Elections	-	-	-	-	-	-	-	3,200	3,200
Family Protection	-	-	-	-	-	-	-	2,232	2,232
Farm-to-Market/Flood Control	-	-	-	-	-	-	-	35,573	35,573
Jail Commissary	-	-	-	-	-	-	-	307,388	307,388
Justice Court Building Security	-	-	-	-	-	-	-	71,948	71,948
Justice Technology	-	-	-	-	-	-	-	201,014	201,014
Juvenile Delinquency Prevention	-	-	-	-	-	-	-	1,170	1,170
Juvenile Probation	-	-	-	-	-	-	-	2,062,335	2,062,335
Law Enforcement Officer Standards and Education	-	-	-	-	-	-	-	52,104	52,104
Law Library	-	-	-	18,674,874	-	-	-	427,571	18,674,874
Local Provider Participation	-	-	-	-	-	-	-	222,851	222,851
Records Management	-	-	-	-	-	-	-	1,436	1,436
Sheriff's Office-Supplies	1,436	-	-	-	-	-	-	203,777	203,777
Tax Office Administration	-	-	-	-	-	-	-	296,725	296,725
Title IV-E	-	-	-	-	-	-	-	3,570	3,570
Truancy Court	-	-	-	-	-	-	-	2,927	2,927
Uncle Sam Juvenile Restitution	-	-	-	-	-	-	-	223	223
Waco Foundation Grant	-	-	-	-	-	-	-	-	-
Committed for:									
Capital Projects	-	-	16,598,373	-	-	34,623,242	-	-	50,921,615
Economic Development	10,093,375	-	-	-	-	-	-	-	10,093,375
Unassigned	43,487,957	-	-	-	-	-	-	(20,879)	43,467,078
Total Fund Balance	\$ 54,608,217	\$ 1,935,030	\$ 16,598,373	\$ 18,674,874	\$ 4,351,507	\$ 34,623,242	\$ 2,526,578	\$ 8,155,181	\$ 141,171,002

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

13. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position and/or balance sheet will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The County has the following items that qualify for reporting in this category.

- Pension/OPEB contributions after measurement date - These contributions are deferred and recognized in the following year.
- Difference in projected and actual earnings on pension assets - This difference is deferred and amortized over a closed five year period.
- Deferred charges on refundings - A deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

In addition to liabilities, the statement of net position and/or balance sheet will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The County has the following items that qualify for reporting in this category.

- Difference in expected and actual pension experience - This difference is deferred and recognized over the estimated average remaining lives of all members determined as of the measurement date.
- Deferred inflows from property taxes - This amount represents property taxes collected for the next year that are recognized as a deferred inflow opposed to recognizing revenue in the current fiscal year.

14. Pensions

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expenses, information about the Fiduciary Net Position of the Texas County and District Retirement System (TCDRS) and additions to/deductions from TCDRS's Fiduciary Net Position have been determined on the same basis as they are reported by TCDRS. For this purpose, plan contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

15. Post-Employment Benefits Other Than Pensions (OPEB)

For purposes of measuring the total OPEB liability, OPEB related deferred outflows and inflows of resources, and OPEB expense, benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Contributions are not required but are measured as payments by the County for benefits due and payable that are not reimbursed by plan assets. Information regarding the County's total OPEB liability is obtained from a report prepared by a consulting actuary, Gabriel Roeder Smith & Company.

16. Prior Period Adjustment

The Governmental Accounting Standards Board (GASB) has issued Statement No. 75, "Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions" which became effective for fiscal year 2018. This statement establishes accounting and financial reporting requirements for state and local government employers that provide their employees with postemployment benefits other than pensions. The

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

implementation of Statement No. 75 resulted in a restatement of the beginning OPEB liability for fiscal year 2018 and a prior period adjustment of \$17,022,803.

II. DETAILED NOTES ON ALL FUNDS

(a) Deposits and Investments

Investments in the local government investment pool TexPool (rated AAAM by S&P) are stated at fair value, which is the same as the value of the pool shares. Investments in the mutual funds and collateralized savings accounts are stated at fair value, which is the same as the value of the fund shares.

Regulatory oversight for the operations of these external investment pools is found in the Public Funds Investment Act of the State of Texas. Required oversight for the pools includes compliance with investment guidelines, annual independent audits and the establishment of oversight committees.

The County categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs such as comparable securities and various relationships between securities in determining value and/or market characteristics such as benchmark yield curves, option adjusted spreads, credit spreads, estimated default rates, coupon-rates, anticipated timing of principal repayments, underlying collateral, and other unique security features in order to estimate the relevant cash flows, which are then discounted to calculate the fair values; and Level 3 inputs are significant unobservable inputs.

I. Interest Rate Risk

In accordance with the County's investment policy, exposure to declines in fair values is managed by limiting the weighted average maturity of its investment portfolio to two years for individual securities and 90 days for investment pools.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

As of September 30, 2018, the County had the following investments:

Investment Type	Maturity Date	Fair Value	Weighted Average Maturity (Days)	Rating
<i>Collateralized Certificates of Deposit:</i>				
BBVA Compass	11/1/2018	10,087,452	32	N/A
BBVA Compass	5/1/2019	757,184	213	N/A
BBVA Compass	10/5/2018	5,059,182	5	N/A
Central National Bank (CD)	10/30/2018	4,190,316	30	N/A
Central National Bank (CD)	10/31/2018	2,040,502	31	N/A
Central National Bank (CD)	11/30/2018	5,227,868	61	N/A
Central National Bank (CD)	4/30/2019	5,207,550	212	N/A
Central National Bank (CD)	10/31/2019	4,099,203	396	N/A
<i>Investment Pools, Money Market Mutual Funds, and Collateralized Savings Accounts:</i>				
BBVA Compass	N/A	3,732,795	N/A	N/A
Texas Class	N/A	10,092,244	N/A	AAAm
TexPool	N/A	5,376,994	N/A	AAAm
TexPool	N/A	9,976,388	N/A	AAAm
TexPool	N/A	14,436,030	N/A	AAAm
TexPool	N/A	15,592,270	N/A	AAAm
TexPool	N/A	2,034,513	N/A	AAAm
<i>US Government Agencies and Treasuries:</i>				
<i>Fair Value Measurement Using Level 1:</i>				
Federal Home Mortgage Corp.	9/29/2022	2,020,312	1460	AA+
<i>Fair Value Measurement Using Level 2:</i>				
Federal Farm Credit Bank	10/19/2020	2,011,355	750	AA+
Federal National Mortgage Association	7/21/2021	2,005,476	1025	AA+
Federal Home Loan Mortgage Corp.	8/25/2021	4,006,457	1060	AA+
Federal Home Loan Banks	9/30/2021	2,016,250	1096	AA+
Federal National Mortgage Association	10/28/2021	2,013,764	1124	AA+
Federal Home Loan Banks	10/24/2022	2,018,736	1485	AA+
Federal Home Loan Banks	8/26/2022	2,004,090	1426	AA+
Federal Home Loan Mortgage Corp.	8/24/2020	4,005,630	694	AA+
Federal Home Loan Mortgage Corp.	10/12/2022	2,020,557	1473	AA+
<i>Portfolio Weighted Average Maturity</i>			252	

2. Credit Risk

According to County policy, all of its cash deposits are required to be in an institution that either has its main office or a branch in Texas, and are guaranteed by the Federal Deposit Insurance Corporation or are secured as

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

principal by obligations described in clauses (1) through (4). Furthermore, the County limits its exposure to credit risk by limiting its investments to (1) obligations of the United States or its agencies; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full credit and good faith of the State of Texas or the United States or their respective agencies; (4) obligations of states, agencies, counties, cities and other political subdivisions of the State of Texas rated as to investment quality by a nationally recognized investment rating firm not less than an A or its equivalent; (5) certificates of deposit meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code) that are issued by or through an institution that either has its main office or a branch in Texas, and are guaranteed by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (4) or in any other manner and amount provided by law for county and district deposits; (6) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligation described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the state of Texas; (7) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by two nationally recognized credit rating agencies; (8) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a weighted average stated maturity of 90 days or less; (9) no-load mutual funds registered with the Securities and Exchange Commission that have a weighted average maturity of less than two years, invest exclusively in obligations described in this policy and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or its equivalent; and (10) government investment pools that invest solely in such obligations, provided that the pools are rated no lower than AAA or AAAM or an equivalent by at least one nationally recognized rating service.

3. Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. The County mitigates these risks by requiring diversification in the investment portfolio in its investment policy. All funds must be sufficiently diversified to eliminate the risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer, or a specific class of securities.

4. Custodial Credit Risk Deposits

In the case of deposits, this is the risk that in the event of a bank failure, the County's deposits may not be returned to it. At September 30, 2018, all cash deposits with financial institutions were insured by a combination of FDIC coverage, FHLB letters of credit, or collateralized securities.

5. Custodial Credit Risk – Investments

For an investment, this is the risk that, in the event of the failure of the counterparty, the County will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. At September 30, 2018, the County has no custodial risk with regard to its investments.

(b) Property Taxes and Other Receivables

Property taxes attach as an enforceable lien on property as of January 1. Taxes are levied prior to September 30, become due on October 1 and are delinquent after January 31. The County bills and collects property taxes for itself and for the following entities: Cities of Bellmead, Beverly Hills, Bruceville-Eddy, Crawford, Gholson, Hallsburg, Hewitt, Lacy-Lakeview, Leroy, Lorena, Mart, McGregor, Moody, Riesel, Robinson, Waco, West, Woodway; McLennan Community College; Independent School Districts of Axtell, Bosqueville, Bruceville-Eddy, China Spring, Connally, Crawford, Gholson, Hallsburg, LaVega, Lorena, Mart, McGregor, Midway, Moody, Riesel, Robinson, Waco, West; Special Districts of Castleman Creek, Elm Creek Watershed, Downtown Public Improvement District, and McLennan and Hill Counties Tehuacana Creek Water Control District #1. The County is the only taxing entity controlled by the Commissioners Court; and the County Tax Assessor/Collector acts only as an intermediary in the collection and distribution of property taxes to the other entities. The County collects and distributes delinquent tax collection fees for law firms.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Collections of the property taxes and subsequent remittances to the proper entities are accounted for in the Tax Assessor/Collector's Agency Fund. Tax collections are recorded as payable to entities at gross amount due before tax collection commission with the exception of McLennan Community College and the Special Districts of Elm Creek Watershed and the McLennan and Hill Counties Tehuacana Creek Water Control District #1 Benefit Tax. Collection commissions are recorded for the County as a receivable from the entities, with the exception of McLennan County's own taxes, whereas the commission is applied to the receivable when received from the entity. Tax collections deposited for the County are distributed on a monthly basis to the General Fund, Permanent Improvement Fund, and Debt Service Fund of the County. Distribution to the funds is based on the tax rate established for each fund by Commissioners Court order for the tax year for which the collections are made.

The County participates in three Tax Increment Finance (TIF) Districts. When a TIF District is created with the approval of all participating governmental taxing entities, the property included in the District has its assessed valuation frozen at the base year value. As projects are developed which increase the assessed valuation of the property, the resulting increases in taxes in years after the base year is returned to the TIF zones which financed the improvements, with taxes on the base year provided to the governmental taxing entities.

The County collects taxes on behalf of a taxing entity having a Special Improvement District (SID), reports delinquencies to the taxing entity, and does not manage the collection of delinquencies for the taxing entity.

Governmental funds report unavailable revenue in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connection with resources that have been received, but not yet earned. Grant receivables are monies not yet received from Grantor Agencies to pay for the current period budgeted expenditures.

The County is authorized by the Constitution of Texas to levy taxes up to \$0.80 per \$100 of assessed valuation for general governmental services and the payment of principal and interest on certain permanent improvement long-term debt. In addition, the County is authorized to levy taxes up to \$0.30 per \$100 of assessed valuation to be used exclusively for the construction and maintenance of farm-to-market roads or flood control.

At the end of the current fiscal year, the various components of property taxes and other receivables reported in the governmental funds were as shown in the table following:

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

<i>Delinquent Property Taxes Receivable:</i>	Taxes	Allowance	Net
General Fund	\$ 2,826,310	\$ (282,631)	\$ 2,543,679
Debt Service Fund	207,599	(20,759)	186,840
Permanent Improvement Fund	41,618	(4,161)	37,457
Other Governmental Funds	40,966	(4,096)	36,870
Total Delinquent Property Taxes Receivable	\$ 3,116,493	\$ (311,647)	\$ 2,804,846
<i>Due from Other Funds:</i>			
General Fund			\$ 115,698
PFC Jail Operating Fund			2,891,852
Total Due from Other Funds			\$ 3,007,550
<i>Due from Other Governments:</i>			
General Fund			\$ 5,470,095
Other Governmental Funds			248,148
Total Due from Other Governments			\$ 5,718,243
<i>Miscellaneous Receivables:</i>			
General Fund			\$ 158,939
Permanent Improvement Fund			54
Venue Project Fund			95,258
Venue Project Debt Service Fund			137,345
Other Governmental Funds			5,010
Total Miscellaneous Receivables			\$ 396,606
Total Receivables			\$ 11,927,245

(c) Capital Assets

Capital assets are recorded at cost or, if donated, at acquisition costs, which is the price that would be paid to acquire an asset with equivalent service potential at the acquisition date. In accordance with GASB 34, depreciation policies were adopted to include useful lives and classification by function. Infrastructure assets are valued in two ways: either actual historical cost where the amount can be determined from existing records or using current cost deflated to the year of construction. Once the historical cost is determined, regardless of how it is determined, the asset is then depreciated over its useful life.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Governmental activities:				
Capital assets, not being depreciated				
Land	\$3,912,018	\$ 634,177	\$ -	\$4,546,195
Construction in progress	1,628,993	2,421,353	(298,599)	3,751,747
Total capital assets, not being depreciated	5,541,011	3,055,530	(298,599)	8,297,942
Capital assets being depreciated:				
Buildings	130,323,198	1,909,269	(162,110)	132,070,357
Improvements, other than buildings	1,496,164	48,925	-	1,545,089
Machinery and equipment	31,435,428	2,772,397	(1,602,169)	32,605,656
Infrastructure	38,444,492	774,709	(92,137)	39,127,064
Total assets being depreciated	201,699,282	5,505,300	(1,856,416)	205,348,166
Less accumulated depreciation for:				
Buildings	(65,515,757)	(4,073,256)	64,598	(69,524,415)
Improvements, other than buildings	(833,173)	(70,032)	-	(903,205)
Machinery and equipment	(22,223,493)	(2,230,372)	1,431,795	(23,022,070)
Infrastructure	(29,572,687)	(640,788)	92,137	(30,121,338)
Total accumulated depreciation	(118,145,110)	(7,014,448)	1,588,530	(123,571,028)
Total capital assets being depreciated, net	83,554,172	(1,509,148)	(267,886)	81,777,138
Governmental activities, net	\$ 89,095,183	\$ 1,546,382	\$ (566,485)	\$ 90,075,080

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Depreciation expense for FY 2018 was charged to functions/programs of the primary government as follows:

Governmental activities:

General Government	\$ 925,908
Judicial	375,265
Public safety	3,248,174
Public transportation	1,582,167
Health	31,195
Welfare	17,309
Culture and recreation	830,579
Conservation	3,851
Total depreciation expense — governmental activities	\$ 7,014,448

(d) Long-Term Liabilities

1. General Obligation Bonds

McLennan County issues general obligation bonds and tax notes to finance major capital projects. The following listing of debt is for general obligation bonds and tax notes outstanding at September 30, 2018; the debt is for governmental activities only:

Description	Interest Rates	Fiscal Year of Issue	Date of Maturity	Bonds Outstanding
Refunding Bonds Series 2011	2.0 – 4.0%	2011	2021	\$ 1,965,000
Refunding Bonds Series 2014	1.5%	2015	2023	3,965,000
Certificates of Obligation Series 2016	2.0 – 3.0%	2016	2036	8,730,000
Certificates of Obligation Series 2017	3.0 – 4.0%	2017	2037	8,590,000
Total General Obligation Debt				\$ 23,250,000

Refunding Bonds Series 2011 totaling \$5,885,000, dated July 11, 2011 were issued to refund general obligation bonds series 2001 issued by the County. These bonds were issued at an effective rate of 2.42%. The proceeds were deposited with an escrow agent for the purpose of redeeming the refunded bonds on July 28, 2011. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the statement of net position.

Refunding Bonds Series 2014 totaling \$8,800,000, dated August 26, 2014 were issued to refund Certificates of Obligation Series 2003 and Refunding Bonds Series 2005 issued by the County. These bonds were issued at an

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

effective rate of 1.5%. The proceeds were deposited with an escrow agent for the purpose of redeeming the refunded bonds on September 3, 2014. As a result, the refunded bonds are considered to be defeased and the liability has been removed from the statement of net position.

Certificates of Obligation Series 2016 totaling \$9,550,000 dated August 1, 2016 were issued to pay, in whole or in part, contractual obligation incurred in connection with (1) acquiring, designing, constructing, renovating, repairing, and improving County roads and bridges (including any utilities relocation) and drainage incidental thereto; (2) acquiring, designing, constructing, renovating, repairing, and improving various existing County facilities and buildings (to include Americans with Disabilities Act improvements and modifications), including County Courthouse, County Records Building, County Annex Building, and Shrine Building; (3) the purchase of materials, supplies, equipment, machinery, landscaping, land, and rights-of-way for authorized needs and purposes relating to the aforementioned capital improvements; and (4) the payment of professional services related to the design, construction, project management, and financing of the aforementioned projects. These serial bonds were issued at an average coupon rate of 2.34%.

Certificates of Obligation Series 2017 totaling \$9,415,000 dated August 1, 2017 were issued to pay, in whole or in part, contractual obligation incurred in connection with (1) acquiring, designing, constructing, renovating, repairing, and improving County roads and bridges (including any utilities relocation) and drainage incidental thereto; (2) acquiring, designing, constructing, renovating, repairing, and improving various existing County facilities and buildings (to include Americans with Disabilities Act improvements and modifications), including County Courthouse, County Records Building, County Annex Building, and Shrine Building; (3) the purchase of materials, supplies, equipment, machinery, landscaping, land, and rights-of-way for authorized needs and purposes relating to the aforementioned capital improvements; and (4) the payment of professional services related to the design, construction, project management, and financing of the aforementioned projects. These serial bonds were issued at an average coupon rate of 3.143%.

2. Contractual Maturities of General Obligation Bonds

The annual debt service for general obligation bonds is as follows:

Fiscal Year Ending September 30,	Total Debt		
	Principal	Interest	Service
2019	3,345,000	632,510	3,977,510
2020	2,635,000	544,735	3,179,735
2021	1,875,000	478,355	2,353,335
2022	1,225,000	419,135	1,644,135
2023	1,255,000	386,210	1,641,210
2024 - 2028	4,275,000	1,485,475	5,760,475
2029 - 2033	4,875,000	879,990	5,754,990
2034 - 2037	3,765,000	236,940	4,001,940
Total	\$ 23,250,000	\$ 5,063,330	\$ 28,313,330

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

3. Revenue Bonds

Project Revenue Refunding Bonds Taxable Series 2014 totaling \$50,045,000, dated November 1, 2014 were issued to refund Revenue Bonds Series 2009 issued by the McLennan County Public Facility Corporation, a blended component unit of the County. The bonds were issued to refund certain outstanding obligations of the issuer issued to finance and refinance the costs of constructing and equipping a multi-classification secure detention center and pay certain costs of issuance relating to the bonds. The Revenue Bonds Series 2009 (the "Bonds") were issued to provide funds to (i) finance a project that consists of the development, design, construction and equipping of an 816 bed secure detention center on land in McLennan County, adjacent to the County's existing detention facility (the land, improvements and its operations are collectively referred to as the "Project"), (ii) to establish a reserve fund for the payment of the Bonds; (iii) to pay interest on the Bonds for a period of approximately 16 months from the date of issuance; (iv) to pay certain operating expenses during construction and for up to one year following completion of construction; and (v) to pay costs of issuing the Series 2009 Bonds. The land on which the detention center is built is subject to a ground lease between the County and the PFC.

In relation to the Project, The County has entered into a lease (the "Lease") with the PFC, wherein the County will lease the new detention center from the PFC. The consideration to be paid by the County to the PFC will be all rental payments received from third party entities that pay the County to house their inmates in the new detention facility.

The Revenue Refunding Bonds Series 2014 are payable from and secured by a pledge of all of the PFC's right, title and interest in the Lease, all project revenues, including the right to receive the rental payments (from the third parties housing their inmates in the detention center), other amounts due under the Lease, amounts deposited in the debt service fund, and all other accounts established under the Indenture.

The County is required under the Lease to pay rental payments which are sufficient in both time and amount, to pay when due, the principal and interest on the Bonds. The County's obligation to pay the rental payments and other additional amounts required pursuant to the Lease, including operation and maintenance costs, is payable solely from the County's project revenues (rentals from third parties) and other available money appropriated annually for such purpose by the Commissioners Court for such purpose. If the County fails to appropriate available money which, together with the County's project revenues, is sufficient for the payment of all such amounts in any fiscal year of the County, the Lease will terminate and the PFC may take possession of the Project.

Venue Project Revenue and Refunding Bonds (Combined Venue Tax), Series 2018A totaling \$35,510,000, dated June 19, 2018 were issued to refund Venue Project Revenue Bonds (Combined Venue Tax), Series 2018. The refunded obligations were originally issued to provide short-term, interim financing to pay certain costs of the Venue Project and are now refunded into long-term financing to take advantage of low costs of borrowing and to restructure the outstanding County debt secured by and payable from pledged revenues. The Venue Project is located at the Heart of Texas fairgrounds in Waco, Texas and will include development, construction, and renovation of new and existing facilities including a multi-purpose arena, adjacent support facilities, and any related infrastructure. The County refunded the Series 2018 bonds in order to reduce the total debt service payments by \$32,135,250 and to obtain an economic gain (difference between the present values of the debt service payments on the old and new debt) of \$1,371,103.

The Venue Project Revenue and Refunding Bonds Series 2018A are payable from and secured by a pledge of the collection of a hotel occupancy tax and a motor vehicle rental tax. These taxes were adopted as an order by the County on June 20, 2017.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Description	Interest Rate	Fiscal Year of Issue	Date of Maturity	Bonds Outstanding
McLennan County Public Facility Corporation Project Revenue Refunding Bonds, Taxable Series 2014	Variable	2014	2035	\$ 41,430,000
Venue Project Revenue and Refunding Bonds (Combined Venue Tax), Series 2018A	Variable	2018	2058	\$ 35,510,000

4. Contractual Maturities of Revenue Bonds

The annual debt service for revenue bonds is as follows:

Fiscal Year Ending September 30,	Principal	Interest	Total Debt Service
2019	2,185,000	3,040,534	5,225,534
2020	2,065,000	3,162,032	5,227,032
2021	2,120,000	3,104,739	5,224,739
2022	2,185,000	3,042,064	5,227,064
2023	2,255,000	2,972,864	5,227,864
2024 – 2028	12,640,000	13,509,687	26,149,687
2029 – 2033	15,545,000	10,592,046	26,137,046
2034 – 2038	12,805,000	6,617,240	19,422,240
2039 – 2043	4,455,000	4,921,688	9,376,688
2044 – 2048	5,575,000	3,802,838	9,377,838
2049 – 2053	6,795,000	2,578,538	9,373,538
2054 - 2058	8,315,000	1,056,825	9,371,825
Total	\$ 76,940,000	\$ 58,401,095	\$ 135,341,095

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

5. Debt Related to Capital Assets

The following table presents the amount of the different types of debt that are related to the County's capital assets:

Type of Debt	Total Debt	Debt Related to Capital Assets
General Obligation Bonds	\$ 23,250,000	\$ 7,892,745
Revenue Bonds	76,940,000	42,188,341
Total	\$ 69,365,000	\$ 50,081,086

6. Changes in Noncurrent Liabilities

Noncurrent liabilities for the year ended September 30, 2018, all of which were from governmental activities, were as follows:

	General Obligation Bonds	Revenue Bonds	Compensated Absences	Net Pension Liability	Other Post Employment Benefits	Total Governmental Activity
PRINCIPAL:						
Beginning balance	\$ 26,285,000	\$ 43,080,000	\$ 2,897,534	\$ 34,730,469	\$ 43,401,111	\$ 150,394,114
Additions	-	67,010,000	3,620,102	-	6,075,297	76,705,399
Reductions	3,035,000	33,150,000	3,312,630	16,475,596	-	55,973,226
Ending Balance	23,250,000	76,940,000	3,205,006	18,254,873	49,476,408	171,126,287
Due within one year	\$ 3,345,000	\$ 2,185,000	\$ 2,564,005	-	-	\$ 8,094,005

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Debt service for general obligation bonds and revenue bonds is provided by the Debt Service Funds and compensated absences and OPEB are liquidated by the same funds in which the respective employees are employed.

(f) Post Employment Benefits Other Than Pension Benefits (OPEB)

1. Plan Description

The County's OPEB provides health benefits to eligible retired employees of the County and is a single employer plan administered by the County. Separately issued financial statements are not available for the plan. No assets are accumulated in a trust that meets the criteria in paragraph 4 of Statement 75. McLennan County Commissioners Court has the authority to establish and amend the benefits of the plan.

2. Plan Participants

Members are eligible for retirement with TCDRS at age 60 with 8 years of service, or at any age with 30 years of service, or when age plus years of service equals 75.

3. Normal Retirement Benefits

Health Care Benefit Eligibility Conditions

With the exception of employees who come to work for the County on or after January 1, 2009, who do not qualify for retiree health care benefits, each full-time employee who separates from the service of McLennan County, and who, at the time of their separation, is eligible for retirement under Texas County and District Retirement System (TCDRS) guidelines, and either (1) has total creditable service with TCDRS and continuous service as a full-time employee of McLennan County of twenty (20) years or more, or (2) has total creditable service with TCDRS and continuous service as an elected official of McLennan County of twelve (12) years or more; and whose full salary has been paid entirely from McLennan County funds or Grant funds received from Federal, State or other Local Governments by McLennan County, for 20 years or more, or (2) for twelve (12) years or more as an elected official, and is covered by the McLennan County group health program at the time of their retirement, will have the same dollar amount contributed towards their group medical premiums by the County that the County contributes towards such premiums for its full-time employees.

Retiree Health Care Benefit

For eligible retirees, premiums for medical coverage shall be paid by the County, at the same dollar amount contributed towards their group medical premiums by the County that the County contributes toward such premiums for its full-time employees. If the retiree qualifies (must have Medicare A & B, and may have to be 65 or older) and such plan is available through the County, the retiree may elect a senior health plan instead of a traditional group health plan. If the retiree elects a senior health plan and the premium amount is less than the premium amount the County contributes for its full-time employees, the County will pay the lower premium. Premiums for spouses and dependents shall be paid by the retiree.

Each full-time employee who separates from the service of McLennan County, and who is eligible for retirement under TCDRS, and who is covered by the McLennan County group health program at the time of such retirement, but does not meet the minimum requirements set forth above, will be permitted to continue their participation in current or future group health or senior health plan programs, provided by McLennan County for its employees and retirees, at their sole expense. Coverage for spouses and dependents who are participants in the County's group health program on the date of the employee's retirement may also be continued. Premiums for spouses and dependents shall also be paid by the retiree.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Early Retirement Benefits

Only members who have the required time of continuous service are eligible for retiree health benefits. There are no "early retirement benefits".

Deferred Retirement Benefits

Eligible members who terminate employment without retiring with TCDRS can continue the same medical coverage in which they were enrolled at termination. If eligible members elect not to continue medical coverage at termination, they are not eligible for retiree health care benefits when they activate their retirement from TCDRS.

Death-in-Service Retirement Benefits

Provided the County is able to secure an agreement with its insurance providers for such coverage and such does not cause an increase in the County's insurance costs which the County, in its sole discretion, finds unacceptable, in the event of the death of a retiree who has retired from service with McLennan County under TCDRS, the spouse and dependents will be allowed, at their own option and expense, to continue their participation in such health insurance plans as may be provided by the County. This eligibility extends only to persons covered by the retiree's insurance at the time of the death of the retiree. This eligibility for any spouse ceases at the end of the month in which the spouse marries.

4. Employees Covered by Benefit Terms

At December 31, 2017, the following employees were covered by the benefit terms:

Inactive Plan Members or Beneficiaries Currently Receiving Benefits	232
Active Plan Members	<u>847</u>
Total Plan Members	1,079

5. Total OPEB Liability

The County's total OPEB liability of \$49,476,408 was measured as of December 31, 2017, and was determined by an actuarial valuation as of that date.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Actuarial assumptions and other inputs

The total OPEB liability in the December 31, 2017 actuarial valuation was determined using the following actuarial assumption and other inputs, applied to all periods included in the measurement, unless otherwise specified:

Inflation	2.50%
Salary Increases	0.50% to 5.00%, not including was inflation of 3.25%
Discount Rate	3.31% as of December 31, 2017 The discount rate changed from 3.81% as of December 31, 2016 to 3.31% as of December 31, 2017
Healthcare Cost Trend Rates	Pre-65: Initial rate of 7.50% declining to an ultimate rate of 4.75% after 13 years; Ultimate trend rate includes a 0.50% adjustment for the excise tax Post-65: Initial rate of 6.50% declining to an ultimate rate of 4.25% after 15 years
Mortality	For healthy retirees, the gender-distinct RP-2014 Healthy Annuitant Mortality Tables are used with male rates multiplied by 130% and female rates multiplied by 110%. Those rates are projected on a fully generational basis based on 110% of the ultimate rates of Scale MP-2014
Demographic Assumptions	Based on the experience study covering the four-year period ending December 31, 2016 as conducted for TCDRS; For the OPEB valuation, the standard TCDRS retirement rates were adjusted to reflect the impact of the County's retiree medical plan design
Participation Rates	95% of future retirees who are eligible for a County subsidy were assumed to receive retiree health care benefits through the County. Alternatively, only 20% of retirees who are not eligible for a subsidy were assumed to elect coverage,

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Changes in the Total OPEB Liability

	Total OPEB Liability
Balances as of 09/30/17	\$ 43,401,111
Service cost	1,136,169
Interest on total OPEB liability	1,661,727
Changes of assumptions	3,986,044
Benefit payments	(708,643)
Net change in total OPEB liability	6,075,297
Balances as of 09/30/18	\$ 49,476,408

Sensitivity of Total OPEB Liability to the Discount Rate Assumption

Regarding the sensitivity of the total OPEB liability to changes in the discount rate, the following presents the plan's total OPEB liability, calculated using a discount rate of 3.31%, as well as what the plan's total OPEB liability would be if it were calculated using a discount rate that is one percent lower or one percent higher.

1% Decrease	Current Discount Rate Assumption	1% Increase
2.31%	3.31%	4.31%
\$58,995,393	\$49,476,408	\$41,934,226

Sensitivity of Total OPEB Liability to the Healthcare Cost Trend Rate Assumption

Regarding the sensitivity of the total OPEB liability to changes in the healthcare cost trend rates, the following presents the plan's total OPEB liability, calculated using the assumed trend rates as well as what the plan's total OPEB liability would be if it were calculated using a trend rate that is one percent lower or one percent higher.

1% Decrease	Current Healthcare Cost Trend Rate Assumption	1% Increase
\$40,996,132	\$49,476,408	\$60,532,235

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

6. Deferred Outflows Related to OPEB

	Deferred Outflows of Resources
Changes in assumptions	\$ 3,506,139
Contributions subsequent to the measurement date	378,918
Total	\$ 3,885,057

6. Deferred Outflows to be Recognized in Future OPEB Expense

Year Ended September 30,	Deferred Outflows
2019	\$ 479,905
2020	479,905
2021	479,905
2022	479,905
2023	479,905
Thereafter	1,106,614
Total	\$ 3,506,139

(g) Inter-fund Receivables, Payable Balances and Transfers

Inter-fund Receivables and Payables Balances

Activity between funds that represent the current portion of lending/borrowing and inter-fund charges for goods and services arrangements outstanding at fiscal year end are referred to as "due to/from other funds." The composition of inter-fund balances as of September 30, 2018, is as follows

Receivable Fund	Payable Fund	Amount
General	Proprietary	\$ 551
General	Nonmajor governmental	115,147
PFC Jail Operating	General	2,863,183
PFC Jail Operating	PFC Debt Service	28,669
Proprietary	General	561,293
Total		\$ 3,568,843

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

Inter-fund Transfers

During the fiscal year ending September 30, 2018, the General Fund transferred \$7,282,156 to the Juvenile Probation Local Fund. The General Fund also transferred \$2,200,000 to the Proprietary Fund for the purpose of supporting the County's self-insured health program. The Local Emergency Planning Committee Grant Program Fund transferred \$207 to the General Fund. (In a prior fiscal year, funds were transferred from the General Fund to the Local Emergency Planning Committee Grant Program Fund for the allocation of interest revenue. There was an excess of funds (\$207) once the grant was closed and this excess was transferred back to the General Fund.) A transfer was made from the PFC Jail Operating Fund to the PFC Debt Service Fund for \$2,591,700 in order to support principal and interest payments.

	Transfers Out			Totals
	General Fund	Other Governmental Funds	PFC Jail Operating Fund	
<u>Transfers In</u>				
General Fund	\$ -	\$ 207	\$ -	\$ 207
PFC Debt Service	-	-	2,591,700	2,591,700
Other Governmental	7,282,156	-	-	7,282,156
Proprietary Fund	2,200,000	-	-	2,200,000
Total Transfers Out	<u>\$ 9,482,156</u>	<u>\$ 207</u>	<u>\$ 2,591,700</u>	<u>\$ 12,074,063</u>

III. OTHER INFORMATION

(a) *Risk Management*

Property and liability risks - The County is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters. In order to mitigate losses from such occurrences, the County has risk management programs, as discussed on the following page.

The County participates in insurance risk pools offered by the Texas Association of Counties to provide general liability, public officials' liability, vehicular liability, district and county clerk errors and omissions, and law enforcement liability. Another Texas Association of Counties risk pool provides adequate property damage insurance for the County's buildings and their contents. Premiums are paid into the pool annually, and are based on the prior year's experience factors.

The County operates a mainframe computer installation on which nearly the entire County's court records are maintained. The data is backed up daily and stored offsite in a fireproof storage area.

Texas statutes require public officials' faithful performance bonds for substantially all elected and appointed officials. In addition, the County carries a blanket employee dishonesty bond in the amount of \$100,000 per occurrence for all County employees. In addition, tax office employees are covered by a \$100,000 comprehensive dishonesty, disappearance and destruction policy.

The County maintains and operates a helicopter. Aircraft liability in the amount of \$1,000,000 is carried through a commercial insurance company.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

The vehicles owned by the County are insured for liability coverage only, with the exception of those vehicles purchased under a capital lease. The County assumes the risk for any property damage to its own vehicles, unless a third party causes the damage, in which case subrogation is pursued with the third party. Full coverage is maintained on the leased vehicles.

Workers' compensation coverage is provided through a risk pool set up by the Texas Association of Counties. Premiums are paid into the pool based on the prior year's experience factor.

Health and medical insurance for employees is offered through the County's self-insured health program to each official and salaried employee. The County pays medical coverage premiums for eligible employees up to the lowest premium amount for the base plan of the County. Other supplemental insurance policies are offered to employees at their option and cost through third-party providers.

Changes in coverage from prior year - There were no decreases in the insurance coverage maintained by the County in 2018 compared to 2017.

Settlements exceeding coverage - No settlements against the County exceeded the related insurance coverage in fiscal year 2018.

(b) Contingent Liabilities

The County has received federal and state grants for specific purposes that are subject to review and audit by the grantor agencies. If any expenditures are determined to be disallowed under terms of the grant, the County would be required to reimburse the grantor agency. A contingent liability was not established because potential reimbursements are considered immaterial.

The County is named as a defendant in various lawsuits related to alleged violations of constitutional and employment rights. In all of these cases, the County is denying the allegations and is vigorously defending against them. County officials estimate that the potential claims against the County will not materially adversely affect the financial position of the County.

(c) Tax Abatements

The County enters into economic development agreements designed to promote development and redevelopment within the County, stimulate commercial activity, and enhance the property tax base and economic vitality of the County. This program reduces the assessed property values as authorized under Chapter 381 of the Texas Local Government Code.

The County has entered into various agreements that reduce property taxes. Agreements for a reduction of taxable values call for a reduction of 5% to 90% for 4 to 10 years. Each developer requires a monetary commitment and a minimum employment requirement. For fiscal year 2018, the County did not rebate any amounts in property taxes.

(d) Related Party Transactions

The general laws of the State of Texas prohibit transactions, with certain exceptions, between the County and its officers or between the County and any entity in which a County officer may have a substantial interest. During the fiscal year ended September 30, 2018, there were no transactions which are known to have violated these prohibitions.

IV. EMPLOYEE RETIREMENT SYSTEM

(a) Plan Description

The County participates in a nontraditional defined benefit pension plan in the statewide Texas County and District Retirement System (TCDRS). The Board of Trustees of TCDRS is responsible for the administration of

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

the statewide agent, multiple-employer, public employee retirement system consisting of nontraditional defined benefit pension plans. TCDRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tcdrs.org. All full and part-time non-temporary employees participate in the plan, regardless of the number of hours they work in a year. Employees in a temporary position are not eligible for membership.

(b) Benefits Provided

TCDRS provides retirement, disability and survivor benefits for all eligible employees. Benefit terms are established by the TCDRS Act. The benefit terms may be amended as of January 1, each year, but must remain in conformity with the Act.

Members can retire at age 60 and above with 8 or more years of service, with 20 years of service regardless of age, or when the sum of their age and years of service equals 75 or more. Members are vested after eight years of service, but must leave their accumulated contributions in the plan to receive any employer-financed benefit. Members who withdraw their personal contributions in a lump sum are not entitled to any amounts contributed by their employer.

Benefit amounts are determined by the sum of the employee's contributions to the plan, with interest, and employer-financed monetary credits. The level of these monetary credits is adopted by the governing body of the employer within the actuarial constraints imposed by the TCDRS Act so that the resulting benefits can be expected to be adequately financed by the employer's commitment to contribute. At retirement, death or disability, the benefit is calculated by converting the sum of the employee's accumulated contributions and the employer-financed monetary credits to a monthly annuity using annuity purchase rates prescribed by the TCDRS Act. Updated annuity purchase rates will go into effect for post-2017 benefit accruals earned after 2017. Benefits accrued before 2018 will not be impacted by this update. This change was reflected in the 2016 actuarial valuation.

1. Employees covered by benefit terms

At the December 31, 2017 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	571
Inactive employees entitled to but not yet receiving benefits	77
Active employees	948
	<hr/>
	1,596

(c) Contributions

The contribution rates for employees in TCDRS are either 4%, 5%, 6%, or 7% of employee gross earnings, as adopted by the employer's governing body. Participating employers are required to contribute at actuarially determined rates to ensure adequate funding for each employer's plan. Under the state law governing TCDRS, the contribution rate for each entity is determined annually by the actuary and approved by the TCDRS Board of Trustees. The replacement life entry age actuarial cost method is used in determining the contribution rate. The actuarially determined rate is the estimated amount necessary to fund benefits in an orderly manner for each participant over his or her career so that sufficient funds are accumulated by the time benefit payments begin, with an additional amount to finance any unfunded accrued liability.

Employees for the County were required to contribute 5% of their annual gross earnings during the fiscal year. The contribution rates for the County were 14.38% and 14.34% in calendar years 2017 and 2018, respectively. The

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

County's contributions to TCDRS for the year ended September 30, 2018, were \$8,856,591, and were equal to the required contributions.

(d) Net Pension Liability

The County's Net Pension Liability (NPL) was measured as of December 31, 2017, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

I. Actuarial Assumptions

Valuation Date:	Actuarially determined contribution rates are calculated each December 31, two years prior to the end of the fiscal year in which contributions are reported.
<u>Methods and assumptions used to determine contribution rates:</u>	
Actuarial Cost Method	Entry Age
Amortization Method	Level percentage of payroll, closed
Remaining Amortization Period	12.4 years (based on contribution rate calculated in 12/31/2017 valuation)
Asset Valuation Method	5-year smoothed market
Inflation	2.75%
Salary Increases	Varies by age and service. 4.9% average over career including inflation.
Investment Rate of Return	8.00%, net of administrative and investment expenses, including inflation
Retirement Age	Members who are eligible for service retirement are assumed to commence receiving benefit payments based on age. The average age at service retirement for recent retirees is 61.
Mortality	130% of the RP-2014 Healthy Annuitant Mortality Table for males and 110% of the RP-2014 Healthy Annuitant Mortality Table for females, both projected with 110% of the MP-2014 Ultimate scale after 2014.
Changes in Assumptions and Methods Reflected in the Schedule	2015: New inflation, mortality, and other assumptions were reflected. 2017: New mortality assumptions were reflected.
Changes in Plan Provisions Reflected in the Schedule of Employer Contributions	2015: No changes in plan provisions were reflected in the Schedule. 2016: No changes in plan provisions were reflected in the Schedule. 2017: New Annuity Purchase Rates were reflected for benefits earned after 2017.

Updated mortality assumptions were adopted in the actuarial valuation of December 31, 2017. All other actuarial assumptions that determined the total pension liability as of December 31, 2017, were based on the results of an actuarial experience study for the period January 1, 2013, through December 31, 2016.

The long-term expected rate of return on pension plan investments is 8.10%. The pension plan's policy in regard to the allocation of invested assets is established and may be amended by the TCDRS Board of Trustees. The application of the investment return assumption was changed for purposes of determining plan liabilities in the 2017 actuarial valuation. All plan liabilities are now valued using an 8.1% discount rate. Previously, some liabilities were valued using a 7.1% discount rate and others were valued using a 9.1% discount rate.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

The long-term expected rate of return on TCDRS is determined by adding expected inflation to expected long-term real returns, and reflecting expected volatility and correlation. The capital market assumptions and information below are based on January 2018 information for a 10 year time horizon. The valuation assumption for long-term expected return is re-assessed at a minimum of every four years, and is set based on a 30-year time horizon; the most recent analysis was performed in 2017. The target allocation and best estimates of geometric real rates return for each major assets class are summarized in the following table:

Asset Class	Benchmark	Target Allocation ⁽¹⁾	Geometric Real Rate of Return (Expected minus Inflation) ⁽²⁾
US Equities	Dow Jones U.S. Total Stock Market Index	11.50%	4.55%
Private Equity	Cambridge Associates Global Private Equity & Venture Capital Index ⁽³⁾	16.00%	7.55%
Global Equities	MSCI World (net) Index	1.50%	4.85%
International Equities - Developed	MSCI World Ex USA (net) Index	11.00%	4.55%
International Equities - Emerging	MSCI Emerging Markets (net) Index	8.00%	5.55%
Investment-Grade Bonds	Bloomberg Barclays U.S. Aggregate Bond Index	3.00%	0.75%
Strategic Credit	FTSE High-Yield Cash-Pay Capped Index	8.00%	4.12%
Direct Lending	S&P/LSTA Leveraged Loan Index	10.00%	8.06%
Distressed Debt	Cambridge Associates Distressed Securities Index ⁽⁴⁾	2.00%	6.30%
REIT Equities	67% FTSE NAREIT Equity REITs Index + 33% S&P Global REIT (net) Index	2.00%	4.05%
Master Limited Partnerships (MLPs)	Alerian MLP Index	3.00%	6.00%
Private Real Estate Partnerships	Cambridge Associates Real Estate Index ⁽⁵⁾	6.00%	6.25%
Hedge Funds	Hedge Fund Research, Inc. (HFRI) Fund of Funds Composite Index	18.00%	4.10%

⁽¹⁾ Target asset allocation adopted at the April 2018 TCDRS Board meeting.

⁽²⁾ Geometric real rates of return equal the expected return minus the assumed inflation rate of 1.95% per Cliffwater's 2018 capital market ass.

⁽³⁾ Includes vintage years 2006-present of Quarter Pooled Horizon IRRs.

⁽⁴⁾ Includes vintage years 2005-present of Quarter Pooled Horizon IRRs.

⁽⁵⁾ Includes vintage years 2007-present of Quarter Pooled Horizon IRRs.

2. Discount Rate

The discount rate used to measure the Total Pension Liability was 8.1%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

3. Changes in the Net Pension Liability

	Increase/(Decrease)		
	Total Pension Liability	Fiduciary Net Position	Net Pension Liability/(Asset)
	(a)	(b)	(a)-(b)
Balances as of December 31, 2016	\$ 250,563,570	\$ 215,833,101	\$ 34,730,469
Changes for the year:			
Service cost	5,498,465	-	5,498,465
Interest on total pension liability (1)	20,150,738	-	20,150,738
Effect of economic/demographic gains or losses	(769,871)	-	(769,871)
Effect of assumptions changes or inputs	793,507	-	793,507
Refund of contributions	(524,497)	(524,497)	-
Benefit payments	(14,339,879)	(14,339,879)	-
Administrative expenses	-	(161,681)	161,681
Member contributions	-	2,302,277	(2,302,277)
Net investment income	-	31,440,716	(31,440,716)
Employer contributions	-	8,621,330	(8,621,330)
Other (2)	-	(54,208)	54,208
Balances as of December 31, 2017	\$ 261,372,032	\$ 243,117,159	\$ 18,254,873

(1) Reflects the change in the liability due to the time value of money. TCDRS does not charge fees or interest.

(2) Relates to allocation of system-wide items.

4. Sensitivity Analysis

The following presents the net pension liability of the County, calculated using the discount rate of 8.1%, as well as what the County's net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower (7.1%) or 1-percentage-point higher (9.1%) than the current rate:

	1% Decrease 7.1%	Discount Rate 8.1%	1% Increase 9.1%
Total pension liability	\$ 293,789,351	\$ 261,372,032	\$ 234,000,227
Fiduciary net position	243,117,159	243,117,159	243,117,159
Net pension liability/(asset)	\$ 50,672,192	\$ 18,254,873	\$ (9,116,932)

5. Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TCDRS financial report. The report may be obtained on the Internet at www.tcdrs.org.

MCLENNAN COUNTY, TEXAS

Notes to the Basic Financial Statements

September 30, 2018

(e) Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2018, the County recognized pension expense of \$8,049,864.

At September 30, 2018, the County reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual economic experience	\$ 609,234	\$ 1,285,460
Changes in actuarial assumptions	1,648,322	-
Difference between projected and actual investment earnings	-	2,755,308
Contributions subsequent to the measurement date	5,228,767	-
Total	<u>\$ 7,486,323</u>	<u>\$ 4,040,768</u>

\$5,228,767 reported as deferred outflows of resources related to pension resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability for the year ending September 30, 2019. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expenses as follows:

Year Ended September 30,	
2019	\$ 1,804,464
2020	1,584,528
2021	(2,352,271)
2022	(2,819,933)

REQUIRED SUPPLEMENTARY
INFORMATION

MCLENNAN COUNTY, TEXAS

Required Supplementary Information

Schedule of Revenues, Expenditures and Changes
in Fund Balance - Budget (GAAP Basis) and Actual

General Fund

For the Year Ended September 30, 2018

	Budget		Actual	Variance with Final Budget Over (Under)
	Original	Final		
Revenues:				
Taxes	\$ 86,998,494	\$ 86,998,494	\$ 89,580,791	\$ 2,582,297
Licenses and Permits	3,000	3,000	3,500	500
Intergovernmental	1,858,000	2,503,624	2,802,493	298,869
Charges for Services	10,309,500	10,309,500	11,173,705	864,205
Fines and Forfeits	625,000	625,000	865,938	240,938
Investment Earnings	300,000	300,000	996,827	696,827
Miscellaneous	870,062	945,457	1,481,738	536,281
Total Revenues	<u>100,964,056</u>	<u>101,685,075</u>	<u>106,904,992</u>	<u>5,219,917</u>
Expenditures:				
Current:				
General Government	28,643,891	27,990,208	26,120,815	(1,869,393)
Judicial	7,082,139	7,153,956	6,599,263	(554,693)
Public Safety	34,263,019	34,717,187	34,365,291	(351,896)
Public Transportation	12,282,964	12,433,963	10,848,113	(1,585,850)
Health	7,630,615	8,287,687	8,197,446	(90,241)
Welfare	6,798,179	6,968,095	6,865,115	(102,980)
Culture-Recreation	6,001	26,675	15,557	(11,118)
Conservation	267,436	269,291	227,738	(41,553)
Economic Development and Assistance	11,990,877	11,991,453	2,199,826	(9,791,627)
Debt Service:				
Principal	1	1	-	(1)
Interest and Fiscal Charges	1	1	-	(1)
Total Expenditures	<u>108,965,123</u>	<u>109,838,517</u>	<u>95,439,164</u>	<u>(14,399,353)</u>
Excess (Deficiency) of Revenue over Expenditures	<u>(8,001,067)</u>	<u>(8,153,442)</u>	<u>11,465,828</u>	<u>19,619,270</u>
Other Financing Sources (Uses):				
Transfers In	-	-	207	207
Transfers Out	(9,482,156)	(9,482,156)	(9,482,156)	-
Sale of Capital Assets	-	-	204,951	204,951
Total Other Financing Sources	<u>(9,482,156)</u>	<u>(9,482,156)</u>	<u>(9,276,998)</u>	<u>205,158</u>
Net Change in Fund Balance	<u>(17,483,223)</u>	<u>(17,635,598)</u>	<u>2,188,830</u>	<u>19,824,428</u>
Fund Balance at Beginning of Year	<u>50,330,875</u>	<u>50,330,875</u>	<u>52,419,387</u>	<u>2,088,512</u>
Fund Balance at End of Year	<u>\$ 32,847,652</u>	<u>\$ 32,695,277</u>	<u>\$ 54,608,217</u>	<u>\$ 21,912,940</u>

MCLENNAN COUNTY, TEXAS

Required Supplementary Information

Schedule of Changes in Net Pension Liability and Related Ratios

For the Year Ended September 30, 2018

	Measurement Date December 31,			
	2017	2016	2015	2014
Total Pension Liability				
Service cost	\$ 5,498,465	\$ 5,669,584	\$ 5,577,869	\$ 5,604,082
Interest (on the total pension liability)	20,150,738	18,998,266	18,128,693	17,307,696
Effect of plan changes	-	-	(796,156)	-
Effect of economic/demographic (gains) or losses	(769,871)	1,015,390	(892,731)	(1,562,356)
Effect of assumption changes or inputs	793,507	-	2,533,791	-
Refund of Contributions	(524,497)	-	-	-
Benefit payments, including refunds of employee contributions	(14,339,880)	(13,510,086)	(12,527,184)	(11,596,355)
Net change in total pension liability	10,808,462	12,173,154	12,024,282	9,753,067
Total pension liability - beginning	250,563,570	238,390,416	226,366,134	216,613,067
Total pension liability - ending (a)	\$ 261,372,032	\$ 250,563,570	\$ 238,390,416	\$ 226,366,134
Plan Fiduciary Net Position				
Contributions - employer	\$ 8,621,330	\$ 8,823,920	\$ 7,740,449	\$ 5,530,345
Contributions - Employee	2,302,277	2,084,443	2,009,966	1,970,906
Net investment income	31,440,716	15,053,289	(1,201,653)	13,403,170
Benefit payments, including refunds of employee contributions	(14,864,376)	(13,510,086)	(12,527,183)	(11,596,355)
Administrative expense	(161,681)	(163,507)	(147,697)	(156,366)
Other	(54,208)	27,274	228,513	(443,544)
Net change in plan fiduciary net position	27,284,058	12,315,333	(3,897,605)	8,708,156
Plan fiduciary net position - beginning	215,833,101	203,517,768	207,415,373	198,707,217
Plan fiduciary net position - ending (b)	\$ 243,117,159	\$ 215,833,101	\$ 203,517,768	\$ 207,415,373
Net Pension Liability - Ending (a)-(b)	\$ 18,254,873	\$ 34,730,469	\$ 34,872,648	\$ 18,950,761
Plan Fiduciary Net Position as a Percentage of Total Pension Liability	93.02%	86.14%	85.37%	91.63%
Covered Payroll	\$ 46,045,545	\$ 41,688,859	\$ 40,199,327	\$ 39,418,124
Net Pension Liability as a Percentage of Covered Employee Payroll	39.65%	83.31%	86.75%	48.08%

This schedule is intended to show information for ten years. Additional years' information will be displayed as it becomes available.

MCLENNAN COUNTY, TEXAS

Required Supplementary Information

Schedule of Pension Contributions

For the Year Ended September 30, 2018

<u>Fiscal Year Ended September 30</u>	<u>Actuarially Determined Contribution</u>	<u>Actual Employer Contribution</u>	<u>Contribution Deficiency (Excess)</u>	<u>Pensionable Covered Payroll</u>	<u>Actual Contribution as % of Covered Payroll</u>
2014	5,699,546	5,699,546	-	39,049,454	14.6%
2015	5,749,993	5,749,993	-	40,442,780	14.2%
2016	5,851,517	7,811,502	(1,959,985)	41,381,550	18.9%
2017	6,410,950	9,410,950	(3,000,000)	44,871,683	21.0%
2018	8,856,591	6,856,591	(2,000,000)	47,783,347	14.3%

This schedule is intended to show information for ten years. Additional years' information will be displayed as it becomes available.

MCLENNAN COUNTY, TEXAS

Required Supplementary Information

Notes to Schedule of Contributions

For the Year Ended September 30, 2018

Valuation Date Actuarially determined contribution rates are calculated each December 31, two years prior to the end of the fiscal year in which contributions are reported.

Methods and assumptions used to determine contribution rates:

Actuarial Cost Method	Entry age
Amortization Method	Level percentage of payroll, closed
Remaining Amortization Period	12.4 years (based on contribution rate calculated in 12-31-2017 valuation)
Asset Valuation Method	5-year smoothed market
Inflation	2.75%
Salary Increases	Varies by age and service. 4.9% average over career including inflation.
Investment Rate of Return	8.00%, net of investment expenses, including inflation
Retirement Age	Members who are eligible for service retirement are assumed to commence receiving benefit payments based on age. The average age at service retirement for recent retirees is 61.
Mortality	130% of the RP-2014 Healthy Annuitant Mortality Table for males and 110% of the RP-2014 Healthy Annuitant Mortality Table for females, both projected with 110% of the MP-2014 Ultimate scale after 2014.
Changes in Plan Provisions Reflected in the Schedule of Employer Contributions	2015: No changes in plan provisions. 2016: No changes in plan provisions. 2017: New annuity purchase rates were reflected for benefits earned after 2017.

MCLENNAN COUNTY, TEXAS

Required Supplementary Information

Schedule of Changes in Total OPEB Liability and Related Ratios

For the Year Ended September 30, 2018

	<u>2018</u>
Total OPEB Liability	
Service cost	\$ 1,136,169
Interest on the total OPEB liability	1,661,727
Changes of assumptions	3,986,044
Benefit payments	<u>(708,643)</u>
Net change in total OPEB liability	6,075,297
Total OPEB liability - beginning	<u>43,401,111</u>
Total OPEB liability - ending	<u>\$ 49,476,408</u>
Covered Employee Payroll	\$ 38,505,471
Total OPEB Liability as a percentage of covered-employee payroll	128.49%

Changes of assumptions reflect a change in the discount rate from 3.81% as of December 31, 2016 to 3.31% as of December 31, 2017.

This schedule is intended to show information for ten years. Additional years' information will be displayed as it becomes available.

MCLENNAN COUNTY, TEXAS

Notes to the Required Supplementary Information

September 30, 2018

Stewardship, Compliance and Accountability

Budgetary Information

Annual budgets are adopted on a basis consistent with generally accepted accounting principles for all governmental funds except the following Special Revenue and Capital Projects Funds: Adult Probation, Alcohol and Drug Abuse Prevention and Treatment, Bulletproof Vest Partnership Program, Chapter 19, Constable Forfeited Assets, Contract Elections, District Attorney Apportionment, District Attorney Forfeited Assets, District Attorney Hot Check, Homeland Security Grant, Human Trafficking Coalition Grant, Jail Commissary, Justice Assistance Grant, Juvenile Probation Local, Juvenile Probation State Grants, Juvenile Purchase of Services, Law Enforcement Officers Standards and Education, Local Emergency Planning Committee Grant Program, Local Provider Participation, Natural Resources Conservation Service Grant, PFC Jail Operating Fund, PFC Debt Service, Sheriff Forfeited Assets, Statewide Automated Victim Notification System, Tax Office Administration, Title IV-E, Unclaimed Juvenile Restitution, Victim Coordinator and Liaison Grant, Waco Foundation Grant, and WaterSMART Drought Contingency Planning Funds. In some instances, the Special Revenue Funds listed in the previous sentence may have budgets required by the grantor agency. Since Commissioners Court is not required to adopt a budget for these funds, there are no budgetary comparison schedules presented. All annual appropriations lapse at fiscal year-end.

Annually all departments of the County submit requests for appropriations to the County Auditor, who serves as the Budget Officer. The County Auditor reviews the requests, prepares the revenue estimates, and makes his recommendations to the Commissioners Court. Through budget workshops a proposed budget is created, which must be voted on by Commissioners Court and filed with the County Clerk. Within ten calendar days after the preliminary budget is filed, the Commissioners Court holds public hearings and publishes notices based on the timetable required by state statute. Before September 30, the budget and tax rate are adopted with tax notices mailed on or after October 1.

The appropriated budget is adopted annually by fund, activity, department, and account line item. For management purposes the elected official or department head may request approval from the Commissioners Court to move appropriations between category line items.

The County uses two levels to manage capital expenditures. As a rule, all assets under \$5,000 are recorded as expenditures in the supplies line item. Some of these assets are brought over to the capital asset system for tracking insurance purposes, but are not depreciated. All capital purchases over \$5,000 are individually identified and brought over to the capital asset system for depreciation and inclusion in capital assets under GASB 34 and their expenditure is charged to the 'capital outlay' line items within the budget.

Encumbrance accounting is utilized by governmental entities. Encumbrances do not constitute expenditures or liabilities because the commitments will be re-appropriated and purchase orders reissued during the subsequent year. Encumbrance accounting is utilized to the extent necessary to assure effective budgetary control and accountability and to facilitate effective cash planning and control. While all appropriations and encumbrances lapse at year end, valid outstanding encumbrances are re-appropriated and become part of the subsequent year's budget.



Financial Advisory Services
Provided By:

