

OFFICIAL STATEMENT

DATED AUGUST 15, 2019

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

THE BONDS HAVE BEEN DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS.

NEW ISSUE—BOOK ENTRY ONLY

\$3,000,000
VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
(A political subdivision of the State of Texas located within Hunt County, Texas)
UNLIMITED TAX ROAD BONDS, SERIES 2019

Rating:
S&P: "AA/Stable" AGM Insured
(see "BOND INSURANCE"
herein)

The bonds described above (the "Bonds") are obligations solely of Verandah Municipal Utility District of Hunt County (the "District") and are not obligations of the State of Texas; Hunt County; the City of Roysse City, or any entity other than the District.

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable from the proceeds of annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property within the District. THE BONDS ARE SUBJECT TO SPECIAL RISK FACTORS DESCRIBED HEREIN. See "RISK FACTORS."

Dated Date: August 15, 2019

Due: September 1, as shown below

Principal of the Bonds is payable at maturity or earlier redemption at the principal payment office of the paying agent/registrar, initially Wells Fargo Bank, National Association, Minneapolis, Minnesota (the "Paying Agent/Registrar"), upon surrender of the Bonds for payment. Interest on the Bonds is payable on each March 1 and September 1, commencing March 1, 2020, until maturity or prior redemption. Interest on the Bonds accrues from August 15, 2019, and will be payable on the basis of a 360-day year of twelve 30-day months. The Bonds will be issued only in fully registered form in denominations of \$5,000 each or integral multiples thereof. The Bonds are subject to redemption prior to their maturity as shown below.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Registered Owners (as defined herein) of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such Registered Owners. So long as Cede & Co. is the Registered Owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent/Registrar directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the Registered Owners of the Bonds as described herein. See "THE BONDS--Book-Entry-Only System".

MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS, AND CUSIP NUMBERS

CUSIP Prefix: 92336L (a)

Table with 10 columns: Maturity Amount, Maturity (September 1), Interest Rate, Initial Yield (c), CUSIP Suffix (a), Maturity Amount, Maturity (September 1), Interest Rate, Initial Yield (c), CUSIP Suffix (a). Rows include bond amounts from \$95,000 to \$120,000 with various maturity dates and interest rates.

\$315,000 2.625% Term Bonds due September 1, 2040 (b) at a Price of 97.238% to Yield 2.800% (c) - CUSIP No. (a) FH3
\$345,000 2.750% Term Bonds due September 1, 2042 (b) at a Price of 98.322% to Yield 2.850% (c) - CUSIP No. (a) FK6
\$375,000 2.750% Term Bonds due September 1, 2044 (b) at a Price of 97.347% to Yield 2.900% (c) - CUSIP No. (a) FM2

- (a) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of the American Bankers Association and are included solely for the convenience of the purchasers of the Bonds.
(b) Bonds maturing on and after September 1, 2030 are subject to redemption prior to maturity at the option of the District, in whole or in part, on September 1, 2029, and on any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption.
(c) Initial reoffering yield represents the initial offering yield to the public which has been established by the Initial Purchaser (as defined herein) for offers to the public and which may be subsequently changed by the Initial Purchaser and is the sole responsibility of the Initial Purchaser.

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by ASSURED GUARANTY MUNICIPAL CORP. ("AGM").



The Bonds are offered subject to prior sale, when, as and if issued by the District subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the legal opinion of Winstead PC, Dallas, Texas, Bond Counsel. See "LEGAL MATTERS." Delivery of the Bonds is expected through DTC on or about September 12, 2019.

SAMCO CAPITAL MARKETS

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USE OF INFORMATION IN OFFICIAL STATEMENT

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

This Official Statement is not to be used in an offer to sell or the solicitation of an offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, and engineering and other related reports set forth in this Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Winstead PC, 2728 N. Harwood Street, Suite 500, Dallas, Texas, 75201, for further information.

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

SALE AND DISTRIBUTION OF THE BONDS

AWARD OF THE BONDS

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net effective interest rate, which bid was tendered by SAMCO Capital Markets (the "Initial Purchaser" or "Underwriter") bearing the interest rates shown on the cover page hereof, at a price of 97.012095% of the principal amount thereof plus accrued interest to the date of delivery, which resulted in a net effective interest rate of 2.752679% as calculated pursuant to the Notice of Sale and Bidding Instructions.

PRICES AND MARKETABILITY

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Underwriter on or before the date of delivery of the Bonds stating the prices at which a substantial amount of the Bonds of each maturity has been sold to the public. Otherwise, the District has no understanding with the Underwriter regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Underwriter.

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

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

SECURITIES LAWS

No registration statement relating to the offer and sale of the Bonds has been filed with the United States Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any other jurisdiction in which the Bonds may be offered, sold, or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds will not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

MUNICIPAL BOND INSURANCE

Assured Guaranty Municipal Corp. ("AGM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility

for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading “BOND INSURANCE” and “APPENDIX C - Specimen Municipal Bond Insurance Policy”.

MUNICIPAL BOND RATING

It is expected that S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), will assign its municipal bond rating of “AA” (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy insuring the timely payment of the principal of and interest on the Bonds will be issued by AGM. The rating reflects only the view of S&P and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised or withdrawn entirely by S&P if, in its judgment, circumstances so warrant. Any such revision or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

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OFFICIAL STATEMENT SUMMARY

The following is a brief summary of certain information contained herein which is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement. **THE SUMMARY MUST NOT BE DETACHED AND MUST BE USED IN CONJUNCTION WITH MORE COMPLETE INFORMATION CONTAINED HEREIN. A FULL REVIEW MUST BE MADE OF THE ENTIRE OFFICIAL STATEMENT AND OF THE DOCUMENTS SUMMARIZED OR DESCRIBED THEREIN.**

THE DISTRICT

Risk Factors The purchase and ownership of the Bonds described herein are subject to special risk factors and all prospective purchasers are urged to examine carefully the entire Official Statement with respect to the investment security of the Bonds, including particularly the section captioned "RISK FACTORS."

Description Verandah Municipal Utility District of Hunt County (the "District") was created by order of the Hunt County Commissioners Court, effective April 23, 2003, as a fresh water supply district in accordance with the Texas Water Code, Chapter 53. Pursuant to H.B. No. 1141 passed by the 79th Texas Legislative and effective June 17, 2005 (Chapter 8110, Special District Local Laws Code), the District was converted to a municipal utility district with road powers. The District operates in accordance with Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code and is subject to the continuing supervision of the Texas Commission on Environmental Quality. It contains approximately 951 acres of land, all of which are within the exclusive extraterritorial jurisdiction of the City of Royse City, and is located wholly within Hunt County, Texas and wholly within the boundaries of Royse City Independent School District.

The Development "Verandah" is a master planned community designed to be marketed to entry level homebuyers. The Verandah Community contains amenities to attract family and senior residents. The Verandah Community is located on Interstate 30 at FM 2642 in Hunt County. Verandah is located approximately 34 miles from downtown Dallas and approximately 23 miles from the intersection of Interstate 30 and LBJ Freeway in Dallas connecting employment centers, shopping and destination living.

Status of Development Phases 1A/1B/1C/1D/1E/2A/2B/2C are completed, consisting of approximately 157.660 acres. The development project includes 104-60 foot lot widths, 228-50 foot widths, 109-40 foot widths rear entries, 91-40 foot front entries, and 17 Lots for Model Park Sections. The total completed lot count is currently is 549 lots. 549 lots have been developed and 539 homes are completed. Homebuilders include Lennar, Holiday, DR Horton and Megatel Homes. There are currently 256-50 foot width lots under construction, but substantially complete according to the Developer, (69 acres), known as Phase 3B, as of June 2019. Further, there are 232-50 foot width lots under construction (49.58 acres) known as Phase 5B & 5C, as of June 2019.

In addition to the foregoing development, there are approximately 635 developable acres upon which development has not yet commenced. It is currently anticipated that such acreage will be developed into 2,675 residential lots; however, no representation is made as to when, if ever, such development will occur. In addition to the developable land, there is approximately 40 acres of land which is not developable, most of which is located within the floodplain.

Infrastructure Financing The District contains the majority of the land comprising a master planned community known as Verandah. All of the roads that lie within the District's boundaries have been or will be acquired and paid for by the District with proceeds of the Outstanding Bonds (hereinafter defined) the Bonds, and additional road bonds. The specific road improvements that have been and will be acquired by the District consist of internal streets and functionally related improvements serving the Verandah Community and the District. The District has issued its \$3,375,000 Unlimited Tax Utility Bonds, Series 2018 for utility purposes to-date.

Outstanding Bonds The District has \$2,805,000 in Unlimited Tax Road Bonds, Series 2013, \$1,420,000 Unlimited Tax Road Bonds, Series 2015, \$3,010,000 Unlimited Tax Road Refunding Bonds, Series 2017 and \$3,375,000 Unlimited Tax Utility Bonds, Series 2018 currently outstanding (the "Outstanding Bonds").

Future Debt The Developer (hereinafter defined) has advanced certain funds on behalf of the District for administration and operating costs and for the construction of utility facilities and road improvements. The Developer has expended approximately \$8,650,028 for utility facilities, for which approximately \$6,350,416 has not been reimbursed. After this bond issue, approximately \$1,391,566 will remain to be reimbursed to the Developer for roadway improvements. The Developer may expend further funds for construction of infrastructure to serve the property within the District.

The District intends to issue additional bonds as soon as feasible and from time to time in the future in order to reimburse the Developer for operating costs, road improvements and utility improvements.

Developer..... One Verandah, L.P., a Texas Limited Partnership, is the primary developer of land within the District (the “Developer”). The general partner of the Developer is Centamtar, LLC, a Texas limited liability corporation. Centamtar LLC has a single member which is CTMGT, LLC, a Texas limited liability corporation. CTMGT Verandah, LLC a subsidiary of CTMGT, LLC is the developer of Phases 2A/2B. CTMGT, LLC is managed in the Centurion American Development Group family, whose founder and president is Mehrdad Moayedi. Centurion American Development Group is in the business of acquiring and improving land for the development of residential housing communities.

CTMGT Verandah 138, LLC, also a subsidiary of CTMGT, LLC, owns approximately 138 acres held for future development of 546 lots, while 165 Howe, LLC, and Centurion Acquisitions LP, both related parties, owns approximately 187.70 acres, held for future development of approximately 754 lots.

MM Verandah, LLC and MM H-Verandah, LLC, subsidiaries of MMM Ventures, LLC and 2M Holdings, LP, own approximately 20 acres and 89 acres, respectively. Currently, between these two entities, approximately 251 lots are under development as part of Phase 3B. MMM Ventures, LLC and 2M Holdings, LP are also managed by the Centurion American Development Group family.

CTMGT Verandah 5, LLC, a subsidiary of CTMGT, LLC, owns approximately 118 acres and is currently developing 230 lots on 49.58 acres known as Phase 5B/C. Phase 5B consists of 119-50 foot width lots and Phase 5C consists of 111-50 foot width lots. The remaining 68.42 acres are held for future development of approximately 304 lots.

In addition, 206 McKinney, LLC, an entity owned by DR Horton (“DRH”), and unrelated to the Developer, has developed Phase 2C, consisting of 55 lots. DR Horton – Texas LTD also owns approximately 87.16 acres that was annexed into the District in February of 2019, which is held for future development of approximately 400 lots.

Development Financing.....An Acquisition and Development Loan was secured by a deed of trust from Wachovia Bank (transferred to Wells Fargo Bank, N.A.) by the Developer in 2004 in the amount of \$18,000,000. The loan was fully funded to acquire the real property and develop the 384 lots contained in Phases 1A/B/C/D/E. In addition to proceeds of the Acquisition and Development loan, \$9,000,000 of cash equity has been invested by the Developer in the project since inception. The Wells Fargo Bank N.A. loan was paid off with proceeds of a loan from United Development Funding. The loan balance on the loan, held by United Development Funding is currently \$25,479,617.

In addition, as of July 1, 2019, MM Verandah, LLC has a loan balance of \$701,686 First Continental Investment Co., Ltd, while MM H-Verandah, LLC has a loan balance of \$3,054,256 with First Continental Investment Co., Ltd.

Further, as of July 1, 2019 CTMGT Verandah 5, LLC, has a loan balance of \$1,016 and \$1,003,819 in escrow held by FC-IV Financial, LLC.

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THE BONDS

- The Issue** \$3,000,000 Verandah Municipal Utility District of Hunt County Unlimited Tax Road Bonds, Series 2019 (the "Bonds"), dated August 15, 2019. The Bonds mature on September 1 in each of the years and in the respective principal amounts shown on the cover page hereof. The Bonds bear interest from August 15, 2019, at the rates shown on the cover hereof, payable on each March 1 and September 1, commencing March 1, 2020. The Bonds will be issued in fully registered form only, in denominations of \$5,000 or any integral multiple thereof. See "THE BONDS."
- Authority for Issuance** The Bonds are issued pursuant to an order (the "Bond Order") adopted on August 15, 2019 by the Board of Directors of the District (the "Board"), the Texas Constitution and the general laws of the State of Texas, the special legislation granting road powers to the District, and an election held within the boundaries of the District. See "THE BONDS-Authority for Issuance." At elections held within the District on May 10, 2008, voters authorized a total of \$136,235,000 of unlimited tax bonds, consisting of \$71,675,000 for road purposes (the "Road Bonds") and \$64,560,000 for water, sewer, and drainage purposes (the "Utility Bonds"). After the issuance of the Bonds, the District will have \$60,675,000 in Road Bonds and \$61,185,000 in Utility Bonds authorized but unissued. Voters in the District have also authorized \$107,510,000 in bonds for the purpose of refunding Road Bonds (the "Road Refunding Bonds") and \$96,840,000 in bonds for the purpose of refunding Utility Bonds (the "Utility Refunding Bonds"). The District has \$107,240,000 in Road Refunding Bonds and \$96,840,000 in Utility Refunding Bonds authorized but unissued. See "THE BONDS-Issuance of Additional Debt."
- Source of Payment** The Bonds are payable from an ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. See "THE BONDS--Source of Payment."
- Use of Proceeds** Proceeds from the sale of the Bonds will be used for construction and engineering costs relating to roads and functionally related improvements. Bond proceeds will also be used pay certain costs related to the issuance of the Bonds. See "THE BONDS – Purpose" and "PLAN OF FINANCING – Sources and Uses of Bond Proceeds."
- Redemption** The District reserves the right, at its option, to redeem Bonds having stated maturities on and after September 1, 2030, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on September 1, 2029, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date of redemption. See "THE BONDS – Redemption Provisions."
- Payment Record** The District has never defaulted in the timely payment of debt service on the Outstanding Bonds.
- Municipal Bond Rating** The Bonds are rated "AA" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") by virtue of a municipal bond insurance policy to be issued by AGM upon delivery of the Bonds to the Initial Purchaser. No application for an underlying rating on the Bonds has been made. (See "BOND INSURANCE").
- Municipal Bond Insurance** The Bonds are additionally secured by a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by AGM (see "BOND INSURANCE"). The purchase of such insurance and the payment of all associated costs will be at the expense of the Initial Purchaser.
- Bond Counsel** Winstead PC, Dallas, Texas
- General Counsel** Winstead PC, Dallas, Texas
- Disclosure Counsel** McCall Parkhurst & Horton L.L.P., Dallas, Texas
- Financial Advisor** Hilltop Securities Inc., Dallas, Texas
- Engineer** Pettitt and Associates, LLC, Richardson, Texas
- Risk Factors** THE DISTRICT'S TAX IS LEVIED ONLY ON THE PROPERTY LOCATED WITHIN THE DISTRICT. THEREFORE, THE INVESTMENT SECURITY AND QUALITY OF THE BONDS IS DEPENDENT UPON THE SUCCESSFUL DEVELOPMENT OF PROPERTY AND CONTINUED CONSTRUCTION OF TAXABLE IMPROVEMENTS LOCATED WITHIN THE DISTRICT AND THE PAYMENT AND COLLECTION OF TAXES LEVIED THEREON. THE PURCHASE AND OWNERSHIP OF THE BONDS DESCRIBED HEREIN ARE SUBJECT TO SPECIAL RISK FACTORS AND ALL PROSPECTIVE PURCHASERS ARE URGED TO EXAMINE CAREFULLY THE ENTIRE OFFICIAL STATEMENT WITH RESPECT TO THE INVESTMENT SECURITY OF THE BONDS, INCLUDING PARTICULARLY THE SECTION CAPTIONED "RISK FACTORS."

SELECTED FINANCIAL INFORMATION (UNAUDITED)

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|--|-------------------------------|
| 2019 Certified Net Taxable Assessed Valuation | \$ 127,342,754 ⁽¹⁾ |
| Outstanding Bonds (road and utility bonds combined) | \$ 10,610,000 |
| The Bonds | 3,000,000 |
| Total Direct Debt | <u>\$ 13,610,000</u> |
| Estimated Overlapping Debt | \$ 8,933,216 ⁽²⁾ |
| Total Direct Debt and Estimated Overlapping Debt | \$ 22,543,216 |
| Ratio of Direct Debt to: | |
| 2019 Certified Net Taxable Assessed Valuation | 10.69% |
| Ratio of Direct Debt and Estimated Overlapping Debt to: | |
| 2019 Certified Net Taxable Assessed Valuation | 17.70% |
| Combined Average Annual Debt Service Requirement (2020-2044) | \$ 784,488 ⁽³⁾ |
| Combined Maximum Annual Debt Service Requirement (2040) | \$ 920,113 ⁽³⁾ |
| Tax Rate Required to Pay Combined Average Annual Debt Service (2020-2044) at a 97% Collection Rate Based upon 2019 Certified Net Taxable Assessed Valuation | \$ 0.6351 ⁽³⁾ |
| Tax Rate Required to Pay Combined Maximum Annual Debt Service (2040) at a 97% Collection Rate Based upon 2019 Certified Net Taxable Assessed Valuation | \$ 0.7449 ⁽³⁾ |
| General Fund Balance as of 8/14/2019 | \$ 301,682 |
| Capital Projects Fund Balance as of 8/14/2019 | \$ 695,932 |
| Road Debt Service Fund Balance as of 8/14/2019 | \$ 570,069 ⁽⁴⁾ |
| Utility Debt Service Fund Balance as of 8/14/2019 | \$ 299,453 ⁽⁴⁾ |
| 2018 District Tax Rate (per \$100 Assessed Valuation) ⁽⁵⁾ | |
| Road Debt Service | \$ 0.4004 |
| Utility Debt Service | 0.1915 |
| Maintenance and Operations | 0.2581 |
| Total Tax Rate | <u>\$ 0.8500</u> |
| Status of Estimated Home Construction as of June 2019 ⁽⁶⁾ | |
| Single Family Homes Completed and Occupied | 531 |
| Single Family Homes Completed and Unoccupied | 1 |
| Single Family Homes Under Construction | 0 |
| Total | <u>532</u> |

(1) As certified by Hunt County Appraisal District on July 10, 2019. See "TAXING PROCEDURES."

(2) See "DEBT AND FINANCIAL INFORMATION - Estimated Overlapping Debt."

(3) Preliminary, subject to change.

(4) Any funds in the Utility Bonds Debt Service Fund are pledged only to pay the debt service on the outstanding utility bonds and any additional utility bonds and are not pledged to pay debt service on the Bonds. Likewise, any funds in the Road Bonds Debt Service Fund are pledged only to pay the debt service on the Bonds, the outstanding road bonds and any additional road bonds. Neither Texas law nor the orders authorizing the issuance of the outstanding bonds require the District to maintain any minimum balance in the Road Debt Service Fund and the Utility Debt Service Fund. Net of upcoming \$383,104 outstanding road bonds debt service payments and \$128,600 outstanding utility bonds debt service payments due on September 1, 2019.

(5) See "TAX DATA." The tax rate consists of a maintenance and operations tax rate of \$0.2581, a debt service tax rate of \$0.4004 to make debt service payments on the Bonds, the outstanding road bonds and any additional road bonds issued in the future and a debt service tax rate of \$0.1915 to make debt service payments on the outstanding utility bonds and any additional utility bonds issued in the future. The District has established a separate road bonds debt service fund and a separate utility bonds debt service fund. Taxes collected and deposited to the Road Bonds Debt Service fund cannot be used to pay debt service on the outstanding utility bonds or any future utility bonds. Likewise, taxes collected and deposited to the Utility Bonds Debt Service fund cannot be used to pay debt service on the Bonds, the outstanding road bonds or any future road bonds. For Tax Year 2019, the District will consider a maintenance and operations tax rate of \$0.2670, a debt service tax rate of \$0.4343 to make debt service payments on the Bonds, the outstanding road bonds and any additional road bonds issued in the future and a debt service tax rate of \$0.1487 to make debt service payments on the outstanding utility bonds and any additional utility bonds issued in the future.

(6) As reported by the Developer.

OFFICIAL STATEMENT

\$3,000,000

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
(A political subdivision of the State of Texas located within Hunt County, Texas)

UNLIMITED TAX ROAD BONDS, SERIES 2019

This Official Statement provides certain information in connection with the issuance by Verandah Municipal Utility District of Hunt County (the "District") of its \$3,000,000 Unlimited Tax Road Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to the Texas Constitution, the general laws of the State of Texas, a special act of the legislature granting road powers to the District, an order authorizing the issuance of the Bonds (the "Bond Order") adopted by the Board of Directors of the District (the "Board"), and an election held within the District.

This Official Statement includes descriptions, among others, of the Bonds, the Bond Order, and certain other information about the District. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from Winstead PC, 2728 N. Harwood Street, Suite 500, Dallas, Texas, 75201, upon payment of the cost of duplication, mailing and handling charges.

RISK FACTORS

GENERAL

The Bonds are obligations of the District and not obligations of the State of Texas; Hunt County; the City of Royse City, or any other political entity other than the District. The Bonds will be secured by a continuing annual ad valorem tax, without legal limitation as to rate or amount, levied on all taxable property within the District. The ultimate security for payment of the principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property, or in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities.

FACTORS AFFECTING TAXABLE VALUES AND TAX PAYMENTS

Economic Factors: The stability and/or growth of taxable values in the District is directly related to the vitality of the housing industry in the Dallas/Fort Worth Metropolitan area (the "Metroplex"). The housing and building industry has historically been a cyclical industry, affected by both short and long-term interest rates, availability of mortgage and development funds, employment levels, and general economic conditions. In recent years, the Metroplex has experienced strong economic growth positively affecting local residential development and construction industries. The area near Royse City is located approximately 34 miles from downtown Dallas and approximately 23 miles from the intersection of Interstate 30 and LBJ Freeway. If the overall Metroplex economy should decline, the demand for single family residential developments could decline as well.

A substantial portion of the taxable values of the District is derived from the current market value of certain developed lots and undeveloped tracts. The market value of such lots and tracts is related to general economic conditions affecting the demand for single family, multi-family, commercial, retail, and office space. Demand for lots and tracts of this type and the construction of single family, multi-family residential dwellings, and/or commercial projects thereon can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability, and the prosperity and demographic characteristics of the urban center toward which the marketing of such lots and tracts is directed. Decreased levels of construction activity or reduced resale value of such lots and tracts would tend to restrict the growth of property values in the District or could adversely impact such values.

Future development and construction in the District is highly dependent on the availability of financing. Many lenders have become more selective in making real estate loans in the Metroplex. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds to developers, potential builders, and home purchasers.

Credit Markets and Liquidity in the Financial Markets: Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 34 miles from downtown Dallas, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Metroplex regional economy and national credit and financial markets.

National Economy: In recent years, nationally, there has been a significant downturn in new housing construction, resulting in a decline in housing market values. During such time, the Metroplex experienced reduced levels of home construction. Although the home market in the Metroplex has recovered, the District cannot predict what impact, if any, another downturn in the local and national housing and financial markets may have on the Metroplex area market and specifically, the District.

Recent Events in Real Estate Market: In the past few years, the housing and mortgage markets in most parts of the United States have been under pressure due to many economic factors, including the tightening of credit standards, reduction of access to mortgage capital, and interest rate adjustments on many adjustable rate mortgages which have caused property owners to default on their mortgages. Foreclosures have increased as a result of these factors, and residential property values in most areas of the country have generally declined. The District cannot predict what impact, if any, another downturn in the national and local housing market may have on the Metroplex market and assessed values in the District.

Competition: The demand for and construction of single-family homes in the District, which is approximately 34 miles from downtown Dallas, could be affected by competition from other residential developments, including other residential developments located in the north and east portion of the Metroplex area market. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District. Such homes could represent additional competition for new homes proposed to be sold within the District.

Developer/Landowner Obligation to the District: There are no commitments from or obligations of the Developer (herein defined) or any other landowner to the District to proceed at any particular rate or according to any specified plan with the development of land or the construction of improvements in the District, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed lots or develop tracts of land would restrict the rate of growth of taxable values in the District. The District cannot and does not make any representations that over the life of the Bonds continued development of taxable property within the District will increase or maintain its taxable value.

Dependence on Significant Taxpayers: The Developer is currently a significant taxpayer within the District. Based on the 2018 tax rolls, the Developer and related parties are responsible for approximately 7.74% of the District's 2018 taxes (the Hunt County Appraisal District has yet to provide information regarding the top taxpayers for tax year 2019). The Developer is expected to represent a lower portion of the District's assessed value in future years. The ability of any significant taxpayer, such as the Developer, to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District's ability to meet its debt service obligations. If, for any reason, one or more significant taxpayers do not pay taxes due or do not pay in a timely manner, the District may need to levy additional taxes or use other funds available for debt service purposes. However, the District has not covenanted in the Bond Order, nor is it required by Texas law, to maintain any particular balance in its Debt Service Fund (defined herein) or any other funds to allow for any such delinquencies. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate, hindering growth and leading to further defaults in the payment of taxes. Therefore, failure by one or more significant taxpayers to pay their taxes on a timely basis in amounts in excess of the District's available funds could have a material adverse effect upon the District's ability to pay debt service on the Bonds on a current basis. In addition, for so long as the District's tax base continues to be concentrated in a relatively small number of taxpayers, the willingness and ability of such taxpayers to pay maintenance taxes and to make future operating advances may affect the flow of funds into the District's General Fund. See "APPENDIX A - FINANCIAL STATEMENTS OF THE DISTRICT FOR THE YEAR ENDED SEPTEMBER 30, 2018."

Impact on District Debt Service Tax Rates: Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of District property owners to pay their taxes. The 2019 assessed valuation of the District is \$127,342,754. After issuance of the Bonds, the average annual debt service requirement is projected to be \$801,837 (2020 through 2044) and the maximum annual debt service requirement is projected to be \$933,016 (2035). Assuming no increase or decrease from the 2019 assessed valuation and no use of funds other than tax collections, a tax rate of \$0.6491 per \$100 assessed valuation at a 97% collection rate would be necessary to pay the average annual debt service requirement and a tax rate of \$0.7553 per \$100 assessed valuation at a 97% collection rate would be necessary to pay the maximum annual debt service requirement (see "DEBT AND FINANCIAL INFORMATION – Estimated Debt Service Requirements"). Although calculations have been made regarding average and maximum tax rates necessary to pay the debt service on the Bonds based upon the 2019 certified assessed valuation, the District can make no representations regarding the future level of assessed valuation within the District. Increases in the tax rate may be required in the event significant taxpayers do not timely pay their District taxes. Any increase in taxable values depends on the continuing construction and sale of homes and other taxable improvements within the District. See "TAXING PROCEDURES" and "TAX DATA-Tax Adequacy for Debt Service."

THE EFFECT OF THE FINANCIAL INSTITUTIONS ACT OF 1989 ON TAX COLLECTIONS OF THE DISTRICT

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

Under FIRREA, real property held by the FDIC is still subject to ad valorem taxation, but such Act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary liens shall attach to such

property, (ii) the FDIC 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 the period for which such tax is imposed.

Certain federal court decisions have held that the FDIC is not liable for statutory penalties and interest authorized by State property tax law, and that although a lien for taxes may exist against real property, such lien may not be foreclosed without the consent of the FDIC, and no liens for penalties, fines, interest, attorney's fees, costs of abstract, and research fees exist against the real property for the failure of the FDIC or a prior property owner to pay ad valorem taxes when due. It is also not known whether the FDIC will attempt to claim the FIRREA exemptions as to the time for contesting valuations and tax assessments made prior to and after the enactment of FIRREA. Accordingly, to the extent that the FIRREA provisions are valid and applicable to any property in the District, and to the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property which may be owned in the future by the FDIC in the District, and may prevent the collection of penalties and interest on such taxes.

FUTURE DEBT

Following issuance of the Bonds, the District will have \$60,675,000 in Road Bonds and \$61,185,000 in Utility Bonds authorized but unissued. Voters in the District have also authorized \$107,240,000 in bonds for the purpose of refunding Road Bonds (the "Road Refunding Bonds") and \$96,840,000 in bonds for the purpose of refunding Utility Bonds (the "Utility Refunding Bonds") authorized but unissued. To date the Developer has advanced certain funds for construction of utilities and roads for which they have not been reimbursed and certain advances will not be reimbursed with proceeds of the Bonds. The Developer has expended approximately \$8,650,028 for utility facilities, for which approximately \$6,350,416 has not been reimbursed. After issuance of the Bonds, approximately \$1,391,566 remains to be reimbursed to the Developer for roadway improvements. The Developer may expend further funds for construction of infrastructure to serve the property within the District. The District intends to issue additional bonds in order to reimburse the Developer and any subsequent developers and to develop the remainder of undeveloped but developable land (approximately 491 developable acres) within the District without notice to or consent of the holders of the Bonds. See "THE BONDS--Issuance of Additional Debt" and "THE ROAD, WATER, WASTEWATER, AND DRAINAGE FACILITIES." The issuance of such future obligations may adversely affect the investment security of the Bonds. The District does not employ any formula with respect to the issuance of additional bonds, but currently must comply with formulas promulgated by the Attorney General of the State of Texas (the "Attorney General") with regard to bonds issued for road purposes, and the Texas Commission on Environmental Quality ("TCEQ"), with regard to bonds issued for water, sanitary sewer and drainage purposes, pertaining to assessed valuation and tax rates of the District that may limit the amount of bonds which may be issued in the future. The total amount of bonds and other obligations of the District issued for road purposes, together with the District's proportionate amount of overlapping road debt, may not exceed one-fourth of the assessed valuation of the real property in the District. All bonds issued by the District must be approved by the Attorney General of the State of Texas. Any bonds issued to acquire or construct water, sanitary sewer, and drainage facilities must additionally be approved by the TCEQ.

TAX COLLECTION LIMITATIONS AND FORECLOSURE REMEDIES

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on parity with the liens of all other taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time consuming and expensive collection procedures, (b) a bankruptcy court's stay of enforcement of liens for post-petition taxes against a taxpayer, or (c) market conditions limiting the proceeds from a foreclosure sale of taxable property. While the District has a lien on taxable property within the District for taxes levied against such property, such lien can be foreclosed only in a judicial proceeding. Attorney's fees and other costs of collecting any such taxpayer's delinquencies could substantially reduce the net proceeds to the District from a tax foreclosure sale. Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid. See "TAXING PROCEDURES--District's Rights in the Event of Tax Delinquencies."

REGISTERED OWNERS' REMEDIES AND BANKRUPTCY LIMITATIONS

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners (hereinafter defined) have a right to seek a writ of mandamus requiring the District to levy adequate taxes each year to make such payments. There is no provision for acceleration of maturity on the principal of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Based on recent Texas court decisions, it is unclear whether Section 49.066, Texas Water Code, effectively waives governmental immunity of a municipal utility district for suits for money damages. Even if the Registered Owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. Since there is no trust indenture

or trustee, the Registered Owners would have to initiate and finance the legal process to enforce their remedies. See “THE BONDS – Remedies in Event of Default.”

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

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

The District may not be placed into bankruptcy involuntarily.

CONTINUING COMPLIANCE WITH CERTAIN COVENANTS

The Bond Order contains covenants by the District intended to preserve the exclusion from gross income of interest on the Bonds. Failure by the District to comply with such covenants in the Bond Order on a continuous basis prior to maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "LEGAL MATTERS--Tax Matters."

MARKETABILITY

The District has no agreement with the Underwriter regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price of the Bonds may be greater than the difference between the bid and asked price in the secondary market of bonds of comparable maturity and quality issued by more traditional issuers.

FUTURE AND PROPOSED LEGISLATION

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

THE BONDS

DESCRIPTION

The Bonds are dated and bear interest from August 15, 2019, at the rates shown on the cover hereof, with interest payable on March 1, 2020, and on each September 1 and March 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or redemption. The bonds mature on September 1 of the years and in the amounts shown under "MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS, AND CUSIP NUMBERS" on the cover page hereof. The Bonds are issued in fully registered form only in denominations of \$5,000 or any integral multiple of \$5,000 for any one maturity. Principal of the Bonds will be payable upon presentation of the Bonds at the principal payment office of Wells Fargo Bank, National Association, Minneapolis, Minnesota (the "Paying Agent/Registrar"). Interest calculations are based upon a 360 day year comprised of twelve 30-day months.

The principal of the Bonds will be payable, without exchange or collection charges, in any coin or currency of the United States of America which, on the date of payment, is legal tender for the payment of debts due the United States of America, upon their presentation and surrender as they respectively become due and payable, at the principal payment office of the Paying Agent/Registrar. If not then subject to the Book-Entry-Only System described below, interest on the Bonds will be payable by check, dated as of the Interest Payment Date, and mailed on or before the Interest Payment Date, by the Paying Agent/Registrar to the Registered Owners on the Record Date (described below under "THE BONDS – Record Date for Interest Payment"), or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owner at the risk and expense of the Registered Owner, to the address of such Registered Owner as shown on the Paying Agent/Registrar's records (the "Register") or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owners at the risk and expense of the Registered Owners.

If the date for payment of the principal of or interest on any Bond is a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment will be the next succeeding business day.

BOOK-ENTRY-ONLY SYSTEM

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

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

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

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

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

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

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

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

Payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

USE OF CERTAIN TERMS IN OTHER SECTIONS OF THIS OFFICIAL STATEMENT

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

EFFECT OF TERMINATION OF BOOK-ENTRY-ONLY SYSTEM

In the event that the Book-Entry-Only System is discontinued by DTC or the use of the Book-Entry-Only System is discontinued by the District, printed securities certificates will be issued to the respective Registered Owners and the Bonds will be subject to transfer, exchange and registration provisions as set forth in the Bond Order and summarized under caption "Registration and Transfer" below.

RECORD DATE FOR INTEREST PAYMENT

The date for determining the person to whom the interest on the Bonds is payable on any Interest Payment Date means the close of business on the 15th business day of the preceding calendar month.

In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the District. Notice of the Special Record Date and of the scheduled payment date of the past due interest which will be 15 days after the Special Record Date, must be sent at least five (5) 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 Register at the close of business on the last business day next preceding the date of mailing of such notice.

SOURCE OF PAYMENT

The Bonds, the Outstanding Bonds (hereafter defined) and any bonds subsequently issued payable in whole or in part from taxes, are secured by and payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District (see "TAXING PROCEDURES"). The Bonds involve certain elements of risk, and all prospective purchasers are urged to examine carefully this Official Statement with respect to the investment security of the Bonds. See "RISK FACTORS." The Bonds are obligations solely of the District and are not obligations of the State of Texas; Hunt County; City of Roysse City or any political subdivision or entity other than the District.

PERFECTED SECURITY INTEREST

Chapter 1208, Texas Government Code, applies to the issuance of the Bonds and the pledge of the taxes granted by the District under the Bond Order and such pledge is, therefore, valid, effective, and perfected. Should Texas law be amended at any time while the Bonds are outstanding and unpaid, the result of such amendment being that the pledge of the taxes granted by the District under the Bond Order is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, in order to

preserve to the Registered Owners of the Bonds a security interest in such pledge, the District agrees to take such measures as it determines are reasonable and necessary to enable a filing of a security interest in said pledge to occur.

FUNDS

In the Bond Order, creation of the Road Debt Service Fund (the “Road Debt Service Fund”) is confirmed, and the proceeds from all taxes levied, assessed and collected for and on account of the Bonds authorized by the Bond Order shall be deposited, in the Road Debt Service Fund. Upon the receipt by the District of the purchase price for the Bonds, the accrued interest on the Bonds shall be deposited into the Road Debt Service Fund upon receipt. The remaining proceeds of sale of the Bonds, including interest earnings thereon, shall be deposited into the Capital Project Fund to be used for the purposes described in the Bond Order. See “USE AND DISTRIBUTION OF BOND PROCEEDS” for a more complete description of the use of bond proceeds.

PURPOSE

Proceeds from the sale of the Bonds will be used for construction and engineering costs relating to roads and functionally related improvements. Bond proceeds will also be used to pay certain costs related to the issuance of the Bonds. See “ESTIMATED USE AND DISTRIBUTION OF BOND PROCEEDS.”

REDEMPTION PROVISIONS

Optional Redemption: The District reserves the right, at its option, to redeem the Bonds maturing on and after September 1, 2030, prior to their scheduled maturities, in whole or in part, in integral multiples of \$5,000 on September 1, 2029, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest on the principal amounts called for redemption to the date fixed for redemption. If fewer than all of the Bonds are optionally redeemed at any time, the maturities and amounts of the Bonds to be redeemed will be selected by the District. If fewer than all the Bonds of a particular maturity are to be optionally redeemed, the particular Bonds to be redeemed will be selected by the Paying Agent/Registrar by lot or other method of random selection (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

Mandatory Redemption: The Bonds maturing on September 1 in each of the years 2040, 2042, and 2044 (the “Term Bonds”) are subject to mandatory sinking fund redemption in the amounts and at the price of par plus accrued interest to the redemption date on September 1 in the following years:

| <u>Term Bonds Due September 1, 2040</u> | | | <u>Term Bonds Due September 1, 2042</u> | | |
|---|------------|--------------------------|---|------------|--------------------------|
| <u>Redemption Date</u> | | <u>Principal Amounts</u> | <u>Redemption Date</u> | | <u>Principal Amounts</u> |
| September 1, 2039 | | 155,000 | September 1, 2041 | | 170,000 |
| September 1, 2040 | (maturity) | 160,000 | September 1, 2042 | (maturity) | 175,000 |
| <u>Term Bonds Due September 1, 2044</u> | | | | | |
| <u>Redemption Date</u> | | <u>Principal Amounts</u> | | | |
| September 1, 2043 | | 185,000 | | | |
| September 1, 2044 | (maturity) | 190,000 | | | |

The Paying Agent/Registrar shall select by lot the Term Bonds within the applicable stated maturity to be redeemed. Any Term Bond not selected for prior redemption shall be paid on the date of their stated maturity.

The principal amount of Term Bonds of a stated maturity required to be redeemed on any mandatory redemption date pursuant to the operation of the mandatory sinking fund redemption provisions shall be reduced, at the option of the District, by the principal amount of any Term Bonds of the same maturity which, at least 45 days prior to a mandatory redemption date (1) shall have been acquired by the District and delivered to the Paying Agent/Registrar for cancellation, or (2) shall have been redeemed pursuant to the optional redemption provisions and not theretofore credited against a mandatory redemption requirement.

Notice of Redemption; Effect of Redemption: Notice of redemption identifying the Bonds to be redeemed in whole or in part will be given by the Paying Agent/Registrar by registered mail, overnight delivery, or other comparably secure means, not less than thirty (30) days prior to the redemption date to each registered securities depository (and to each national information service that disseminates redemption notices) known to the Paying Agent/Registrar. The Paying Agent/Registrar may also provide written notice of redemption to DTC by facsimile. Such notices will state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment, and, if less than all the Bonds outstanding are to be redeemed, the numbers of the Bonds or the portions thereof to be redeemed. Any notice given will be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice. By the date fixed for redemption, due provision must be made with the Paying Agent/Registrar for payment of the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed will no longer be regarded as outstanding except

for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption will terminate on the date fixed for redemption.

AUTHORITY FOR ISSUANCE

At an election held within the District on May 10, 2008, voters authorized a total of \$136,235,000 of unlimited tax bonds for construction purposes, consisting of \$71,675,000 for road purposes and \$64,560,000 for water, sewer, and drainage purposes (utility bonds). The Bonds are further authorized by the Bond Order. After the issuance of the Bonds, the District will have \$60,675,000 in unlimited tax bonds for road purposes and \$61,185,000 in unlimited tax bonds for water, sewer, and drainage purposes, authorized but unissued. Voters in the District have also authorized \$107,510,000 in bonds for the purpose of refunding road bonds and \$96,840,000 in bonds for the purpose of refunding utility system bonds. The District has \$107,240,000 in Road Refunding Bonds and \$96,840,000 in Utility Refunding Bonds authorized but unissued.

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

REGISTRATION AND TRANSFER

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

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

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

Neither the District nor the Paying Agent/Registrar will be required to transfer or to exchange any Bond during the period beginning on a Record Date and ending the next succeeding Interest Payment Date or to transfer or exchange any Bond called for redemption during the 45-day period prior to the date fixed for redemption of such Bond.

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

REPLACEMENT OF PAYING AGENT/REGISTRAR

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

LOST, STOLEN, OR DESTROYED BONDS

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

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

OUTSTANDING BONDS

As of August 1, 2019, the District had \$2,805,000 in Unlimited Tax Road Bonds, Series 2013, \$1,420,000 Unlimited Tax Road Bonds, Series 2015, \$3,010,000 Unlimited Tax Road Refunding Bonds, Series 2017 and \$3,375,000 Unlimited Tax Utility Bonds, Series 2018 outstanding (the "Outstanding Bonds").

ISSUANCE OF ADDITIONAL DEBT

The District intends to issue additional bonds from its voted authorization. See "THE BONDS – Authority for Issuance". Any bonds issued by the District, however, must be approved by the Attorney General of Texas. Currently, approval of the Texas Commission on Environmental Quality (the "TCEQ") is not necessary for the issuance of bonds issued to finance the acquisition or construction of roads and roadway improvements. However, if the debt is for water, sewer or drainage purposes, approval of the TCEQ is required. See "THE DISTRICT - General."

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

The District also is authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue fire-fighting bonds payable from taxes, the following actions would be required: (a) authorization of a detailed master plan and bonds for such purpose by the qualified voters in the District; (b) approval of the master plan and issuance of bonds by the TCEQ; and (c) approval of bonds by the Attorney General of Texas. The District does not provide fire protection service, and the Board has not considered calling such an election at this time. Issuance of bonds for fire-fighting activities could dilute the investment security for the Bonds.

ANNEXATION

All of the District lies within the extraterritorial jurisdiction of the City of Royse City (the "City"). Under existing Texas law, the land within the District located in the extraterritorial jurisdiction of a home rule municipality may be annexed without the consent of the District, and the City is the only home rule city with extraterritorial jurisdiction over any portion of the District.

Because the District lies in the City's extraterritorial jurisdiction, the City, in order to annex any part of the District into its corporate limits, would have to annex the entire District and abolish the District. In this event, the City would have to assume all outstanding indebtedness of the District including the Bonds. Annexation of territory by the City is a policy-making matter within the discretion of the governing body of the City, and, therefore, the District makes no representation that the City will ever annex the District and assume its debt, nor does the District make any representation concerning the ability of the City to pay debt service on the District's bonds, including the Bonds, if annexation were to occur.

CONSOLIDATION

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

REMEDIES IN EVENT OF DEFAULT

Other than a writ of mandamus, the Bond Order does not provide a specific remedy for a default. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. The Texas Supreme Court (the "Court") has ruled that a waiver of sovereign immunity must be provided for by statute in "clear and unambiguous" language. In so ruling, the Court declared that statutory language such as "sue and be sued" or "plead and be impleaded", in and of itself, did not constitute a clear and unambiguous waiver of sovereign immunity. Therefore, it is unclear whether Section 49.066, Texas Water Code, effectively waives governmental immunity of a municipal utility district for suits for money damages. Even if a Registered Owner could obtain a judgment against the District for a default in the payment of principal or interest, such judgment could not be satisfied by execution against any property of the District. If the District defaults, a Registered Owner could petition for a writ of mandamus issued by a

court of competent jurisdiction compelling and requiring the District and the District's officials to observe and perform the covenants, obligations or conditions prescribed in the Bond Order. Such remedy might need to be enforced on a periodic basis. The enforcement of a claim for payment on the Bonds would be subject to the applicable provisions of the federal bankruptcy laws, any other similar laws affecting the rights of creditors of political subdivisions, and general principles of equity. Certain traditional legal remedies also may not be available. See "RISK FACTORS--Registered Owners' Remedies and Bankruptcy Limitations." 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 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.

LEGAL INVESTMENT AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS

Pursuant to Section 1201.041, Government Code and Section 49.186, Texas Water Code, the Bonds are (a) legal investments for banks, savings banks, trust companies, building and loan associations, savings and loan associations, insurance companies, fiduciaries, and trustees and (b) legal investments for public funds of cities, villages, school districts, and other political subdivisions or public agencies of the State. The Bonds are also eligible under Section 49.186, Texas Water Code and the Public Funds Collateral Act, to secure deposits of public funds of the State of Texas or any political subdivision or public agency of the State of Texas and are lawful and sufficient security for those deposits to the extent of their market value. Most political subdivisions in the State of Texas are required to adopt investment guidelines under the Public Funds Investment Act, and such political subdivisions may impose other, more stringent, requirements in order for the Bonds to be legal investments of such entity's funds or to be eligible to serve as collateral for their funds.

The District has not reviewed the laws in other states to determine whether the Bonds are legal investments for various institutions in those states or eligible to serve as collateral for public funds in those states. The District has made no investigation of any other laws, rules, regulations, or investment criteria that might affect the legality or suitability of the Bonds for any of the above purposes or limit the authority of any of the above persons or entities to purchase or invest in the Bonds.

AMENDMENT OF BOND ORDER

The Registered Owners of 51% in aggregate principal amount of the then outstanding Bonds have the right from time to time to approve any amendment to the Bond Order which may be deemed necessary or desirable by the District; however, no amendment, without the consent of the Registered Owner of each of the outstanding Bonds affected thereby, may:

- (i) change debt service requirements, interest payment dates or the maturity or maturities of the outstanding Bonds;
- (ii) reduce the rate of interest borne by any of the outstanding Bonds;
- (iii) reduce the amount of the principal of, redemption premium, if any, or interest on the outstanding Bonds or impose any conditions with respect to such payments;
- (iv) modify the terms of payment of principal of, redemption premium, if any or interest on the outstanding Bonds or impose any conditions with respect to such payments;
- (v) affect the right of the Registered Owners of less than all of the Bonds then outstanding; or
- (vi) decrease the minimum percentage of the principal amount of Bonds necessary for consent to any such amendment.

Written notice of a proposed amendment must be provided as described in the Bond Order. Whenever, at any time within one year from the date of providing such notice, the District receives an instrument or instruments executed by the Registered Owners of at least 51% in aggregate principal amount of all Bonds then outstanding, which consents to and approves such amendment, the District may adopt the amendment in substantially the same form.

The District may also amend, change or modify the Bond Order to cure any ambiguity or to cure, correct, or supplement any defective or inconsistent provision contained therein, or to make any other change that does not in any respect materially and adversely affect the interest of the Registered Owners, without notice of the proposed amendment and without the consent of the Registered Owners; provided, however, no such amendment may be made contrary to the provisions described above.

Upon the adoption of any amendment, the Bond Order will be deemed to be amended in accordance therewith, and the respective rights, duties, and obligations under such amendment of all the Registered Owners will thereafter be determined and exercised subject in all respects to such amendment.

DEFEASANCE

Any Bond, and the interest thereon, will be deemed to be paid, retired, and no longer outstanding within the meaning of the Bond Order (a "Defeased Bond") when payment of the principal of such Bond, plus interest thereon to the due date (whether such due date be by reason of maturity, redemption, or otherwise) either (i) will have been made or caused to be made in accordance with the terms of such Bond (including the giving of any required notice of redemption) or (ii) will have been provided for on or before such due date in any manner permitted by law, currently by irrevocably depositing with or making available to a person (a "Depository"), with respect to the safekeeping, investment, administration, and disposition of a deposit for such payment (the "Deposit") lawful money of the United States of America sufficient to make such payment or Government Obligations (as defined below), which may be in book-entry form, that mature and bear interest payable at times and in amounts sufficient to provide for the scheduled payment or redemption of any Defeased Bond. To cause a Bond scheduled to be paid or redeemed on a date later than the next scheduled interest payment date on such Bond to become a Defeased Bond, the District must, with respect to the Deposit, enter into an escrow or similar agreement with a Depository.

In connection with any defeasance of the Bonds, the District will cause to be delivered: (i) in the event an escrow or similar agreement has been entered into with a Depository to effectuate such defeasance, a report of an independent firm of nationally recognized certified public accountants verifying the sufficiency of the escrow established to pay the Defeased Bonds in full on the maturity or redemption date thereof ("Verification") or (ii) in the event no escrow or similar agreement has been entered into, a certificate from the chief financial officer of the District certifying that the amount deposited with a Depository is sufficient to pay the Defeased Bonds in full on the maturity or redemption date thereof. In addition to the required Verification or certificate, the District will also cause to be delivered an opinion of nationally recognized bond counsel to the effect that the Defeased Bonds are no longer outstanding pursuant to the terms of the Bond Order and a certificate of discharge of the Paying Agent/Registrar with respect to the Defeased Bonds. The Verification, if any, and each certificate and opinion required under the Bond Order must be acceptable in form and substance, and addressed, if applicable, to the Paying Agent/Registrar and the District. The Bonds will remain outstanding unless and until they are in fact paid and retired or the above criteria are met.

At such time as a Bond is deemed to be a Defeased Bond, and all required criteria under the Bond Order have been met, such Bond and the interest thereon will no longer be outstanding or unpaid and will no longer be entitled to the benefits of the pledge of the security interest granted under the Bond Order, and such principal and interest will be payable solely from the Deposit of money or Government Obligations. Provided, however, the District has reserved the option, to be exercised at the time of the defeasance of the Bonds, to call for redemption, at an earlier date, those Bonds which have been defeased to their maturity date, if the District: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of reservation be included in any redemption notices that it authorizes.

The term "Government Obligations" means all obligations authorized for defeasance purposes under Texas law, currently: (a) direct noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America; (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

There is no assurance that the current law will not be changed in the future in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, Registered Owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law.

BOND INSURANCE

BOND INSURANCE POLICY

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

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

ASSURED GUARANTY MUNICIPAL CORP.

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

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

Current Financial Strength Ratings

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

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

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

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

Capitalization of AGM

At June 30, 2019:

- The policyholders’ surplus of AGM was approximately \$2,530 million.
- The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. (“MAC”) (as described below) were approximately \$1,082 million. Such amount includes 100% of AGM’s contingency reserve and 60.7% of MAC’s contingency reserve.
- The net unearned premium reserves and net deferred ceding commission income of AGM and its subsidiaries (as described below) were approximately \$1,853 million. Such amount includes (i) 100% of the net unearned premium reserve and deferred ceding commission income of AGM, (ii) the net unearned premium reserves and net deferred ceding commissions of AGM’s wholly owned subsidiary Assured Guaranty (Europe) plc (“AGE”), and (iii) 60.7% of the net unearned premium reserve of MAC.

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

Incorporation of Certain Documents by Reference

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

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (filed by AGL with the SEC on March 1, 2019);
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 (filed by AGL with the SEC on May 10, 2019); and
- (iii) the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019 (filed by AGL with the SEC on August 8, 2019).

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

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

Miscellaneous Matters

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

BOND INSURANCE RISKS

In the event of default of the payment of principal or interest with respect to the Bonds when all or some becomes due, any owner of the Bond shall have a claim under the applicable Bond Insurance Policy (the “Policy”) for such payments. The payment of principal and interest in connection with mandatory or optional prepayment of the Bonds by the District which is recovered by the District from the Bond owner as a voidable preference under applicable bankruptcy law is covered by the Policy, however, such payments will be made by the insurer at such time and in such amounts as would have been due absent such prepayment by the District unless the bond insurer chooses to pay such amounts at an earlier date.

Under no circumstances does default of payment of principal and interest obligate acceleration of the obligations of the bond insurer without their consent, so long as the bond insurer performs its obligations under the applicable Policy. In the event the bond insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the revenues pledged in the Bond Order. In the event the bond insurer becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds.

In the event bond insurance is purchased, the long-term rating on the Bonds will be dependent in part on the financial strength of the bond insurer and its claims paying ability. The bond insurer’s financial strength and claims paying ability are predicated upon a number of factors which could change over time. No assurance is given that the long-term ratings of the bond insurer and of the Bonds insured by the bond insurer will not be subject to downgrade and such event could adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds. See “SALE AND DISTRIBUTION OF THE BONDS –Municipal Bond Insurance” herein for a description of the ratings.

The obligations of the bond insurer are general obligations of the bond insurer and in an event of default by the bond insurer the remedies may be limited by applicable bankruptcy law. Neither the District nor the Financial Advisor have made an independent investigation into the claims paying ability of any potential bond insurer and no assurance or representation regarding the financial strength or projected financial strength of any potential bond insurer is given.

THE DISTRICT

GENERAL

Verandah Municipal Utility District of Hunt County (the "District") was created by order of the Hunt County Commissioners Court, effective April 28, 2003, as a fresh water supply district in accordance with the Texas Water Code, Chapter 53. Pursuant to H.B. No. 1141 passed by the 79th Texas Legislative and effective June 17, 2005 (the "District Act"), the District operates in accordance with Chapters 49 and 54 of the Texas Water Code and is subject to the continuing supervision of the TCEQ. The District is governed by a Board of Directors consisting of five (5) individuals who are residents or owners of property within the District and are elected by voters within the District.

On July 15, 2015, after notice and hearing, the District added 195.772 acres of developable lands to the District, all located in Hunt County, in exchange for the exclusion of 117 acres of certain lands within the District, partly located in Rockwall County, which were not receiving service from the District, resulting in all property within the District currently being located in Hunt County. The substitution of lands was performed in accordance with the procedures of Sections 54.739-747, Texas Water Code, for substitution of lands after the issuance of district bonds to prevent impairment of the security for the District's previously issued bonds and the Bonds and certain findings were made by the Board of Directors after public hearing and in accordance with the Texas Water Code.

On February 13, 2019 and reconfirmed on August 15, 2019, after notice and hearing, the District added 92.447 acres of developable land to the District, all located in Hunt County, in exchange for the exclusion of 13.659 acres of certain land within the District, also located in Hunt County but which was not receiving service from the District. The substitution of lands was performed in accordance with the procedures of Sections 54.739-747, Water Code, for substitution of land of equal or greater value to the land excluded after the issuance of district bonds to prevent impairment of the security for the District's previously issued bonds and certain findings were made by the Board of Directors after public hearing and in accordance with the Texas Water Code. The Hunt County Appraisal District has reported a net gain in value of \$3,391,420 resulting from the above-described exclusion and addition of land in the District. However, taxes for year 2019 will be levied on the certified net taxable assessed valuation as of January 1, 2019, and the net gain in value occurred in February 2019. Therefore, taxes won't be levied on the net gain in value until tax year 2020.

The District is empowered to finance, purchase, construct, operate, and maintain all works, improvements, facilities, and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water. The District is also empowered, among other things, to finance, purchase, construct, operate, and maintain macadamized, graveled, or paved roads and turnpikes, or in aid thereof. The District may issue bonds and other forms of indebtedness for such purposes. Additionally, the District may also provide solid waste disposal and collection services. The District is also empowered to establish, operate and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts, after approval by the TCEQ and the voters of the District. See "THE BONDS – Issuance of Additional Debt".

Other than construction and financing of road improvements, the TCEQ exercises continuing supervisory jurisdiction over the District. Although the District is located within the extraterritorial jurisdiction of the City of Royse City ("Royse City"), the District is not presently subject to any requirements which limit the purposes for which the District may sell bonds; limit the net effective interest rate on such bonds or other terms of such bonds; require approval of construction plans; or limit utility connections only to lots or reserves described in approved plats. The District is required to observe certain requirements of the Attorney General. Construction and operation of the District's utility and roadway system is subject to the regulatory jurisdiction of the State of Texas and local agencies. See "THE ROAD, WATER, WASTEWATER, AND DRAINAGE FACILITIES."

LOCATION

The District is located approximately 34 miles northeast of downtown Dallas, and 2 miles south of downtown Royse City, located on Interstate Highway 30. The District is bounded on the south by Interstate Highway 30 and on the west by FM2642. The District contains approximately 951 acres of land, all of which are within the exclusive extraterritorial jurisdiction of Royse City and within the boundaries of Royse City Independent School District.

THE VERANDAH DEVELOPMENT

Verandah is a master planned community designed to be marketed to entry level homebuyers. The Verandah Community contains amenities to attract young families. There are is one elementary school location reserved in the Community, but no school has been constructed at this time. The elementary school serving the Community is Davis Elementary, which is approximately two miles away. The Verandah community is located on Interstate 30 at FM 2642 in Hunt County and is approximately 34 miles from downtown Dallas and approximately 23 miles from the intersection of Interstate 30 and LBJ Freeway in Dallas connecting employment centers and shopping.

STATUS OF DEVELOPMENT

Pursuant to agreements with the Developer (hereinafter defined), as of June 2019 the District has provided for the design and construction of infrastructure to serve the land within its boundaries. As of May 2018, construction of water, sanitary sewer, and drainage facilities and road improvements for the 549 lots in Phase One and Phase 2A, 2B and 2C have been completed. Phase 1A/1B/1C/1D/1E/2A/2B/2C lots are completed and on the ground. The project includes 104-60 foot lot widths, 228-50 foot widths, 109-40 foot widths rear entries, 91-40 foot front entries, and 17 Lots for Model Park Sections. 541 lots have been purchased by homebuilders including Holiday, DR Horton (“DRH”), Lennar Homes of Texas, Bowen and Bowen Homes and Megatel Homes, including 55 lots developed by 206 McKinney, LLC an entity owned by DRH. As of June 2019, there were a total of 539 completed homes within the District and 256 lots under construction, known as Phase 3B. Phase 3B consist of 256 – 50 foot width lots. CTMGT Verandah 138, LLC, also a subsidiary of CTMGT, LLC, owns approximately 138 acres held for future development of 546 lots, while 165 Howe, LLC and Centurion Acquisitions LP, both related parties to CTMGT, owns approximately 187.70 acres, held for future development of approximately 754 lots. The following chart, and accompanying map of the entire Verandah Community Development, provides a construction status report as of June 2019.

CTMGT Verandah 5, LLC, a subsidiary of CTMGT, LLC, owns approximately 118 acres and is currently developing 232 lots on 49.58 acres known as Phase 5B/C. Phase 5B consists of 119-50 foot width lots and Phase 5C consists of 111-50 foot width lots. The remaining 68.42 acres are held for future development of approximately 304 lots.

DR Horton – Texas LTD also owns approximately 87.16 acres that was annexed into the District in February of 2019, which is held for future development of approximately 400 lots.

VERANDAH DEVELOPMENT STATUS

| Phases | Lot Type | Approx. Acres | Completed Lots | Builders | Lots | Completed Homes | Homes |
|-------------------|----------|---------------|----------------|-----------------|--------------------|-----------------|--------------------|
| | | | | Contracted Lots | Under Construction | | Under Construction |
| 1A | 60' | 24.587 | 64 | 0 | 0 | 64 | 0 |
| 2A | 60' | 10.61 | 40 | 0 | 0 | 38 | 0 |
| 1B | 50' | 28.345 | 103 | 0 | 0 | 103 | 0 |
| 2B | 50' | 14.606 | 70 | 0 | 0 | 70 | 0 |
| 3B | 50' | 68.669 | 0 | 256 | 256 | 0 | 0 |
| 1C | 40' R | 19.322 | 109 | 0 | 0 | 109 | 0 |
| 2C ⁽¹⁾ | 50' | 10.46 | 55 | 0 | 0 | 55 | 0 |
| 1D | 40' F | 18.792 | 91 | 0 | 0 | 91 | 0 |
| 1E | Models | 30.95 | 17 | 0 | 0 | 9 | 0 |
| 5B/5C | 50' | 49.579 | 0 | 232 | 232 | 0 | 0 |
| Totals | | 275.92 | 549 | 488 | 488 | 539 | 0 |

*Information provided by the Developer as of June 2019.

(1) The 55 Lots represent 55 lots owned and developed by 206 McKinney, LLC an entity owned by DRH.

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HOME BUILDING PROGRAM

| Home Builder | Phase | Lots | | | Homes Sold |
|------------------------|--------------|-------------------|-------------------|----------------|---------------|
| | | Under Contract | Lots Completed | Lots Closed | |
| Holiday Homes | 1A | 0 | 64 | 64 | 64 |
| Holiday Homes | 2A | 0 | 38 | 38 | 38 |
| CTMGT Verandah, LLC | 2A | 0 | 2 | 0 | 0 |
| DRH | 1B | 0 | 95 | 95 | 95 |
| DRH | 2B | 0 | 50 | 50 | 50 |
| Megatel | 2B | 0 | 20 | 20 | 20 |
| Lennar | 1B | 0 | 8 | 8 | 8 |
| Bowen/DRH/Sienna | 1C | 0 | 54 | 54 | 54 |
| Megatel | 1C | 0 | 13 | 13 | 13 |
| Holiday Homes | 1C | 0 | 42 | 42 | 42 |
| DRH | 2C | 0 | 55 | 55 | 55 |
| DRH | 1D | 0 | 83 | 83 | 83 |
| Lennar | 1D | 0 | 8 | 8 | 8 |
| Lennar | 1E | 0 | 2 | 2 | 1 |
| Megatel | 1E | 0 | 1 | 1 | 1 |
| DRH | 1E | 0 | 4 | 4 | 2 |
| Bowen | 1E | 0 | 2 | 2 | 2 |
| Holiday Homes | 1E | 0 | 2 | 2 | 2 |
| One Verandah, LP | 1E | 0 | 6 | 0 | 0 |
| DRH / Lennar / Megatel | 3B | 256 | 0 | 0 | 0 |
| MI Homes/Pulte | 5B/5C | 232 | 0 | 0 | 0 |
| DRH / Lennar / Megatel | Future Phase | 174 | 0 | 0 | 0 |
| MI Homes / Pulte | Future Phase | 168 | 0 | 0 | 0 |
| Totals | | 830 | 549 | 541 | 538 |

*Information provided by the Developer as of June 2019.

New homes within the District are expected to be offered for sale at prices ranging from \$215,000 to over \$275,000.

COMMUNITY FACILITIES

The Verandah Community features private garages, close locations for dining, close proximity to Lake Ray Hubbard, a Community pool, grounds care, Pavilion Park, sidewalks, street lamps, landscaping, adjacent access to Interstate 30 for quick ingress/egress to Dallas/Fort Worth, close to schools, common areas, open space, playgrounds, recreation complex, close to shopping, community clubhouse, hike and bike trails, soccer fields and tot lot.

FUTURE DEVELOPMENT

In addition to the foregoing development, there are approximately 491 developable acres upon which development has not yet commenced. It is currently anticipated that such acreage will be developed into 2,675 residential lots; however, no representation is made as to when, if ever, such development will occur. In addition to the developable land, there is approximately 40 acres of land which is not developable, most of which is located within the floodplain.

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MANAGEMENT

BOARD OF DIRECTORS

The District is governed by the Board of Directors (the "Board"), which has control over and management supervision of all affairs of the District. The Directors and officers of the District, together with their terms, are listed below:

| <u>Name</u> | <u>Position</u> | <u>Term Expiration</u> |
|-----------------|---------------------|----------------------------|
| Joseph Counter | President | May, 2020 |
| Glenn Purcell | Vice President | May, 2020 |
| Jeff Dean | Assistant Secretary | May, 2022 |
| Glenn Dickerson | Assistant Secretary | May, 2022 |
| Kurt Schmitz | Secretary | May, 2022 |

Each Director owns land subject to taxation in the District. Director elections are held only in even numbered years on the first Saturday in May.

The District has no full-time employees. The District contracts with the following entities for professional services.

TAX ASSESSOR/COLLECTOR . . . Land and improvements in the District are appraised for taxation by the Hunt Central Appraisal District. The District contracts with Hunt County to act as Tax Assessor/Collector for the District.

SYSTEM OPERATOR . . . The District contracts with the City of Royse City, Texas for maintenance and operation of the District's utility system.

ENGINEER . . . Pettitt and Associates LLC, provides consulting engineering services to the District.

AUDITOR . . . The District engaged McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants, to prepare the District's audited financial statements for the year ended September 30, 2018.

BOND COUNSEL . . . Winstead PC, Dallas, Texas, serves as "Bond Counsel" to the District. The fee to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds is contingent upon the sale and delivery of the Bonds. Winstead PC also represents the Paying Agent/Registrar and Financial Advisor in matters unrelated to the issuance of the Bonds.

GENERAL COUNSEL . . . Winstead PC, Dallas, Texas, serves as "General Counsel" to the District.

FINANCIAL ADVISOR . . . Hilltop Securities, Inc., serves as "Financial Advisor" to the District. The fee to be paid to the Financial Advisor is contingent upon sale and delivery of the Bonds.

DISCLOSURE COUNSEL . . . McCall, Parkhurst & Horton L.L.P., Dallas, Texas, has been engaged by the District to serve as "Disclosure Counsel" for the District. Fees for services rendered by Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

THE DEVELOPER

ROLE OF A DEVELOPER

In general, the activities of a landowner or developer in a special district such as the District include designing the project; defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of roads and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers, builders, or third parties. While a developer is required by the TCEQ to pave streets and in most cases to pay a portion of the underground water distribution, wastewater collection, and storm drainage facilities, a developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a

developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

THE DEVELOPER

One Verandah, L.P., a Texas Limited Partnership (the “Developer”), is the primary developer of land within the district. The general partner of the Developer is Centamatar, LLC, a Texas limited liability corporation. Centamatar LLC has a single member CTMGT, LLC, a Texas limited liability corporation. The Developer is managed by the Centurion American Development Group family. CTMGT Verandah, LLC, a subsidiary of CTMGT, LLC, developed Phase 2A/2B. CTMGT Verandah 138, LLC, a subsidiary of CTMGT, LLC, owns 138 acres held for future development of 617 lots, while 165 Howe, LLC, and Centurion Acquisitions LP, both related parties, owns approximately 187.70 acres, held for future development of approximately 780 lots.

MM Verandah, LLC and MM H-Verandah, LLC, subsidiaries of MMM Ventures, LLC and 2M Holdings, LP, own approximately 20 acres and 89 acres, respectively. Currently, between these two entities, approximately 251 lots are under development as part of Phase 3B. MMM Ventures, LLC and 2M Holdings, LP are also managed by the Centurion American Development Group family.

Centurion is in the business of acquiring and improving land for the development of residential housing communities. Since 1990, over forty North Texas communities have been developed or managed by Centurion.

The Founder and President of Centurion is Mehrdad Moayedi. Mehrdad Moayedi has more than 20 years of experience in the development industry. Since forming JBM Development in 1986, Mr. Moayedi has completed several construction and fee development projects in Northeast Tarrant County subdivisions as well as various construction and remodeling projects. JBM Development, along with Centurion American Custom Homes, formed Centurion American Development Group in 1990. The company has diversified, with residential developments ranging from upscale high-rise residential towers to affordable housing communities for first-time home buyers.

In addition, 206 McKinney, LLC, an entity owned by DR Horton (“DRH”), and unrelated to the Developer, has developed Phase 2C, consisting of 55 lots.

The District cautions that the foregoing development experience was gained in different markets and under different circumstances than exist today, and the prior success of the Developer is no indication or guarantee that the Developer will be successful in the development of land within the District.

The Developer is minimally capitalized entities, whose primary assets are its respective real estate project located in the District. Currently, the means by which the Developer expects to make timely payment of their taxes owed to the District are (i) proceeds borrowed from their construction and/or interim finance lenders, (ii) advances made to the Developer by its investor limited partners, or (iii) proceeds from the sale of developed lots to builders.

The Developer is not responsible for, liable for, and have not made any commitment for payment of the Bonds or other obligations of the District, description of its financing arrangements herein should not be construed as an implication to that effect. The Developer has no legal commitment to the District or owners of the Bonds to continue development of land within the District and may sell or otherwise dispose of its properties within the District, or any other assets, at any time. Further, the Developer’s financial condition is subject to change at any time.

DEVELOPMENT FINANCING

An Acquisition and Development Loan was secured by a deed of trust from Wachovia Bank (transferred to Wells Fargo Bank, N.A.) by the Developer in 2004 in the amount of \$18,000,000. The loan was fully funded to acquire the real property and develop the 384 lots contained in Phases 1A/B/C/D/E. In addition to proceeds of the Acquisition and Development loan, \$9,000,000 of cash equity has been invested by the Developer in the project since inception. The Wells Fargo Bank N.A. loan was paid off with proceeds of a loan from United Development Funding. The loan balance on the loan, held by United Development Funding is currently \$25,479,617.

In addition, MM Verandah, LLC has a loan balance of \$701,686 with First Continental Investment Co., Ltd, while MM H-Verandah, LLC has a loan balance of \$3,054,256 with First Continental Investment Co., Ltd.

Further, CTMGT Verandah 5, LLC, has a loan balance of \$1,016 and \$1,003,819 in escrow held by FC-IV Financial, LLC.

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THE ROAD, WATER, WASTEWATER, AND DRAINAGE FACILITIES

REGULATION

According to the Engineer, the District's road improvements (collectively, the "Road Facilities") have been designed in accordance with accepted engineering practices and the then current requirements of various agencies having regulatory or supervisory jurisdiction over the construction and operation of such improvements, including primarily Hunt County and Royse City. The construction of the Road Facilities was required to be accomplished in accordance with the standards and specifications of such entities and is subject to inspection by each such entity. Construction and operation of the District's water, sanitary sewer, and storm drainage system (collectively, the "Utility System"), as it now exists or as it may be expanded from time to time, is subject to the regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing supervisory authority over the District. Discharge of treated sewage, if any, into Texas waters is also subject to the regulatory authority of the TCEQ and the United States Environmental Protection Agency. Construction of drainage facilities is subject to the regulatory authority of Royse City and Hunt County, and the Texas Department of Health also exercises regulatory jurisdiction over the Utility System. The regulations and requirements of entities exercising regulatory jurisdiction over the Utility System are subject to further development and revision which, in turn, could require additional expenditures by the District in order to achieve compliance. The following descriptions are based upon information supplied by the Engineer.

ROAD FACILITIES

Construction of the Road Facilities has been and is being financed by the Developer. The Developer will be reimbursed by the District for qualified costs related to roadways as the development project progresses. Approximately \$8,420,982 in qualified roadway expenses have been advanced by the Developer on behalf of the District to date and the Developer may advance funds in the future for road construction.

After issuance of the Bonds, approximately \$1,391,566 will remain to be reimbursed to the Developer for roadway improvements by the District out of proceeds of the Bonds and of future bond issues. Future road improvements are expected to be funded by the Developer and reimbursed by the District when future tax revenues allow for subsequent road bonds.

Roadways within the District are constructed of reinforced concrete with curbs on cement-stabilized subgrade. Roads vary in width but are sized to accommodate the anticipated traffic demands of full build-out of the development. Collector roadways vary in width from 36 feet to 44 feet. Remaining streets provide local interior service within the development and are usually 31 feet wide in a 50-foot right of way. Public (water, wastewater, drainage) and franchise (underground electric, natural gas, and communications) utilities are typically located within the road right of ways.

To control erosion and provide an attractive environment to District residents, the medians and parkways of the arterial and collector roadways are landscaped and fully irrigated. Landscape features include retention of stands of native trees, use of native trees transplanted from within the development, and the addition of ornamental and shade trees, shrubs, ground covers, and grass.

WATER, WASTEWATER, AND DRAINAGE FACILITIES

Construction of the Utility System has been financed by the Developer. Qualified Advances will be reimbursed to the Developer as the Development progresses. Approximately \$8,650,028 has been advanced by the Developer for the Utility System to date and the Developer may advance additional funds in the future for utility construction. To date, approximately \$6,350,419 remains to be reimbursed to the Developer for water, wastewater and drainage improvements by the District out of proceeds of future bond issues. Future utility improvements are expected to be funded by the Developer and reimbursed by the District when future tax revenues allow for subsequent utility bonds.

Source of Water Supply: The District's water supply is provided by the City of Royse City pursuant to its contract with the North Texas Municipal Water District.

Wastewater Collection and Treatment: The District has a wastewater collection system that is comprised of 8-inch to 24-inch PVC gravity sewers, one lift station, and one 10-inch PVC force main. These facilities serve the various residential parcels and support facilities in the District and have sufficient capacity to serve some adjacent property outside of the District that would naturally drain toward those lines. The District's wastewater is treated by the North Texas Municipal Water District.

District Drainage Facilities: All drainage inlets, piping, and culverts are designed to collect and transport storm water runoff from the 100-year storm event. This provides a high degree of protection from flooding of real property and facilities within the District. Pipes and other structures are generally constructed of reinforced concrete materials. Where required, storm water detention facilities have been built to minimize the flooding potential of downstream offsite properties.

According to the District's Engineer, approximately 40 +/- undeveloped acres within the District are located within the 100 year floodplain and are not considered developable.

USE AND DISTRIBUTION OF BOND PROCEEDS

I. CONSTRUCTION COSTS

| | |
|---------------------------------|----------------------------|
| 1. Phase 3B - Grading & Paving | \$2,243,656 |
| 2. Engineering | 407,032 |
| TOTAL CONSTRUCTION COSTS | <u>\$ 2,650,688</u> |

II. NON-CONSTRUCTION COSTS

| | |
|---------------------------------------|--------------------------|
| A. Legal and Fiscal Professional Fees | \$ 161,500 |
| B. Attorney General Review Fee | 3,000 |
| C. Bond Issuance Expenses | 21,863 |
| D. Bond Discount | 89,637 |
| E. Developer Interest | 73,312 |
| TOTAL NON-CONSTRUCTION COSTS | <u>\$ 349,312</u> |

| | |
|-------------------------------------|-----------------------------------|
| TOTAL BOND ISSUE REQUIREMENT | <u><u>\$ 3,000,000</u></u> |
|-------------------------------------|-----------------------------------|

DEBT AND FINANCIAL INFORMATION

FUTURE DEBT

Pursuant to agreements with the District, the Developer has financed the design and construction of roads and water, sanitary sewer and drainage facilities to serve the District. To date, approximately \$1,391,566 remains to be reimbursed to the Developer for roadway improvements by the District out of proceeds of the Bonds and future bond issues. Moreover, to date, approximately \$6,350,419 in utility system costs remain to be reimbursed to the Developer by the District out of proceeds of future bond issues. The District can make no representation that any additional development will occur within the District. The Engineer has stated that the District's authorized but unissued bonds will be adequate, under present land use projections, to finance improvements to support full development of the District under present development plans.

Any future unlimited tax road bonds will be on a parity with the Bonds. Except for bonds issued by the District for road purposes, the District does not employ any formula with respect to appraised valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The total amount of bonds issued by the District for road purposes, together with the District's proportionate amount of overlapping road debt, may not exceed one-fourth of the assessed value of real property of the District. The issuance of unlimited tax bonds for water and sewer purposes is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. See "THE BONDS—Authority for Issuance and — Issuance of Additional Debt."

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SELECTED FINANCIAL INFORMATION (UNAUDITED)

| | |
|--|-------------------------------|
| 2019 Certified Net Taxable Assessed Valuation | \$ 127,342,754 ⁽¹⁾ |
| Outstanding Bonds (road and utility bonds combined) | \$ 10,610,000 |
| The Bonds | <u>3,000,000</u> |
| Total Direct Debt | <u>\$ 13,610,000</u> |
| Estimated Overlapping Debt | \$ 8,933,216 ⁽²⁾ |
| Total Direct Debt and Estimated Overlapping Debt | \$ 22,543,216 |
| Ratio of Direct Debt to: | |
| 2019 Certified Net Taxable Assessed Valuation | 10.69% |
| Ratio of Direct Debt and Estimated Overlapping Debt to: | |
| 2019 Certified Net Taxable Assessed Valuation | 17.70% |
| Combined Average Annual Debt Service Requirement (2020-2044) | \$ 784,488 ⁽³⁾ |
| Combined Maximum Annual Debt Service Requirement (2040) | \$ 920,113 ⁽³⁾ |
| Tax Rate Required to Pay Combined Average Annual Debt Service (2020-2044) at a 97% Collection Rate Based upon 2019 Certified Net Taxable Assessed Valuation | \$ 0.6351 ⁽³⁾ |
| Tax Rate Required to Pay Combined Maximum Annual Debt Service (2040) at a 97% Collection Rate Based upon 2019 Certified Net Taxable Assessed Valuation | \$ 0.7449 ⁽³⁾ |
| General Fund Balance as of 8/14/2019 | \$ 301,682 |
| Capital Projects Fund Balance as of 8/14/2019 | \$ 695,932 |
| Road Debt Service Fund Balance as of 8/14/2019 | \$ 570,069 ⁽⁴⁾ |
| Utility Debt Service Fund Balance as of 8/14/2019 | \$ 299,453 ⁽⁴⁾ |
| 2018 District Tax Rate (per \$100 Assessed Valuation) ⁽⁵⁾ | |
| Road Debt Service | \$ 0.4004 |
| Utility Debt Service | 0.1915 |
| Maintenance and Operations | <u>0.2581</u> |
| Total Tax Rate | <u>\$ 0.8500</u> |
| Status of Estimated Home Construction as of June 2019 ⁽⁶⁾ | |
| Single Family Homes Completed and Occupied | 531 |
| Single Family Homes Completed and Unoccupied | 1 |
| Single Family Homes Under Construction | <u>0</u> |
| Total | 532 |

(1) As certified by Hunt County Appraisal District on July 10, 2019. See "TAXING PROCEDURES."

(2) See "DEBT AND FINANCIAL INFORMATION - Estimated Overlapping Debt."

(3) Preliminary, subject to change.

(4) Any funds in the Utility Bonds Debt Service Fund are pledged only to pay the debt service on the outstanding utility bonds and any additional utility bonds and are not pledged to pay debt service on the Bonds. Likewise, any funds in the Road Bonds Debt Service Fund are pledged only to pay the debt service on the Bonds, the outstanding road bonds and any additional road bonds. Neither Texas law nor the orders authorizing the issuance of the outstanding bonds require the District to maintain any minimum balance in the Road Debt Service Fund and the Utility Debt Service Fund. Net of upcoming \$383,104 outstanding road bonds debt service payments and \$128,600 outstanding utility bonds debt service payments due on September 1, 2019.

(5) See "TAX DATA." The tax rate consists of a maintenance and operations tax rate of \$0.2581, a debt service tax rate of \$0.4004 to make debt service payments on the Bonds, the outstanding road bonds and any additional road bonds issued in the future and a debt service tax rate of \$0.1915 to make debt service payments on the outstanding utility bonds and any additional utility bonds issued in the future. The District has established a separate road bonds debt service fund and a separate utility bonds debt service fund. Taxes collected and deposited to the Road Bonds Debt Service fund cannot be used to pay debt service on the outstanding utility bonds or any future utility bonds. Likewise, taxes collected and deposited to the Utility Bonds Debt Service fund cannot be used to pay debt service on the Bonds, the outstanding road bonds or any future road bonds. For Tax Year 2019, the District will consider a maintenance and operations tax rate of \$0.2670, a debt service tax rate of \$0.4343 to make debt service payments on the Bonds, the outstanding road bonds and any additional road bonds issued in the future and a debt service tax rate of \$0.1487 to make debt service payments on the outstanding utility bonds and any additional utility bonds issued in the future.

(6) As reported by the Developer.

INVESTMENTS OF THE DISTRICT

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

ESTIMATED OVERLAPPING DEBT

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

| Taxing Jurisdiction | 2018 Taxable Assessed Value ⁽¹⁾ | 2018 Total Tax Rate | Total GO Debt as of 8/15/2019 | Estimated % Applicable | District's Overlapping Debt as of 8/15/2019 |
|--|---|---------------------------|--|------------------------------|---|
| The District | \$ 113,805,116 | \$ 0.8500 | \$ 13,610,000 ⁽²⁾ | 100.00% | \$ 13,610,000 |
| Hunt County | 6,066,806,986 | 0.5119 | 7,375,000 | 1.88% | 138,345 |
| Hunt Memorial Hospital District | 6,011,516,992 | 0.2356 | 19,575,000 | 1.89% | 370,578 |
| Royse City Independent School District | 1,988,909,086 | 1.6700 | 147,226,705 | 5.72% | 8,424,293 |
| | | <u>\$ 3.2675</u> | | | <u>\$ 22,543,216</u> |
| Ratio of Direct and Overlapping Debt to the District's 2018 Certified Net Taxable Assessed Valuation | | | | | 19.81% |
| Ratio of Direct and Overlapping Debt to the District's 2019 Certified Net Taxable Assessed Valuation | | | | | 17.70% |

(1) Taxable Assessed Values and Tax Rates as reported by Hunt County Appraisal District; as well as the Rockwall Central Appraisal District and Collin Central Appraisal District for purposes of Royse City Independent School District. 2019 Taxable Assessed Values for overlapping entities are not currently available.

(2) Includes the Bonds.

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

The Bonds and the Outstanding Bonds are payable from the levy of an annual ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenues, if any, derived from the operation of the District's water and sewer operations are not pledged to the payment of the Bonds but are available for any lawful purpose including payment of debt service on the Bonds, at the discretion and upon action of the Board. It is not anticipated that any significant operating revenues will be available for the payment of debt service on the Bonds. The following summary of the District's Governmental and Proprietary Funds shows net revenues of the District and its Utility System. In accordance with the TCEQ recommended procedures, such figures do not include Governmental Fund depreciation expense. Such summaries have been derived from the District's Fiscal Year End Annual Audit for 2014, 2015, 2016, 2017 and 2018. See "APPENDIX B – FINANCIAL STATEMENT OF THE DISTRICT FOR THE YEAR ENDED SEPTEMBER 30, 2018."

| | Fiscal Year Ended September 30, | | | | | |
|--|---------------------------------|---------------------|-------------------|--------------------|--------------------|-------------------|
| | 2019 ⁽¹⁾ | 2018 | 2017 | 2016 | 2015 | 2014 |
| REVENUES | | | | | | |
| Property Taxes | \$ 284,805 | \$ 154,880 | \$ 194,882 | \$ 82,553 | \$ 49,612 | \$ 167,461 |
| Penalty and Interest | - | 2,806 | 104,835 | 36,522 | 1,526 | 820 |
| Tap Connection Fees | - | - | - | 27,000 | 8,000 | 5,300 |
| Investment Revenues | 5,355 | 1,891 | 1,593 | 1,972 | 1,030 | 1,004 |
| Total Revenues | <u>\$ 290,160</u> | <u>\$ 159,577</u> | <u>\$ 301,310</u> | <u>\$ 148,047</u> | <u>\$ 60,168</u> | <u>\$ 174,585</u> |
| EXPENDITURES | | | | | | |
| Professional Fees | \$ 123,596 | \$ 253,923 | \$ 177,611 | \$ 121,254 | \$ 96,628 | \$ 82,842 |
| Contracted Services | 4,736 | 18,196 | 11,613 | 11,140 | 6,194 | 8,353 |
| Utilities | 11,890 | 20,260 | 22,216 | 17,937 | 21,478 | 21,049 |
| Other | 107,398 | 15,160 | 13,203 | 16,240 | 21,574 | 17,500 |
| Debt Service | - | - | - | - | - | - |
| Total Expenditures | <u>\$ 247,620</u> | <u>\$ 307,539</u> | <u>\$ 224,643</u> | <u>\$ 166,571</u> | <u>\$ 145,874</u> | <u>\$ 129,744</u> |
| Excess (Deficiency) of Revenues over Expenditures | <u>\$ 42,540</u> | <u>\$ (147,962)</u> | <u>\$ 76,667</u> | <u>\$ (18,524)</u> | <u>\$ (85,706)</u> | <u>\$ 44,841</u> |
| Other Financing Sources (Uses) | | | | | | |
| Transfers In (Out) | \$ - | \$ 26,028 | \$ - | \$ - | \$ - | \$ - |
| Developer Contributions | - | - | - | 213,200 | - | 8,696 |
| Net Change in Fund Balance | <u>\$ 42,540</u> | <u>\$ (121,934)</u> | <u>\$ 76,667</u> | <u>\$ 194,676</u> | <u>\$ (85,706)</u> | <u>\$ 53,537</u> |
| Beginning Fund Balance (Deficit) | <u>202,269</u> | <u>324,203</u> | <u>247,536</u> | <u>52,860</u> | <u>138,566</u> | <u>85,029</u> |
| Ending Fund Balance (Deficit) | <u>\$ 244,809</u> | <u>\$ 202,269</u> | <u>\$ 324,203</u> | <u>\$ 247,536</u> | <u>\$ 52,860</u> | <u>\$ 138,566</u> |

(1) Unaudited year-to-date as of June 2019 as reported by the District's bookkeeper on July 10, 2019. Other Expenditures includes \$100,000 payment to the City of Royse City for fire, police and emergency services.

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DEBT SERVICE REQUIREMENTS

| Calendar Year Ending 31-Dec | Outstanding Debt Service | | | The Bonds ⁽¹⁾ | | | Total Unlimited Tax Debt Service | % of Principal Retired |
|--------------------------------------|--------------------------|---------------------|----------------------|--------------------------|---------------------|---------------------|--|------------------------------|
| | Principal | Interest | Total D/S | Principal | Interest | Total D/S | | |
| | 2019 | \$ 310,000 | \$ 430,262 | \$ 740,262 | \$ - | \$ - | | |
| 2020 | 345,000 | 395,096 | 740,096 | - | 80,781 | 80,781 | 820,878 | |
| 2021 | 355,000 | 384,871 | 739,871 | - | 77,344 | 77,344 | 817,215 | |
| 2022 | 365,000 | 373,969 | 738,969 | - | 77,344 | 77,344 | 816,313 | |
| 2023 | 375,000 | 362,236 | 737,236 | 95,000 | 77,344 | 172,344 | 909,580 | 13.56% |
| 2024 | 385,000 | 349,794 | 734,794 | 100,000 | 74,019 | 174,019 | 908,813 | |
| 2025 | 395,000 | 336,674 | 731,674 | 100,000 | 71,019 | 171,019 | 902,693 | |
| 2026 | 410,000 | 322,894 | 732,894 | 105,000 | 68,019 | 173,019 | 905,913 | |
| 2027 | 420,000 | 307,964 | 727,964 | 110,000 | 64,869 | 174,869 | 902,833 | |
| 2028 | 435,000 | 292,426 | 727,426 | 115,000 | 61,569 | 176,569 | 903,995 | 32.48% |
| 2029 | 450,000 | 277,288 | 727,288 | 120,000 | 58,119 | 178,119 | 905,406 | |
| 2030 | 470,000 | 261,145 | 731,145 | 120,000 | 55,719 | 175,719 | 906,864 | |
| 2031 | 485,000 | 243,745 | 728,745 | 125,000 | 53,319 | 178,319 | 907,064 | |
| 2032 | 505,000 | 225,245 | 730,245 | 125,000 | 50,819 | 175,819 | 906,064 | |
| 2033 | 525,000 | 205,945 | 730,945 | 130,000 | 48,319 | 178,319 | 909,264 | 54.92% |
| 2034 | 545,000 | 185,460 | 730,460 | 135,000 | 45,556 | 180,556 | 911,016 | |
| 2035 | 570,000 | 164,166 | 734,166 | 140,000 | 42,519 | 182,519 | 916,685 | |
| 2036 | 595,000 | 137,926 | 732,926 | 145,000 | 39,194 | 184,194 | 917,120 | |
| 2037 | 625,000 | 110,501 | 735,501 | 145,000 | 35,569 | 180,569 | 916,070 | |
| 2038 | 650,000 | 81,541 | 731,541 | 155,000 | 31,944 | 186,944 | 918,485 | 82.15% |
| 2039 | 685,000 | 51,300 | 736,300 | 155,000 | 28,069 | 183,069 | 919,369 | |
| 2040 | 710,000 | 26,113 | 736,113 | 160,000 | 24,000 | 184,000 | 920,113 | |
| 2041 | - | - | - | 170,000 | 19,800 | 189,800 | 189,800 | |
| 2042 | - | - | - | 175,000 | 15,125 | 190,125 | 190,125 | |
| 2043 | - | - | - | 185,000 | 10,313 | 195,313 | 195,313 | 98.60% |
| 2044 | - | - | - | 190,000 | 5,225 | 195,225 | 195,225 | 100.00% |
| | <u>\$ 10,610,000</u> | <u>\$ 5,526,561</u> | <u>\$ 16,136,561</u> | <u>\$ 3,000,000</u> | <u>\$ 1,215,913</u> | <u>\$ 4,215,913</u> | <u>\$ 20,352,474</u> | |

(1) Net Effective Interest Rate calculated at 2.75%.

Estimated Average Debt Service (2020-2044).....\$784,488

Estimated Maximum Debt Service (2040).....\$920,113

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TAX DATA

AUTHORIZED TAXES

Debt Service Tax . . . The Board covenants in the Bond Order to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. For 2018 the District levied a debt service tax in the amount of \$0.5919 per \$100 of assessed valuation. See "Historical Tax Collections" below, "TAXING PROCEDURES," and "RISK FACTORS–Factors Affecting Taxable Values and Tax Payments."

Maintenance Tax . . . The Board has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District's improvements, if such maintenance tax is authorized by a vote of the District's electors. On September 13, 2003, voters in the District authorized the Board to levy such a maintenance tax at an unlimited rate and amount. Such tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds, the Outstanding Bonds and any additional debt service or contract tax for additional bonds which may be issued in the future. For 2018 the District levied a maintenance tax in the amount of \$0. 2581 per \$100 assessed valuation.

TAX EXEMPTIONS

The District has not granted any tax exemptions for property located within the District.

HISTORICAL TAX COLLECTIONS

The following statement of tax collections sets forth in condensed form a portion of the historical tax experience of the District. Such table has been prepared for inclusion herein, based upon information obtained from the District's Tax Assessor/Collector. Reference is made to such statements and records for further and complete information.

| Fiscal Tax Year Year Ended | Taxable Assessed Valuation ⁽¹⁾ | Total Tax Rate | Distribution | | Tax Levy | % of Current Tax Collections to Tax Levy | % of Total Tax Collections to Tax Levy |
|----------------------------------|---|----------------------|-----------------|------------------------------|------------|---|---|
| | | | General Fund | Interest and Sinking Fund | | | |
| 2014 2015 | \$57,332,724 | \$ 0.8500 | \$ 0.1072 | \$ 0.7428 | \$ 487,429 | 94.45% | 102.08% |
| 2015 2016 | 70,346,673 | 0.8500 | 0.1083 | 0.7417 | 603,992 | 83.31% | 101.16% |
| 2016 2017 | 87,221,911 | 0.8500 | 0.2030 | 0.6470 | 740,263 | 100.05% | 118.12% |
| 2017 2018 | 100,082,820 | 0.8500 | 0.1550 | 0.6950 | 849,374 | 100.00% | 100.03% |
| 2018 2019 | 113,805,115 | 0.8500 | 0.2581 | 0.5919 | 965,893 | 96.96% ⁽²⁾ | 97.08% ⁽²⁾ |

(1) As reported by the Hunt Central Appraisal District.

(2) Collections as of July 2019.

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SIGNIFICANT TAXPAYERS

The following table represents the significant taxpayers, the type of property, the taxable assessed value of such property, and such property's appraised value as a percentage of the 2018 Certified Taxable Appraised Valuation of \$113,805,115. This represents ownership as of January 1, 2018 as the tax year 2019 major taxpayer data is not available at this time. See "RISK FACTORS — Factors Affecting Taxable Values and Tax Payments – Dependence on Major Taxpayers."

| Name of Taxpayer | Nature of Property | 2018/2019 Taxable Assessed Valuation | % of Total Taxable Assessed Valuation |
|--|-------------------------|---|--|
| One Verandah LP ^(a) | Real Estate/Development | \$ 4,804,150 | 4.22% |
| Centurion Acquisitions LP ^(a) | Real Estate/Development | 2,862,640 | 2.52% |
| CTMGT Verandah LLC ^(a) | Real Estate/Development | 1,163,490 | 1.02% |
| D R Horton - Texas Ltd | Real Estate/Development | 761,536 | 0.67% |
| Basit Shazia | Individual | 372,780 | 0.33% |
| Texas Size Properties LP | Real Estate/Development | 359,120 | 0.32% |
| Eshen Estate LLC | Real Estate/Development | 355,600 | 0.31% |
| Smith Pamela T. | Individual | 348,630 | 0.31% |
| 165 Howe LP | Real Estate/Development | 342,070 | 0.30% |
| 19 Properties LLC | Real Estate/Development | 337,160 | 0.30% |
| | | \$ 11,707,176 | 10.29% |

(a) Related parties.

Note: As provided by Hunt County Appraisal District.

TAX ADEQUACY FOR DEBT SERVICE

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 taxable assessed valuation which would be required to meet average annual and maximum debt service requirements if no growth in the District's tax base occurred beyond the 2019 Certified Net Taxable Assessed Valuation of \$127,342,754. The calculations contained in the following table merely represent the tax rates required to pay debt service on the Bonds when due, assuming no further increase or any decrease in taxable values in the District, collection of ninety-seven percent (97%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See "RISK FACTORS—Factors Affecting Taxable Values and Tax Payments."

| | |
|--|------------|
| Annual Debt Service Requirement (2020) | \$ 820,878 |
| Average Annual Debt Service Requirement (2020-2044) | \$ 784,488 |
| Maximum Annual Debt Service Requirement (2040) | \$ 920,113 |
| Based upon the 2019 Certified Net Taxable Assessed Valuation | |
| Tax Rate Required to Pay Annual Debt Service Requirement (2020) | \$ 0.6646 |
| Tax Rate Required to Pay Average Annual Debt Service Requirement (2020-2044) | \$ 0.6351 |
| Tax Rate Required to Pay Maximum Annual Debt Service Requirement (2040) | \$ 0.7449 |

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TAXING PROCEDURES

AUTHORITY TO LEVY TAXES

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds and any additional bonds payable from taxes which the District may hereafter issue (see "RISK FACTORS–Future Debt") and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy, assess, and collect such a tax from year-to-year as described more fully herein under "THE BONDS–Source of Payment." Under Texas law, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District and its System and contract taxes. See "TAX DATA – Authorized Taxes – "Debt Service Tax" and "Maintenance Tax".

PROPERTY TAX CODE AND COUNTY-WIDE APPRAISAL DISTRICT

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

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

PROPERTY SUBJECT TO TAXATION BY THE DISTRICT

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes, and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; certain goods, wares, and merchandise in transit; farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; and most individually owned automobiles. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemption by the District. Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of taxable valuation depending upon the disability rating of the veteran, and qualifying surviving spouses of persons 65 years of age or older will be entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse. A veteran who receives a disability rating of 100% and, subject to certain conditions, the surviving spouse of such a veteran, is entitled to the exemption for the full amount of the veteran's residential homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption of the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if (i) the residence homestead was donated by a charitable organization at no cost to the disabled veteran or, effective January 1, 2018, (ii) the residence was donated by a charitable organization at some cost to the disabled veteran if such cost is less than or equal to fifty percent (50%) of the total good faith estimate of the market value of the residence as of the date the donation is made. Also, the surviving spouse of (i) a member of the armed forces or, effective January 1, 2018, (ii) a first responder as defined under Texas law, who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to 20% of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but must be adopted by April 30, in any given year. The District has never granted a general residential homestead exemption.

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

property which are covered by the Freeport Exemption, if, for tax year 2011 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption is limited to tangible personal property acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property, but may choose to exempt same in the future by further official action.

AGRICULTURAL, OPEN SPACE, TIMBERLAND AND INVENTORY DEFERMENT

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land's capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including such taxes for a period of three (3) years to five (5) years for agricultural use, timberland or open space land prior to the loss of the designation. According to the District's Tax Assessor/Collector, as of July 10, 2019, less than one acre within the District was designated for agricultural use, open space, inventory deferment, or timberland.

TAX ABATEMENT

Hunt County has the ability to designate part of the area within the District as a reinvestment zone. Thereafter, Hunt County, Hunt Memorial Hospital District, the City of Royse City (if it were to annex the District), and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatements to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten years, all or any part of any increase in the appraised valuation of property covered by the agreement over its appraised valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement agreement. The terms of all tax abatement agreements must be substantially the same. The District has not entered into any tax abatement agreements and Hunt County has not designated any of the area within the District as a reinvestment zone.

VALUATION OF PROPERTY FOR TAXATION

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

Nevertheless, certain land may be appraised at less than market value under the Property Tax Code. The Texas Constitution limits increases in the appraised value of residence homesteads to 10% annually regardless of the market value of the property. The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation, or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all real property in the Appraisal District at least once every three years. It is not known what frequency of reappraisal will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense has the right to obtain from the Appraisal District a current estimate of

appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the Appraisal District chooses formally to include such values on its appraisal roll.

DISTRICT AND TAXPAYER REMEDIES

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

ROLLBACK OF OPERATION AND MAINTENANCE TAX RATE

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

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

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

Special Taxing Units

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

Developed Districts

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

Developing Districts

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

The District

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

LEVY AND COLLECTION OF TAXES

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. Taxes are due October 1, or when billed, whichever comes later, and become delinquent after January 31 of the following year. However, a person who is 65 years of age or older or disabled is entitled by law to pay current taxes on his residential homestead in installments or to receive a deferred or abatement of delinquent taxes without penalty during the time he owns or occupies his property as his residential homestead. A delinquent tax incurs a penalty of 6% of the amount of the tax for the first calendar month it is delinquent, plus 1% for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of 12% regardless of the number of months the tax has been delinquent and incurs an additional penalty of up to 20% if imposed by the District. The delinquent tax also accrues interest at a rate of 1% for each month or portion of a month it remains unpaid. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, may be rejected. The District has rejected such provisions and does not permit split payments nor provide discounts for early payments.

DISTRICT'S RIGHTS IN THE EVENT OF TAX DELINQUENCIES

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

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights or by bankruptcy proceedings which restrict the collection of taxpayer debts. A taxpayer may redeem property within two years for residential and agricultural use property and within six months for all other types of property after the purchaser's deed issued at the foreclosure sale is filed in the county records. See "RISK FACTORS — General, — "Tax Collection Limitations and Foreclosure Remedies", and – "Registered Owners' Remedies and Bankruptcy Limitations."

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 enforcement of liens for post-petition taxes 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.

LEGAL MATTERS

LEGAL PROCEEDINGS

Delivery of the Bonds will be accompanied by the unqualified approving legal opinion of the Attorney General to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas payable from the proceeds of a continuing direct annual ad valorem tax levied by the District, without legal limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the legal opinion of Bond Counsel, to a like effect and addressing the matters described below under "TAX MATTERS".

Bond Counsel has reviewed the information appearing in this Official Statement under "THE BONDS," (excluding information on the Book-Entry-Only-System) "THE DISTRICT—General," "MANAGEMENT – Bond Counsel" and "MANAGEMENT – General Counsel", "TAXING PROCEDURES," "LEGAL MATTERS," and "CONTINUING DISCLOSURE OF INFORMATION" (with the exception of "Compliance with Prior Undertakings") solely to determine whether such information fairly summarizes matters of law and the provisions of the documents referred to therein. General Counsel has reviewed the information under "THE DISTRICT". Bond Counsel and General Counsel have not, however, independently verified any of the

factual information contained in this Official Statement nor has either conducted an investigation of the affairs of the District or the Developer for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon Bond Counsel's limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

Winstead PC, Dallas, Texas, serves as Bond Counsel and General Counsel to the District. The legal fees paid to Bond Counsel and for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by its Disclosure Counsel, McCall, Parkhurst & Horton L.L.P., Dallas, Texas.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

NO-LITIGATION CERTIFICATE

The District will furnish the Underwriter a certificate, executed by both the President and Secretary of the Board, and dated as of the date of delivery of the Bonds, to the effect that no litigation of any nature is pending or threatened, either in state or federal courts, contesting or attacking the Bonds, restraining or enjoining the levy, assessment and collection of ad valorem taxes to pay the interest on or the principal of the Bonds, in any manner questioning the authority or proceedings for the issuance, execution or delivery of the Bonds, or affecting the validity of the Bonds or the title of the present officers of the District.

TAX MATTERS

Opinion

Bond Counsel will render its opinion that, under existing law, and assuming compliance with certain covenants and the accuracy of certain representations, discussed below, interest on the Bonds is excludable from gross income for federal income tax purposes and is not subject to the alternative minimum tax on individuals. See APPENDIX B – Form of Bond Counsel's Opinion.

Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") establishes certain requirements that must be met at and subsequent to the issuance of the Bonds in order for interest on the Bonds to be and remain excludable from federal gross income. Included among these continuing requirements are certain restrictions and prohibitions on the use of bond proceeds, yield and other restrictions on the investment of gross proceeds and other amounts, and the arbitrage rebate requirement that certain earnings on gross proceeds be rebated to the federal government. Failure to comply with these continuing requirements may cause interest on the Bonds to become includable in gross income for federal income tax purposes retroactively to the date of their issuance. The District has covenanted to comply with certain procedures, and has made certain representations and certifications designed to assure compliance with these Code requirements. In rendering its opinion, Bond Counsel will rely on these covenants, on representations and certifications of the District relating to matters solely within its knowledge (which Bond Counsel has not independently verified), and will assume continuing compliance by the District.

The statutes, regulations, published rulings, and court decisions on which Bond Counsel has based its opinion are subject to change by Congress, as well as to subsequent judicial and administrative interpretation by courts and the Internal Revenue Service (the "Service"). No assurance can be given that such law or its interpretation will not change in a manner that would adversely affect the tax treatment of receipt or accrual of interest on, or the acquisition, ownership, market value, or disposition of, the Bonds. No ruling concerning the tax treatment of the Bonds has been sought from the Service, and the opinion of Bond Counsel is not binding on the Service. The Service has an ongoing audit program of tax-exempt obligations to determine whether, in the Service's view, interest on such tax-exempt obligations is excludable from gross income for federal income tax purposes. No assurance can be given regarding whether or not the Service will commence an audit of the Bonds. If such an audit were to be commenced, under current procedures, the Service would treat the District as the taxpayer, and owners of the Bonds would have no right to participate in the audit process. In this regard, in responding to or defending an audit with respect to the Bonds, the District might have different or conflicting interests from those of the owners of the Bonds.

In rendering the foregoing opinions, Bond Counsel will rely upon the representations and certifications of the District made in a certificate dated the date of delivery of the Bonds pertaining to the use, expenditure, and investment of the proceeds of the Bonds and will assume continuing compliance with the provisions of the Bond Order subsequent to the issuance of the Bonds. The Order contains covenants by the District with respect to, among other matters, the use of the proceeds of the Bonds, the manner in which the proceeds of the Bonds are to be invested, the reporting of certain information to the United States Treasury, and rebating any arbitrage profits to the United States Treasury. Failure to comply with any of these covenants would cause interest on the Bonds to be includable in the gross income of the owners thereof from date of the issuance of the Bonds.

The opinions set forth above are based on existing law and Bond Counsel's knowledge of relevant facts on the date of issuance of the Bonds. Such opinions are an expression of professional judgment and are not a guarantee of result. Except as stated above,

Bond Counsel expresses no opinion regarding any other federal, state, or local tax consequences under current law or proposed legislation resulting from the receipt or accrual of interest on, or the acquisition, ownership, or disposition of, the Bonds. Further, Bond Counsel assumes no obligation to update or supplement its opinions to reflect any facts or circumstances that may come to its attention or any changes in law that may occur after the issuance date of the Bonds. In addition, Bond Counsel has not undertaken to advise in the future whether any events occurring after the issuance date of the Bonds may affect the tax-exempt status of interest on the Bonds.

Original Issue Discount

Certain of the Bonds (the “Discount Bonds”) may be offered and sold to the public at an “original issue discount” (“OID”). OID is the excess of the stated redemption price at maturity (the principal amount) over the “issue price” of such Bonds. In general, the issue price of Discount Bonds is the first price at which a substantial amount of Discount Bonds of the same maturity are sold to the public (other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers).

For federal income tax purposes, OID accrues to the owner of a Discount Bond over such Discount Bond’s period to maturity based on the constant interest rate method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). Bond Counsel is of the opinion that the portion of OID that accrues during the ownership period of a Discount Bond (i) is interest excludable from the owner’s gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as is other interest on the Bonds, and (ii) is added to the owner’s tax basis for purposes of determining gain or loss on the maturity, redemption, sale, or other disposition of that Discount Bond. OID may be treated as continuing to accrue even if payment of the Discount Bonds becomes doubtful in the event that the District encounters financial difficulties, and it is treated as interest earned by cash-basis owners, even though no cash corresponding to the accrual is received in the year of accrual. An owner’s adjusted basis in a Discount Bond is increased by accrued OID for purposes of determining gain or loss on sale, exchange, or other disposition of such Discount Bond.

The federal income tax consequences of the acquisition, ownership, redemption, sale, or other disposition of Discount Bonds not purchased in the initial offering at the initial offering price may be determined according to rules different from those described above. Owners of such Discount Bonds should consult their tax advisors regarding the federal, state, and local income tax treatment and consequences of acquisition, ownership, redemption, sale, or other disposition of such Discount Bonds.

Original Issue Premium

Certain maturities of the Bonds (the “Premium Bonds”) may be offered and sold to the public at prices greater than their stated redemption prices (the principal amount) payable at maturity (“Bond Premium”). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner’s yield over the remaining term of the Premium Bond determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner’s regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner’s original acquisition cost. Owners of any Premium Bonds should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

Collateral Tax Consequences Summary

The following discussion is a brief discussion of certain collateral federal income tax consequences resulting from the purchase, ownership, or disposition of the Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of a Bond. This discussion is based on existing statutes, regulations, published rulings, and court decisions, all of which are subject to change or modification, retroactively. Prospective investors should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. PROSPECTIVE INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE,

OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

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

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

State, Local, and Foreign Taxes

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

Changes in Law

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under federal or state law or otherwise prevent Owners of the Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Bonds.

Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

QUALIFIED TAX-EXEMPT OBLIGATIONS FOR FINANCIAL INSTITUTIONS

The District has designated the Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code. "Qualified tax-exempt obligations" under Section 265(b)(3) of the Code affords banks and certain other financial institutions more favorable treatment of their deduction for interest expense than would otherwise be allowed under Section 265(b)(2) of the Code.

PREPARATION OF OFFICIAL STATEMENT

SOURCES AND COMPILATION OF INFORMATION

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

FINANCIAL ADVISOR

Hilltops Securities Inc., has been engaged as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the Official Statement. In its capacity as Financial Advisor, Hilltops Securities Inc. has compiled and edited this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

CONSULTANTS

In approving this Official Statement the District has relied upon the following consultants.

Tax Assessor/Collector: The information contained in this Official Statement relating to the breakdown of the District's historical assessed value and significant taxpayers, including particularly such information contained in the section entitled "TAX DATA" has been provided by the Hunt County Tax Assessor-Collector and is included herein in reliance upon the authority of such individual as an expert in assessing property values and collecting taxes.

Engineer: The information contained in this Official Statement relating to engineering and to the description of the facilities and, in particular that information included in the sections entitled "THE DISTRICT," and "THE ROAD, WATER, WASTEWATER, AND DRAINAGE FACILITIES" has been provided by Pettit and Associates, LLC., and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

Auditor: The District's audited financial statements for the year ended September 30, 2018, were prepared by McCall Gibson Swedlund Barfoot PLLC, Certified Public Accountants. See "APPENDIX A" for a copy of the District's September 30, 2018 financial statements.

UPDATING THE OFFICIAL STATEMENT

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

CERTIFICATION OF OFFICIAL STATEMENT

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

CONTINUING DISCLOSURE OF INFORMATION

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

ANNUAL REPORTS

The information to be updated with respect to the District and such other persons includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement included under the headings "DEBT AND FINANCIAL INFORMATION" (except for "Estimated Overlapping Debt"), "TAX DATA," and in Appendix A (the Audit). The District will update and provide this information within six months after the end of each of its fiscal years.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by Rule 15c2-12 (the "Rule") of the United States Securities and Exchange Commission (the "SEC"). The updated information will include audited financial statements for the District, if it commissions an audit and the audit is completed by the required time. If the audit of such financial statements is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year within such six-month period, and audited financial statements when the audit report on such statements becomes available. Any such financial statements will be prepared in accordance with

the accounting principles described in the Bond Order, or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The District's fiscal year ends on September 30. Therefore, the District must provide updated information by March 31 in each year thereafter, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

NOTICE OF CERTAIN EVENTS

The District will file notice of any of the following events with respect to the Bonds to the MSRB in a timely manner and not more than ten (10) 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 Bonds, or other material events affecting the tax status of the Bonds;
7. Modifications to the rights of holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or other similar event of the District;
13. The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of the trustee, if material;
15. Incurrence of a financial obligation of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District, any of which affect Bondholders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the District, any of which reflect financial difficulties.

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

The term "material" as used above has the meaning ascribed to it under federal securities laws.

The term "financial obligation" as used above means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term "financial obligation" shall not include municipal securities (as defined in the Securities Exchange Act of 1934, as amended) as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule. The District

intends to use the words used in items 15 and 16 and the definition of "financial obligation" in this Section to have the same meanings as when they are used in the Rule, as evidenced, for example, by SEC Release No. 24-83885, dated August 20, 2018.

Notice of Failure to Timely File . . . The District also will notify the MSRB, in a timely manner, of any failure by the District to provide financial information or operating data in accordance with the provisions described above.

AVAILABILITY OF INFORMATION

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

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

COMPLIANCE WITH PRIOR UNDERTAKINGS

During the last five years, the District has been in compliance in all material aspects with its previous continuing disclosure undertakings.

MISCELLANEOUS

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

/S/ JOSEPH COUNTER

President, Board of Directors
Verandah Municipal Utility District of Hunt County

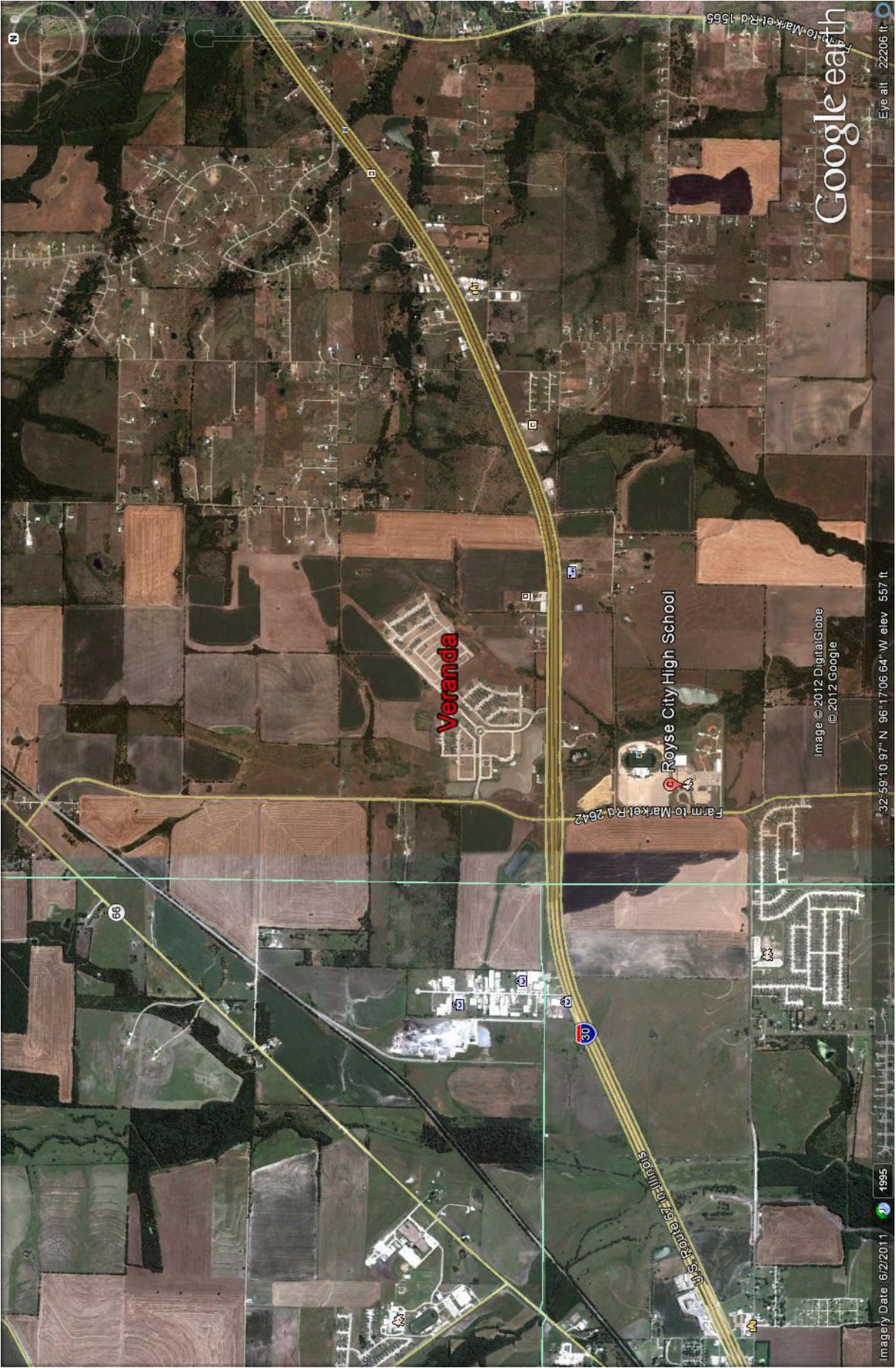
ATTEST:

/S/ KURT SCHMITZ

Secretary, Board of Directors
Verandah Municipal Utility District of Hunt County

LOCATION MAP

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Google earth

Eye alt 22206 ft

Veranda

Royse City High School

Image © 2012 DigitalGlobe
© 2012 Google

32°59.10 97° N 96°17'06.64" W elev 557 ft

Imagery Date: 6/2/2011 1995

Farm to Market Rd 1595

Farm to Market Rd 2642

U.S. ROUTE 30

66

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PHOTOGRAPHS OF IMPROVEMENTS WITHIN THE DISTRICT

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APPENDIX A

Excerpts from the Financial Statement of the District for the Year Ended September 30, 2018

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McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

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(713) 462-0341
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E-Mail: mgsb@mgsbpllc.com

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

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Verandah Municipal Utility
District of Hunt County
Hunt County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Verandah Municipal Utility District of Hunt County (the "District"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

Board of Directors
Verandah Municipal Utility
District of Hunt County

Opinions

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

Other Matters

Required Supplementary Information

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

Other Information

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

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

February 7, 2019

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

Management’s discussion and analysis of Verandah Municipal Utility District of Hunt County’s (the “District”) financial performance provides an overview of the District’s financial activities for the fiscal year ended September 30, 2018. Please read it in conjunction with the District’s financial statements.

USING THIS ANNUAL REPORT

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

GOVERNMENT-WIDE FINANCIAL STATEMENTS

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

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

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

FUND FINANCIAL STATEMENTS

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

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

FUND FINANCIAL STATEMENTS (Continued)

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

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

NOTES TO THE FINANCIAL STATEMENTS

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

OTHER INFORMATION

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

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, liabilities exceeded assets and deferred outflows of resources by \$5,455,064 as of September 30, 2018.

A portion of the District's net position reflects its net investment in capital assets (e.g. water, wastewater, and drainage facilities, streets and bridges, less any debt used to acquire those assets that is still outstanding).

The following is a comparative analysis of government-wide changes in net position:

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

| | Summary of Changes in the Statement of Net Position | | |
|---|---|-----------------------|----------------------------------|
| | 2018 | 2017 | Change Positive (Negative) |
| Current and Other Assets | \$ 2,070,089 | \$ 1,108,171 | \$ 961,918 |
| Capital Assets (Net of Accumulated Depreciation) | <u>9,010,152</u> | <u>9,267,129</u> | <u>(256,977)</u> |
| Total Assets | <u>\$ 11,080,241</u> | <u>\$ 10,375,300</u> | <u>\$ 704,941</u> |
| Deferred Outflows of Resources | <u>\$ 239,729</u> | <u>\$ 254,776</u> | <u>\$ (15,047)</u> |
| Long-Term Liabilities | \$ 10,319,692 | \$ 7,291,780 | \$ (3,027,912) |
| Due to Developers | 5,846,492 | 7,475,473 | 1,628,981 |
| Other Liabilities | <u>608,850</u> | <u>443,211</u> | <u>(165,639)</u> |
| Total Liabilities | <u>\$ 16,775,034</u> | <u>\$ 15,210,464</u> | <u>\$ (1,564,570)</u> |
| Net Position: | | | |
| Net Investment in Capital Assets | \$ (6,452,027) | \$ (5,042,676) | \$ (1,409,351) |
| Restricted | 983,395 | 483,203 | 500,192 |
| Unrestricted | <u>13,568</u> | <u>(20,915)</u> | <u>34,483</u> |
| Total Net Position | <u>\$ (5,455,064)</u> | <u>\$ (4,580,388)</u> | <u>\$ (874,676)</u> |

The following table provides a comparative analysis of the District's operations for the years ended September 30, 2018, and September 30, 2017.

| | Summary of Changes in the Statement of Activities | | |
|---------------------------------|---|-----------------------|----------------------------------|
| | 2018 | 2017 | Change Positive (Negative) |
| Revenues: | | | |
| Property Taxes | \$ 849,373 | \$ 749,536 | \$ 99,837 |
| Other Revenues | <u>11,175</u> | <u>102,747</u> | <u>(91,572)</u> |
| Total Revenues | <u>\$ 860,548</u> | <u>\$ 852,283</u> | <u>\$ 8,265</u> |
| Expenses for Services | <u>(1,735,224)</u> | <u>(1,031,239)</u> | <u>(703,985)</u> |
| Change in Net Position | \$ (874,676) | \$ (178,956) | \$ (695,720) |
| Net Position, Beginning of Year | <u>(4,580,388)</u> | <u>(4,401,432)</u> | <u>(178,956)</u> |
| Net Position, End of Year | <u>\$ (5,455,064)</u> | <u>\$ (4,580,388)</u> | <u>\$ (874,676)</u> |

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUND

The District's combined fund balances as of the fiscal year ended September 30, 2018, were \$1,920,543, an increase of \$926,257 from the prior year.

The General Fund fund balance decreased by \$121,934, primarily due to operating expenditures exceeding property tax revenues.

The Debt Service Fund fund balance increased by \$435,175, primarily due to the structure of the debt service requirements and the sale of Series 2018 Utility bonds.

The Capital Projects Fund fund balance increased by \$613,016, primarily due to the sale of Series 2018 Utility bonds.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of Directors did not amend the budget during the current fiscal year. Actual excess revenues over expenditures were \$265,558 less than budgeted.

CAPITAL ASSETS

The District operates as an alter-ego of the City of Royse City, Texas (the "City"). In this arrangement, the facilities constructed or acquired by the District are conveyed to the City. The City maintains and operates the facilities for the benefit of the residents of the District.

Capital Assets At Year-End, Net of Accumulated Depreciation

| | 2018 | 2017 | Change Positive (Negative) |
|--|---------------------|---------------------|----------------------------------|
| Capital Assets, Net of Accumulated Depreciation: | | | |
| Streets and Bridges | \$ 4,606,853 | \$ 4,735,985 | \$ (129,132) |
| Water System | 702,436 | 721,572 | (19,136) |
| Wastewater System | 2,160,797 | 2,225,494 | (64,697) |
| Drainage System | 1,540,066 | 1,584,078 | (44,012) |
| Total Net Capital Assets | <u>\$ 9,010,152</u> | <u>\$ 9,267,129</u> | <u>\$ (256,977)</u> |

Additional information on the District's capital assets can be found in Note 6 of this report.

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

LONG-TERM DEBT ACTIVITY

At the end of the current fiscal year, the District had total long-term debt payable of \$10,710,000.

The changes in the debt position of the District during the fiscal year ended September 30, 2018, are summarized as follows:

| | |
|---------------------------------------|----------------------|
| Bond Debt Payable, October 1, 2017 | \$ 7,550,000 |
| Add: Bond Sale - Series 2018 | 3,375,000 |
| Less: Bond Principal Paid | <u>215,000</u> |
| Bond Debt Payable, September 30, 2018 | <u>\$ 10,710,000</u> |

The District’s bonds are not rated. The Series 2018 Utility Bonds carry an insured rating of “AA” by S&P based on a policy issued by Build America Mutual Assurance Company.

CONTACTING THE DISTRICT’S MANAGEMENT

This financial report is designed to provide a general overview of the District’s finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Verandah Municipal Utility District of Hunt County, c/o Winstead PC, 2728 N. Harwood Street, Dallas, Texas 75201.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
SEPTEMBER 30, 2018

| | General Fund | Debt Service Fund |
|---|-------------------|----------------------|
| ASSETS | | |
| Cash | \$ 67,283 | \$ 131,441 |
| Investments | 316,533 | 863,316 |
| Receivables: | | |
| Property Taxes | 5 | 88 |
| Penalty and Interest on Delinquent Taxes | | |
| Other | 1,400 | |
| Due from Other Funds | 4,562 | 47,913 |
| Capital Assets (Net of Accumulated Depreciation) | | |
| TOTAL ASSETS | \$ 389,783 | \$ 1,042,758 |
| DEFERRED OUTFLOWS OF RESOURCES | | |
| Deferred Charges on Refunding Bonds | \$ - 0 - | \$ - 0 - |
| TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES | \$ 389,783 | \$ 1,042,758 |
| LIABILITIES | | |
| Accounts Payable | \$ 59,596 | \$ |
| Accrued Interest Payable | | |
| Due to Developers | | |
| Due to Other Funds | 47,913 | 426 |
| Unearned Tap Revenues | 80,000 | |
| Accrued Bond Interest Received at Time of Sale | | 9,540 |
| Long-Term Liabilities: | | |
| Due Within One Year | | |
| Due After One Year | | |
| TOTAL LIABILITIES | \$ 187,509 | \$ 9,966 |
| DEFERRED INFLOWS OF RESOURCES | | |
| Property Taxes | \$ 5 | \$ 88 |
| FUND BALANCES | | |
| Restricted for Authorized Construction | \$ | \$ |
| Restricted for Debt Service | | 1,032,704 |
| Unassigned | 202,269 | |
| TOTAL FUND BALANCES | \$ 202,269 | \$ 1,032,704 |
| TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES | \$ 389,783 | \$ 1,042,758 |
| NET POSITION | | |
| Net Investment in Capital Assets | | |
| Restricted for Debt Service | | |
| Unrestricted | | |
| TOTAL NET POSITION | | |

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

| Capital Projects Fund | Total | Adjustments | Statement of Net Position |
|--------------------------|-------------------------|-----------------------|------------------------------|
| \$ 689,939 | \$ 888,663 1,179,849 | \$ | \$ 888,663 1,179,849 |
| | 93 | | 93 |
| | 1,400 | 84 | 84 |
| | 52,475 | (52,475) | 1,400 |
| | | 9,010,152 | 9,010,152 |
| <u>\$ 689,939</u> | <u>\$ 2,122,480</u> | <u>\$ 8,957,761</u> | <u>\$ 11,080,241</u> |
| <u>\$ - 0 -</u> | <u>\$ - 0 -</u> | <u>\$ 239,729</u> | <u>\$ 239,729</u> |
| <u>\$ 689,939</u> | <u>\$ 2,122,480</u> | <u>\$ 9,197,490</u> | <u>\$ 11,319,970</u> |
| \$ 233 | \$ 59,829 | \$ | \$ 59,829 |
| | | 59,021 | 59,021 |
| | | 5,846,492 | 5,846,492 |
| 4,136 | 52,475 | (52,475) | |
| | 80,000 | | 80,000 |
| | 9,540 | (9,540) | |
| | | 410,000 | 410,000 |
| | | 10,319,692 | 10,319,692 |
| <u>\$ 4,369</u> | <u>\$ 201,844</u> | <u>\$ 16,573,190</u> | <u>\$ 16,775,034</u> |
| <u>\$ -0-</u> | <u>\$ 93</u> | <u>\$ (93)</u> | <u>\$ - 0 -</u> |
| \$ 685,570 | \$ 685,570 | \$ (685,570) | \$ |
| | 1,032,704 | (1,032,704) | |
| | 202,269 | (202,269) | |
| <u>\$ 685,570</u> | <u>\$ 1,920,543</u> | <u>\$ (1,920,543)</u> | <u>\$ - 0 -</u> |
| <u>\$ 689,939</u> | <u>\$ 2,122,480</u> | | |
| | | \$ (6,452,027) | \$ (6,452,027) |
| | | 983,395 | 983,395 |
| | | 13,568 | 13,568 |
| | | <u>\$ (5,455,064)</u> | <u>\$ (5,455,064)</u> |

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

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
SEPTEMBER 30, 2018**

Total Fund Balances - Governmental Funds \$ 1,920,543

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

The difference between the net carrying amount of the refunded bonds and the reacquisition price is recorded as a deferred outflow of resources in the governmental activities and systematically charged to interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter. 239,729

Capital assets used in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds. 9,010,152

Deferred inflows of resources related to property tax revenues and penalty and interest receivables on delinquent taxes for the 2017 and prior tax levies became part of recognized revenues in the governmental activities of the District. 177

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

| | | |
|--|---------------------|-----------------------|
| Due to Developers | \$ (5,846,492) | |
| Accrued Interest Payable | (49,481) | |
| Bonds Payable Within One Year | (410,000) | |
| Bonds Payable After One Year | <u>(10,319,692)</u> | <u>(16,625,665)</u> |
| Total Net Position - Governmental Activities | | <u>\$ (5,455,064)</u> |

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

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**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

| | General Fund | Debt Service Fund |
|--|---------------------|----------------------|
| REVENUES | | |
| Property Taxes | \$ 154,880 | \$ 694,784 |
| Penalty and Interest | 2,806 | |
| Investment Revenues | 1,891 | 6,036 |
| TOTAL REVENUES | \$ 159,577 | \$ 700,820 |
| EXPENDITURES/EXPENSES | | |
| Service Operations: | | |
| Professional Fees | \$ 253,923 | \$ |
| Contracted Services | 18,196 | 14,606 |
| Utilities | 20,260 | |
| Repairs and Maintenance | 831 | |
| Depreciation | | |
| Other | 14,329 | 11 |
| Capital Outlay | | |
| Debt Service: | | |
| Bond Anticipation Note Interest | | |
| Bond Issuance Costs | | |
| Bond Principal | | 215,000 |
| Bond Interest | | 295,040 |
| | | |
| TOTAL EXPENDITURES/EXPENSES | \$ 307,539 | \$ 524,657 |
| EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES | \$ (147,962) | \$ 176,163 |
| OTHER FINANCING SOURCES (USES) | | |
| Transfers In(Out) | \$ 26,028 | \$ |
| Long-Term Debt Issued | | 259,012 |
| Bond Premium | | |
| | | |
| TOTAL OTHER FINANCING SOURCES (USES) | \$ 26,028 | \$ 259,012 |
| NET CHANGE IN FUND BALANCES | \$ (121,934) | \$ 435,175 |
| CHANGE IN NET POSITION | | |
| FUND BALANCES/NET POSITION - OCTOBER 1, 2017 | 324,203 | 597,529 |
| FUND BALANCES/NET POSITION - SEPTEMBER 30, 2018 | \$ 202,269 | \$ 1,032,704 |

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

| Capital Projects Fund | Total | Adjustments | Statement of Activities |
|--------------------------|---------------------|-----------------------|----------------------------|
| \$ | \$ 849,664 | \$ (291) | \$ 849,373 |
| | 2,806 | (136) | 2,670 |
| <u>578</u> | <u>8,505</u> | <u></u> | <u>8,505</u> |
| \$ 578 | \$ 860,975 | \$ (427) | \$ 860,548 |
| \$ | \$ 253,923 | \$ 405,603 | \$ 659,526 |
| 570 | 33,372 | | 33,372 |
| | 20,260 | | 20,260 |
| | 831 | | 831 |
| | | 256,977 | 256,977 |
| | 14,340 | | 14,340 |
| 2,034,584 | 2,034,584 | (2,034,584) | |
| 43,302 | 43,302 | | 43,302 |
| 455,138 | 455,138 | | 455,138 |
| | 215,000 | (215,000) | |
| <u></u> | <u>295,040</u> | <u>(43,562)</u> | <u>251,478</u> |
| \$ 2,533,594 | \$ 3,365,790 | \$ (1,630,566) | \$ 1,735,224 |
| \$ (2,533,016) | \$ (2,504,815) | \$ 2,504,815 | \$ - 0 - |
| \$ (26,028) | \$ | \$ | \$ |
| 3,115,988 | 3,375,000 | (3,375,000) | |
| <u>56,072</u> | <u>56,072</u> | <u>(56,072)</u> | <u></u> |
| \$ 3,146,032 | \$ 3,431,072 | \$ (3,431,072) | \$ - 0 - |
| \$ 613,016 | \$ 926,257 | \$ (926,257) | \$ |
| | | (874,676) | (874,676) |
| <u>72,554</u> | <u>994,286</u> | <u>(5,574,674)</u> | <u>(4,580,388)</u> |
| \$ <u>685,570</u> | \$ <u>1,920,543</u> | \$ <u>(7,375,607)</u> | \$ <u>(5,455,064)</u> |

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

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

| | | |
|---|----|-------------------------|
| Net Change in Fund Balances - Governmental Funds | \$ | 926,257 |
| <p>Amounts reported for governmental activities in the Statement of Activities are different because:</p> | | |
| Governmental funds report tax revenues when collected. However, in the government-wide financial statements, revenues are recorded in the accounting period for which the taxes are levied. | | (291) |
| Governmental funds report penalty and interest revenues on delinquent property taxes when collected. However, in the government-wide financial statements, revenues are recorded when the penalty and interest are assessed. | | (136) |
| Governmental funds do not account for depreciation. However, in the government-wide financial statements, capital assets are depreciated and depreciation expense is recorded in the Statement of Activities. | | (256,977) |
| Governmental funds report capital expenditures as expenditures in the period purchased. However, in the government-wide financial statements, capital assets are increased by new purchases that meet the District's threshold for capitalization, and are owned and maintained by the District. All other capital asset purchases are expensed in the Statement of Activities. | | 1,628,981 |
| Governmental funds report principal payments on long-term debt as expenditures. However, in the government-wide financial statements, principal payments decrease long-term liabilities and the Statement of Activities is not affected. | | 215,000 |
| Governmental funds report interest payments on long-term debt as expenditures in the year paid. However, in the government-wide financial statements, interest is accrued on the debt through fiscal year-end. | | 43,562 |
| Governmental funds report bond proceeds as other financing sources. Issued bonds increase long-term liabilities in the government-wide financial statements. | | (3,375,000) |
| Governmental funds report bond premiums as other financing uses in the year paid. However, in government-wide financial statements, the bond premiums are amortized over the life of the bonds and the current year amortized portion is added to interest expense. | | (56,072) |
| Change in Net Position - Governmental Activities | \$ | <u><u>(874,676)</u></u> |

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 1. CREATION OF DISTRICT

Verandah Municipal Utility District of Hunt County, Texas (the “District”) was created by Hunt County Commissioners Court Order, effective April 28, 2003, as a fresh water supply district in accordance with the Texas Water Code, Chapter 53. Pursuant to H. B. No. 1141 passed by the 79th Texas Legislative and effective June 17, 2005, the District was converted to a municipal utility district with road powers. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code and is subject to the continuing supervision of the Texas Commission on Environmental Quality (the “Commission”). The principal functions of the District are to finance, construct, own, and operate waterworks, wastewater, road and drainage facilities and to provide such facilities and services to the customers of the District. The District is governed by a Board of Directors consisting of five individuals who are residents or owners of property within the District and are elected by voters within the District.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting (“GASB Codification”).

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

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

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

Government-Wide Financial Statements

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

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

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

Fund Financial Statements

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

Fund Financial Statements (Continued)

Governmental Funds

The District has three governmental funds and considers these funds to be major funds.

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

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

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

Basis of Accounting

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

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

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

The District operates as an alter-ego of the City of Royse City, Texas (the ‘City’). In this arrangement, the facilities constructed or acquired by the District are conveyed to the City. The City maintains and operates the facilities for the benefit of the residents of the District. The District records the capital assets and depreciates them using no salvage value and estimated useful lives of 40-45 years until they are conveyed to the City.

Budgeting

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

Pensions

The District has not established a pension plan as the District does not have employees. The Internal Revenue Service has determined that fees of office received by Directors are wages subject to federal income tax withholding for payroll tax purposes only.

Measurement Focus

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

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

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

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

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

Assigned: amounts that do not meet the criteria to be classified as restricted or committed, but that are intended to be used for specific purposes. The District has not adopted a formal policy regarding the assignment of fund balances and does not have any assigned fund balances.

Unassigned: all other spendable amounts in the General Fund.

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

Accounting Estimates

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

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 3. LONG-TERM DEBT

| | Series 2009 | Series 2013 |
|---|---|--|
| Amount Outstanding – September 30, 2018 | \$ 100,000 | \$ 2,805,000 |
| Interest Rates | 5.00% | 3.75% - 5.05% |
| Maturity Dates - Serially Beginning/Ending | November 1, 2018 | September 1, 2019/2021, 2023, 2025, 2027, 2029, 2032 and 2038 |
| Interest Payment Dates | November 1, May 1 | March 1, September 1 |
| Callable Dates | November 1, 2018* | September 1, 2023* |
| | Series 2015 | Refunding Series 2017 |
| Amount Outstanding – September 30, 2018 | \$ 1,420,000 | \$ 3,010,000 |
| Interest Rates | 2.00% - 4.00% | 1.75% - 3.625% |
| Maturity Dates - Serially Beginning/Ending | September 1, 2019/2028, 2030, 2033, 2037 and 2040 | September 1, 2019/2030, 2032, and 2034 |
| Interest Payment Dates | March 1, September 1 | March 1, September 1 |
| Callable Dates | September 1, 2025* | September 1, 2027* |

* Or on any date thereafter, callable at par plus unpaid accrued interest in whole or in part at the option of the District. Series 2013 term bonds due September 1, 2023, September 1, 2025, September 1, 2027, September 1, 2029, September 1, 2032 and September 1, 2038 are subjected to mandatory redemption beginning September 1, 2022, September 1, 2024, September 1, 2026, September 1, 2028, September 1, 2030 and September 1, 2033, respectively. Series 2015 term bonds due September 1, 2030, September 1, 2033, September 1, 2037 and September 1, 2040 are subjected to mandatory redemption beginning September 1, 2029, September 1, 2031, September 1, 2034 and September 1, 2038, respectively. Series 2017 Refunding term bonds due September 1, 2032 and September 1, 2034 are subjected to mandatory redemption beginning September 1, 2031 and September 1, 2033, respectively.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 3. LONG-TERM DEBT (Continued)

| | |
|---|---|
| | Series 2018 |
| Amount Outstanding – September 30, 2018 | \$ 3,375,000 |
| Interest Rates | 3.125% - 4.50% |
| Maturity Dates - Serially Beginning/Ending | September 1, 2019/2028, 2030, 2032, 2034, 2036, 2038, and 2040 |
| Interest Payment Dates | March 1, September 1 |
| Callable Dates | September 1, 2028* |

* Or on any date thereafter, callable at par plus unpaid accrued interest in whole or in part at the option of the District. Series 2018 term bonds due September 1, 2030, September 1, 2032, September 1, 2034, September 1, 2036, September 1, 2038 and September 1, 2040 are subjected to mandatory redemption beginning September 1, 2029, September 1, 2031, September 1, 2033, September 1, 2035, September 1, 2037, and September 1, 2039, respectively.

The following is a summary of transactions regarding bonds payable for the year ended September 30, 2018:

| | October 1, 2017 | Additions | Retirements | September 30, 2018 |
|-----------------------|--------------------|----------------------------|-------------|-----------------------|
| Bonds Payable | \$ 7,550,000 | \$ 3,375,000 | \$ 215,000 | \$ 10,710,000 |
| Unamortized Discounts | (43,220) | | (8,051) | (35,169) |
| Unamortized Premiums | | 56,072 | 1,211 | 54,861 |
| Bonds Payable, Net | \$ 7,506,780 | \$ 3,431,072 | \$ 208,160 | \$ 10,729,692 |
| | | Amount Due Within One Year | | \$ 410,000 |
| | | Amount Due After One Year | | 10,319,692 |
| | | Bonds Payable, Net | | \$ 10,729,692 |

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 3. LONG-TERM DEBT (Continued)

As of September 30, 2018, the District had authorized but unissued bonds in the amount of \$61,185,000 for utility facilities, \$96,840,000 for refunding utility bonds, \$63,675,000 for road facilities and \$104,470,000 for road facilities refunding bonds.

As of September 30, 2018, the debt service requirements on the bonds outstanding were as follows:

| Fiscal Year | Principal | Interest | Total |
|-------------|----------------------|---------------------|----------------------|
| 2019 | \$ 410,000 | \$ 432,763 | \$ 842,763 |
| 2020 | 345,000 | 395,096 | 740,096 |
| 2021 | 355,000 | 384,870 | 739,870 |
| 2022 | 365,000 | 373,969 | 738,969 |
| 2023 | 375,000 | 362,237 | 737,237 |
| 2024-2028 | 2,045,000 | 1,609,752 | 3,654,752 |
| 2029-2033 | 2,435,000 | 1,213,367 | 3,648,367 |
| 2034-2038 | 2,985,000 | 679,591 | 3,664,591 |
| 2039-2040 | 1,395,000 | 77,412 | 1,472,412 |
| | <u>\$ 10,710,000</u> | <u>\$ 5,529,057</u> | <u>\$ 16,239,057</u> |

The bonds are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount.

During the year ended September 30, 2018, The District levied an ad valorem debt service tax rate of \$0.6950 per \$100 of assessed valuation, which resulted in a tax levy of \$694,488 on the adjusted taxable valuation of \$99,926,195 for the 2017 tax year. The bond orders require the District to levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and the cost of assessing and collecting taxes. See Note 7 for maintenance tax levy.

The District's tax calendar is as follows:

Levy Date - October 1 or as soon thereafter as practicable.

Lien Date - January 1.

Due Date - Not later than January 31.

Delinquent Date - February 1, at which time the taxpayer is liable for penalty and interest.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 4. SIGNIFICANT BOND ORDER AND LEGAL REQUIREMENTS

- A. The bond order states that all investments and any profits realized from or interest accruing on such investments shall belong to the fund from which the monies for such investments were taken; provided, however, at the discretion of the Board of Directors, the profits realized from and interest accruing on investments made from any fund may be transferred to the Debt Service Fund. In accordance with this provision, the earnings in each fund have been retained by the fund making the investment.
- B. The bond order states that the District is required by the Securities and Exchange Commission to provide continuing disclosure of certain general financial information and operating data with respect to the District to the Municipal Securities Rulemaking Board through its Electric Municipal Market Access (“EMMA”) system. This information, along with the audited annual financial statements, is to be provided within six months after the end of each fiscal year and shall continue to be provided through the life of the bonds.
- C. The District has covenanted that it will take all necessary steps to comply with the requirement that rebatable arbitrage earnings on the investment of the gross proceeds of the bonds, within the meaning of Section 148(f) of the Internal Revenue Code, be rebated to the federal government. The minimum requirement for determination of the rebatable amount is on the each 5th year anniversary of each issue.
- D. In accordance with the bond orders for the Series 2015 Bonds and the Series 2018 Bonds, a portion of the bond proceeds was deposited into the Debt Service Fund and restricted for the payment of bond interest during the construction period. This bond interest reserve is reduced as the interest is paid. Transactions for the current year are summarized as follows:

| | |
|---|-------------------|
| Restricted for Bond Interest – October 1, 2017 | \$ 25,865 |
| Add Bond Interest – Series 2018 | 259,012 |
| Less Bond Interest – Series 2015 | <u>25,865</u> |
| Restricted for Bond Interest – September 30, 2018 | <u>\$ 259,012</u> |

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 5. DEPOSITS AND INVESTMENTS

Deposits

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

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year-end, the carrying amount of the District's deposits was \$1,390,663 and the bank balance was \$1,390,664. Of the bank balance, \$751,441 was covered by federal depository insurance and the balance was covered by collateral pledged in the name of the District and held in a third-party depository.

The carrying values of the deposits are included in the Governmental Funds Balance Sheet and the Statement of Net Position at September 30, 2018, as listed below:

| | Cash | Certificates of Deposit | Total |
|-----------------------|------------|----------------------------|--------------|
| GENERAL FUND | \$ 67,283 | \$ 120,000 | \$ 187,283 |
| DEBT SERVICE FUND | 131,441 | 382,000 | 513,441 |
| CAPITAL PROJECTS FUND | 689,939 | | 689,939 |
| TOTAL DEPOSITS | \$ 888,663 | \$ 502,000 | \$ 1,390,663 |

Investments

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the District's financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The District's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment,

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

considering the probable safety of capital and the probable income to be derived.” No person may invest District funds without express written authority from the Board of Directors.

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

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

As of September 30, 2018, the District had the following investments and maturities:

| Fund and Investment Type | Fair Value | Maturities in Years | | | |
|-----------------------------|---------------------|---------------------|-----------------|-----------------|-----------------|
| | | Less Than 1 | 1-5 | 6-10 | More Than 10 |
| <u>GENERAL FUND</u> | | | | | |
| LOGIC | \$ 196,533 | \$ 196,533 | \$ | \$ | \$ |
| Certificates of Deposit | 120,000 | 120,000 | | | |
| <u>DEBT SERVICE FUND</u> | | | | | |
| LOGIC | 481,316 | 481,316 | | | |
| Certificates of Deposit | <u>382,000</u> | <u>382,000</u> | | | |
| TOTAL INVESTMENTS | <u>\$ 1,179,849</u> | <u>\$ 1,179,849</u> | <u>\$ - 0 -</u> | <u>\$ - 0 -</u> | <u>\$ - 0 -</u> |

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. As of September 30, 2018, the District’s investment in LOGIC was rated AAAM by Standard and Poor’s. The District also manages credit risk by investing in certificates of deposit with balances secured in accordance with Texas statutes.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investment in LOGIC to have a maturity of less than one year due to the fact that the share position can usually be redeemed each day at the discretion of the District unless there has been a significant change in value. The District also manages interest rate risk by investing in certificates of deposit with maturities of approximately 15 months or less.

Restrictions

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

All cash and investments of the Capital Projects Fund are restricted for the purchase of capital assets.

NOTE 6. CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2018:

| | October 1, 2017 | Increases | Decreases | September 30, 2018 |
|--|----------------------|---------------------|-----------------|-----------------------|
| Capital Assets Subject to Depreciation | | | | |
| Streets and Bridges | \$ 5,724,495 | \$ | \$ | \$ 5,724,495 |
| Water System | 861,140 | | | 861,140 |
| Wastewater System | 2,770,511 | | | 2,770,511 |
| Drainage System | 1,980,508 | | | 1,980,508 |
| Total Capital Assets Subject to Depreciation | \$ 11,336,654 | \$ - 0 - | \$ - 0 - | \$ 11,336,654 |
| Less Accumulated Depreciation | | | | |
| Streets and Bridges | \$ 988,510 | \$ 129,132 | \$ | \$ 1,117,642 |
| Water System | 139,568 | 19,136 | | 158,704 |
| Wastewater System | 545,017 | 64,697 | | 609,714 |
| Drainage System | 396,430 | 44,012 | | 440,442 |
| Total Accumulated Depreciation | \$ 2,069,525 | \$ 256,977 | \$ - 0 - | \$ 2,326,502 |
| Total Depreciable Capital Assets, Net of Accumulated Depreciation | \$ 9,267,129 | \$ (256,977) | \$ - 0 - | \$ 9,010,152 |

The District has financed the above facilities which will be conveyed to the City of Royse City, Texas.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 7. MAINTENANCE TAX

On September 13, 2003, voters of the District approved the levy and collection of a maintenance tax at an unlimited rate on all taxable property within the District. The maintenance tax will be used for maintenance and other authorized purposes including, but not limited to, planning, constructing, acquiring, maintaining, repairing and operating all necessary land, works, improvements, facilities, plants, equipment and appliances, and for the payment of proper services, engineering fees, legal fees, and organization and administrative costs in accordance with Section 49.107 of the Texas Water Code.

During the year ended September 30, 2018, the District levied an ad valorem maintenance tax at the rate of \$0.1550 per \$100 of assessed valuation which resulted in tax levy of \$154,886 on the taxable valuation of \$99,926,195 for the 2017 tax year.

NOTE 8. RISK MANAGEMENT

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

NOTE 9. DUE TO DEVELOPERS

The District has executed development financing agreements with developers within the District. The agreements call for the developers to fund costs associated with water, wastewater and drainage facilities, bridges, street paving and grading until such time as the District can sell bonds. As of September 30, 2018, the District recorded an estimated liability of \$5,657,786 in relation to these agreements for facilities that have been completed. The developers have also been required to advance monies to the District's General Fund for the District to meet its ongoing financial obligations. Through September 30, 2018, the developers advanced directly to the District a total of \$415,118 to help cover the operating deficits of the District, of which \$226,412 has been reimbursed. The total amount recorded as Due to Developers in the Statement of Net Position at September 30, 2018, was \$5,846,492.

NOTE 10. STRATEGIC PARTNERSHIP AGREEMENT

Effective March 14, 2007, the District entered into a Strategic Partnership Agreement with the City of Royse City, Texas (the "City"). The agreement provides that in accordance with Subchapter F of Chapter 43 of the Local Government Code and Act, the City shall annex a tract of land defined as the "Limited Purpose Annexation Property" for the limited purposes of

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 10. STRATEGIC PARTNERSHIP AGREEMENT (Continued)

charging and collecting sales and use taxes on sales generated from businesses operating within such commercial use areas.

All taxable property within the District shall not be liable for any present or future debts of the City, and current and future taxes levied by the City shall not be levied on taxable property within the District. The District retains all rights to assess and collect an ad valorem tax in all the areas within the District Boundaries, including the Limited Purpose Annexation Property, as long as the District continues to exist. The District's assets, liabilities, indebtedness, and obligations will remain the responsibility of the District during the period preceding full-purpose annexation.

The District and the City agree that the Limited Purpose Annexation Property under this agreement may be converted to full purpose annexation. Notwithstanding the foregoing, the City agrees that it will not annex the Limited Purpose Annexation Property for full purposes except as provided for annexation of the entire District in Article III and V of that certain Development and Facilities Agreement ("Development Agreement") entered into among the City, the District and One Verandah, LP on March 14, 2007.

The District agrees it shall not issue debt or incur contractual indebtedness for purpose of reimbursing One Verandah, LP for any cost or expenses paid by One Verandah, LP after the thirteenth (13th) anniversary of the effective date of the Development Agreement. The District may issue bonds between the thirteenth (13th) and fifteenth (15th) anniversaries of the effective date of the Development Agreement in the amount not to exceed \$5,000,000 for cost and expenses incurred by One Verandah, LP prior to the 13th anniversary date. As of September 30, 2018, the District has not received or recorded any revenues in accordance with this agreement.

NOTE 11. INTERFUND BALANCES AND TRANSFERS

As of September 30, 2018, the General Fund owed the Debt Service Fund \$47,913 for the over transfer of maintenance tax collections, the Debt Service Fund owed the General Fund \$426 for the debt service share of tax collection fees and the Capital Projects Fund owed the General Fund \$4,136 for Series 2013 and Series 2015 bond issuance costs.

During the current fiscal year, the District transferred \$26,028 from the Capital Projects Fund to the General Fund to reimburse for bond issuance costs paid in the prior fiscal year.

VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

NOTE 12. BOND ANTICIPATION NOTE

On January 23, 2018, the District sold its \$2,314,000 Bond Anticipation Note (“BAN”), Series 2018 at 4.09% per annum with a maturity date of January 25, 2019. The District used proceeds of the BAN sale to reimburse the Developer for the construction and engineering of the off-site waterline to serve Verandah, Phase 1 and Verandah Lift Station; legal and engineering costs related to the creation of the District; and off-site easement fees.

NOTE 13. BOND SALE

On July 12, 2018, the District closed on the sale of its Unlimited Tax Utility Bonds, Series 2018 in the amount of \$3,375,000. The District used the proceeds to reimburse the Developer for the remaining construction and engineering of the off-site waterline to serve Verandah, Phase 1 and Verandah Lift Station, legal and engineering costs related to the creation of the District and off-site easement fees; to retire the Series 2018 BAN and pay BAN interest; fund 24 months of capitalized interest; and pay costs of issuance.

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APPENDIX B

Form of Bond Counsel's Opinion

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An opinion in substantially the following form will be delivered by Winstead PC, Bond Counsel, upon the delivery of the Bonds, assuming no material changes in facts or law.



Austin | Charlotte | Dallas | Fort Worth | Houston | San Antonio | The Woodlands

_____, 2019

**VERANDAH MUNICIPAL UTILITY DISTRICT OF HUNT COUNTY
UNLIMITED TAX ROAD BONDS, SERIES 2019
IN THE ORIGINAL PRINCIPAL AMOUNT OF \$3,000,000**

We have acted as "Bond Counsel" to Verandah Municipal Utility District of Hunt County (the "District") in connection with the issuance of the bonds described above (the "Bonds") for the sole purpose of providing legal advice and traditional legal services to the District including rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas and with respect to the exclusion of interest on the Bonds from gross income for federal income tax purposes. We have not investigated or verified original proceedings, records, data, or other material, but we have relied solely upon the transcript of certified proceedings, certifications, and other documents described in the following paragraph. We have not assumed any responsibility with respect to the financial condition or capabilities of the District or the disclosure thereof in connection with the sale of the Bonds or with respect to the sufficiency of security or marketability of the Bonds. We have relied solely on information and certifications furnished to us by the District with respect to the current outstanding indebtedness of, and assessed valuation of taxable property within, the District.

In our capacity as Bond Counsel, we have participated in the preparation of and have examined a transcript of certified proceedings pertaining to the Bonds that contains certified copies of certain proceedings of the Board of Directors of the District (the "Board"); an order of the Board authorizing the Bonds adopted on August 15, 2019 (the "Order"); the Official Notice of Sale; the awarded bid; the approving opinion of the Attorney General of the State of Texas; customary certificates of officers, agents, and representatives of the District (including a "Federal Tax Certificate"), and other public officials; and other documents relating to the issuance of the Bonds. 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 truth and accuracy of the statements contained in such certificates. We have also examined applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), court decisions, Treasury Regulations, and published rulings of the Internal Revenue Service (the "Service") as we have deemed relevant. We have examined executed Bond No. T-1.

Based on said examination and in accordance with customary legal opinion practice, it is our opinion that:

1. The District is a validly existing political subdivision of the State of Texas with power to adopt the Order, perform its agreements therein, and issue the Bonds.
2. The Bonds have been authorized, sold, and delivered in accordance with law.

3. The Bonds constitute valid and legally binding obligations of the District enforceable in accordance with their terms except as the enforceability thereof may be limited by principles of sovereign immunity, bankruptcy, insolvency, reorganization, moratorium, liquidation, and other similar laws now or hereafter enacted relating to creditors' rights generally.

4. Ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property within the District, necessary to pay the interest on and principal of the Bonds, have been pledged irrevocably for such purpose.

5. Interest on the Bonds is excludable from gross income for federal income tax purposes under section 103 of the Code and is not an item of tax preference for purposes of the federal alternative minimum tax.

We call your attention to the fact that the ownership of obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, property and casualty insurance companies, life insurance companies, certain foreign corporations doing business in the United States, 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, certain S corporations with Subchapter C earnings and profits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred expenses allocable to, tax-exempt obligations.

The Service has an ongoing audit program to determine compliance with rules relating to whether interest on state or local obligations is excludable from gross income for federal income tax purposes. No assurance can be given regarding whether or not the Service will commence an audit of the Bonds. If such an audit is commenced, under current procedures, the Service would treat the District as the taxpayer, and owners of the Bonds would have no right to participate in the audit process. We observe that the District has covenanted not to take any action, or omit to take any action within its control, that, if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

In rendering these opinions, we have relied upon representations and certifications of the District, the District's financial advisor, and the initial purchaser of the Bonds with respect to matters solely within the knowledge of such parties, respectively, which we have not independently verified, and we assume continuing compliance by the District with covenants pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes. If such representations and certifications are determined to be inaccurate or incomplete, or the District fails to comply with the foregoing covenants, interest on the Bonds could become includable in gross income retroactively to the date of issuance of the Bonds, regardless of the date on which the event causing such inclusion occurs.

Except as stated above, we express no opinion as 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, ownership, or disposition of the Bonds.

The opinions set forth above are based on existing laws of the United States (including statutes, regulations, published rulings, and court decisions) and the State of Texas, which are 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 hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Service; rather, such opinions

represent our legal judgment based on our review of existing law, and are made in reliance on the representations and covenants referenced above that we deem relevant to such opinions.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement relating to the Bonds, the sufficiency of the security for, or the marketability of the Bonds.

This legal opinion expresses the professional judgment of this firm as to the legal issues explicitly addressed therein and is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur. In rendering a legal opinion, we do not become an insurer or guarantor of that 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 our opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Respectfully submitted,

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APPENDIX C

Specimen Municipal Bond Insurance Policy

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MUNICIPAL BOND INSURANCE POLICY

ISSUER:

Policy No: -N

BONDS: \$ in aggregate principal amount of

Effective Date:

Premium: \$

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

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

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

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

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

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

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

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

ASSURED GUARANTY MUNICIPAL CORP.

By _____
Authorized Officer

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

Financial Advisory Services
Provided By

