

OFFICIAL STATEMENT DATED NOVEMBER 4, 2019

IN THE OPINION OF BOND COUNSEL, THE BONDS ARE VALID OBLIGATIONS OF MONTGOMERY COUNTY MUNICIPAL UTILITY DISTRICT NO. 119 AND INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR PURPOSES OF FEDERAL INCOME TAXATION UNDER STATUTES, REGULATIONS, PUBLISHED RULINGS AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION. SEE “LEGAL MATTERS” AND “TAX MATTERS” HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

THE BONDS HAVE NOT BEEN DESIGNATED “QUALIFIED TAX-EXEMPT OBLIGATIONS” FOR FINANCIAL INSTITUTIONS. SEE “TAX MATTERS—NOT QUALIFIED TAX-EXEMPT OBLIGATIONS.”

BOOK ENTRY ONLY

Insured Rating (BAM): S&P “AA” (stable outlook)
 Underlying Rating: Moody’s “A3”
 See “MUNICIPAL BOND RATING” and “MUNICIPAL BOND INSURANCE” herein.

\$13,600,000

MONTGOMERY COUNTY MUNICIPAL UTILITY DISTRICT NO. 119

(A political subdivision of the State of Texas located within Montgomery County)

UNLIMITED TAX BONDS

SERIES 2019B

Interest accrues from: **November 1, 2019**

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

The bonds described above (the “Bonds”) are obligations solely of Montgomery County Municipal Utility District No. 119 (the “District”), and are not obligations of the State of Texas, Montgomery County, Texas, the City of Houston, Texas, or any entity other than the District. THE PURCHASE AND OWNERSHIP OF THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS AND ALL PROSPECTIVE PURCHASERS ARE URGED TO EXAMINE CAREFULLY THIS ENTIRE OFFICIAL STATEMENT WITH RESPECT TO THE INVESTMENT SECURITY OF THE BONDS, INCLUDING PARTICULARLY THE SECTION CAPTIONED “INVESTMENT CONSIDERATIONS.”

Principal of the Bonds is payable at maturity or prior redemption at the principal payment office of the paying agent/registrar, initially The Bank of New York Mellon Trust Company, N.A. in Dallas, Texas (the “Paying Agent/Registrar”). Interest on the Bonds accrues from November 1, 2019 and is payable on each April 1 and October 1 (each an “Interest Payment Date”) commencing April 1, 2020, until maturity or prior redemption. The Bonds will be issued only in fully registered form and in denominations of \$5,000 each or integral multiples thereof. The Bonds mature and are subject to redemption prior to their maturity as shown below.

The Bonds will be registered and delivered only in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Bonds. Beneficial Owners (as defined herein under “BOOK-ENTRY-ONLY SYSTEM”) of the Bonds will not receive physical certificates representing the Bonds but will receive a credit balance on the books of the DTC participants. 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, as herein defined, directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the Beneficial Owners. See “BOOK-ENTRY-ONLY SYSTEM.”



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 BUILD AMERICA MUTUAL ASSURANCE COMPANY. See “MUNICIPAL BOND INSURANCE” herein.

MATURITY SCHEDULE

Due (April 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (c)	CUSIP Number (b)	Due (April 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (c)	CUSIP Number (b)
2021	\$ 600,000	2.00 %	1.50 %	61371F ND7	2031	\$ 600,000 (a)	2.125 %	2.40 %	61371F NP0
2022	600,000	2.00	1.55	61371F NE5	2032	600,000 (a)	2.250	2.50	61371F NQ8
2023	600,000	2.00	1.60	61371F NF2	2033	600,000 (a)	2.375	2.60	61371F NR6
2024	600,000	2.00	1.70	61371F NG0	2034	600,000 (a)	2.500	2.70	61371F NS4
2025	600,000 (a)	2.00	1.80	61371F NH8	2035	600,000 (a)	2.500	2.75	61371F NT2
2026	600,000 (a)	2.00	1.90	61371F NJ4	2036	575,000 (a)	2.625	2.80	61371F NU9
2027	600,000 (a)	2.00	2.00	61371F NK1	2037	575,000 (a)	2.625	2.85	61371F NV7
2028	600,000 (a)	2.00	2.10	61371F NL9	2038	575,000 (a)	2.750	2.90	61371F NW5
2029	600,000 (a)	2.00	2.20	61371F NM7	2039	575,000 (a)	2.750	2.95	61371F NX3
2030	600,000 (a)	2.00	2.30	61371F NN5					

\$1,150,000 Term Bonds due April 1, 2041 (a), 61371F NZ8 (b), 2.75% Interest Rate, 3.00% Yield (c)

\$1,150,000 Term Bonds due April 1, 2043 (a), 61371F PB9 (b), 3.00% Interest Rate, 3.00% Yield (c)

- (a) The Bonds maturing on or after April 1, 2025 are subject to redemption prior to maturity at the option of the District, in whole or, from time to time in part, on April 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. The Term Bonds (as defined herein) are also subject to mandatory sinking fund redemption as more fully described herein. See “THE BONDS—Redemption Provisions.”
- (b) CUSIP Numbers have been assigned to the Bonds by CUSIP Service Bureau and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Underwriter shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.
- (c) Initial yield represents the initial offering yield to the public, which has been established by the Underwriter for offers to the public and which subsequently may be changed.

The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Montgomery County, the City of Houston or any entity other than the District.

The Bonds are offered 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 approval of certain legal matters by Schwartz, Page & Harding, L.L.P., Bond Counsel, Houston, Texas. Delivery of the Bonds in book-entry form through DTC is expected on or about November 27, 2019

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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, 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 Schwartz, Page & Harding, L.L.P., Bond Counsel, 1300 Post Oak Boulevard, Suite 1400, Houston, Texas, 77056, for further information.

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

Neither the District nor the Underwriter makes any representations as to the accuracy, completeness, or adequacy of the information supplied by The Depository Trust Company for use in this OFFICIAL STATEMENT.

Build America Mutual Assurance Company ("BAM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM 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 BAM, supplied by BAM and presented under the heading "MUNICIPAL BOND INSURANCE" and "APPENDIX B—Specimen Municipal Bond Insurance Policy."

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, Inc. (the "Underwriter"), paying the interest rates shown on the cover page hereof, at a price of 97.1354% of the principal amount thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of 2.755918% as calculated pursuant to Chapter 1204, Texas Government Code, as amended (the IBA method).

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. For this purpose, the term "public" shall not include any person who is a bond house, broker or similar person acting in the capacity of underwriter or wholesaler. 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 District has no control over trading of the Bonds in the secondary market. Moreover, there is no guarantee that a secondary market will be made in the Bonds. In such a secondary market, the difference between the bid and asked price of the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional 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 shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

OFFICIAL STATEMENT SUMMARY

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

HURRICANE HARVEY

- General...* The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected. The greater Houston area has experienced four storms exceeding a 0.2% probability (i.e. “500-year flood” events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017 and brought historic levels of rainfall during the successive four days.
- Hurricane Harvey Impact...* According to TNG Utility Corp., the District’s previous operator until January 31, 2019, and Manhard Consulting, Ltd. (the “Engineer”), the District’s waterworks and sewer system did not sustain any material damage and there was no interruption to sewer service as a result of Hurricane Harvey. The District experienced a well pump failure at Water Plant No. 1 during Hurricane Harvey and opened the interconnect with Montgomery County Municipal Utility District No. 94 (“MUD 94”). Thereafter, MUD 94 lost power to its generator and the District issued a boil water notice to its residents on August 29, 2017 due to a loss in water pressure. The notice was lifted on September 1, 2017. Based on information provided by the Operator and Engineer, the District is aware of structural flooding in six homes (3 under construction and 3 homeowner occupied at the time of Hurricane Harvey).
- Recent Rain Event...* On May 7, 2019, the District experienced approximately 8-inches of rainfall in a 2 hour duration (a 200-year rainfall event according to NOAA Atlas 14 standards). The District’s drainage system is designed to withstand a 100-year rainfall event per the local regulatory design criteria. According to the Engineer, the District is aware of two homes and one commercial business that experienced structural flooding in the District as a result of the rainfall event on May 7, 2019. The District has recently completed a drainage channel rehabilitation project and is currently designing further drainage improvements in Harmony Springs and Harmony Forest. See “INVESTMENT CONSIDERATIONS—Recent Severe Weather Events; Hurricane Harvey.”

THE DISTRICT

- Description...* The District is a political subdivision of the State of Texas, created by House Bill No. 4079, Acts of the 80th Texas Legislature, Regular Session 2007, codified as Chapter 8269, Texas Special District Local Laws Code. The District operates under the provisions of Chapters 49 and 54 of the Texas Water Code, as amended. The District consists of approximately 1,137 acres of land. See “THE DISTRICT.”
- Location...* The District is located approximately 25 miles north of the central downtown business district of the City of Houston (the “City”) and lies wholly within the exclusive extraterritorial jurisdiction of the City and within the boundaries of the Conroe Independent School District. The District lies approximately three miles east of Interstate Highway 45 and is bounded on the north by the Grand Parkway, on the east by Birnham Woods Drive, on the south by Spring Creek and on the west by Montgomery County Municipal Utility District No. 94. See “THE DISTRICT” and “AERIAL PHOTOGRAPH.”
- The Developers and Other Major Property Owners...* Discovery Spring Trails, LLC, a Texas limited liability company (“Discovery Spring Trails”) has developed 1,006 lots on approximately 270 acres as Discovery at Spring Trails, Canyon Lakes at Spring Trails, Harmony Creek, Harmony Landing, Harmony Spring and Harmony Central Sector. Discovery Spring Trails does not own any undeveloped land in the District. Discovery Spring Trails has engaged Johnson Harmony Management, LLC (“Johnson”), a Houston based planned community developer, as the development manager to handle the day-to-day development, construction and lot sales in the District.

Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership (“Lennar”), has developed 393 lots on approximately 88 acres as Harmony Village, Sections 6, 7, 8, 9 and 10. Gehan Homes Ltd. (“Gehan”), a Texas limited partnership, shared in development costs with Lennar for Section 9, and Beazer Homes, Inc. (“Beazer”), a Texas corporation, shared in development costs with Lennar for Sections 6 and 7. Lennar does not own any undeveloped acreage in the District.

Taylor Morrison of Texas Inc., a Texas corporation (“Taylor Morrison”), has developed approximately 85 acres of residential lots (333 lots) as Allegro at Harmony, Sections 1, 1B, 2 and 2B Phase 2. Taylor Morrison is also a homebuilder in Allegro at Harmony. Johnson handles the day-to-day development, construction and lot sales in the District on behalf of Taylor Morrison. Taylor Morrison does not own any undeveloped land in the District.

Figure Four Partners, Ltd., a Texas limited partnership (“Figure Four Partners”), has developed 198 lots on approximately 49 acres as Allegro at Harmony, Sections 3 and 4. Johnson handles the day-to-day development, construction and lot sales in the District on behalf of Figure Four Partners.

Pulte Homes of Texas, L.P, a Texas limited partnership (“Pulte”), has developed 112 lots on approximately 33 acres as Harmony Village, Sections 1 and 2. Pulte does not own any undeveloped land in the District.

D.R. Horton, Inc., a Texas limited partnership (“DR Horton”), has developed 108 lots on approximately 35 acres as Harmony Village, Sections 3 and 4. DR Horton does not own any undeveloped land in the District.

Shea Homes Houston, LLC, a Delaware limited liability company (“Shea Homes”), has developed 196 lots on approximately 53 acres as Vivace at Harmony Sections 1 and 2. Johnson has been engaged to handle the day-to-day development, construction and lot sales in the District on behalf of Shea Homes. Shea Homes continues to own approximately 17 acres of undeveloped land in the District.

RPM4M Ventures LP, a Texas limited partnership (“RPM4M”), currently owns approximately 4 acres of commercial reserves within the District and additionally sold approximately 2 acres to RKMV2M LP, a Texas limited partnership, all of which are served with trunk utilities.

Chesmar Homes, LLC, a Texas limited liability company (“Chesmar”), has developed approximately 16 acres as Harmony Village, Section 5, an 80- unit townhome community.

Castlerock Communities, L.P. (“Castlerock”), a Texas limited partnership, has developed approximately 16 acres of land within the District as Solstice at Harmony, a 112-unit townhome community. Castlerock does not own an undeveloped land in the District. Castlerock is the sole homebuilder in Solstice at Harmony.

Collectively, Discovery Spring Trails, Lennar, Chesmar, Taylor Morrison, Figure Four Partners, Pulte, DR Horton, Shea Homes, RPM4M and Castlerock are herein referred to as the “Developers.” See “THE DEVELOPERS AND OTHER MAJOR PROPERTY OWNERS.”

Status of Development...

Development in the District currently includes 2,346 single-family residential lots on approximately 613 acres. As of September 30, 2019, the District consisted of 1,635 completed homes (1,633 occupied), 272 homes under construction or in a builder’s name, and 439 vacant developed single-family residential lots. Homes in the District range in price from approximately \$200,000 to \$500,000.

In addition to the single-family residential development, SYNC at Harmony, a 310-unit apartment complex, is located on approximately 13 acres in the District. According to the apartment management, SYNC at Harmony is at 95% occupancy as of September 2019. Additionally, a 273-unit apartment complex, Broadstone Harmony, has been constructed on approximately 9 acres and according to the apartment management, Broadstone Harmony is at 92% occupancy as of September 2019.

Approximately 32 acres of land have been developed as 192 townhome lots and are being marketed as Solstice at Harmony and Harmony Village, Section 5. As of September 30, 2019, the District consisted of 70 completed townhomes, 30 townhomes are under construction and 92 vacant developed townhome lots.

Approximately 81 acres of commercial reserves have been developed with trunk facilities in the District. Day care facilities, two Mexican restaurants, an HEB grocery store, a 24-Hour Clinic, Mod Pizza, Domino's Pizza, Sports Clips, Smoothie King, TSO, a Chase Bank, a Sonic fast food restaurant, a Panera Bread, an orthodontics office, a free-standing car wash, a gas station, The Goddard School Daycare, Kiddie Academy Daycare, LA Fitness, a storage facility, Ace Hardware and other service and retail establishments and a Texas Children's ER (tax-exempt) have been constructed on approximately 71 acres of such acreage. In addition, commercial improvements are currently under construction within the District for a veterinary clinic on approximately 1 acre.

The remainder of the District is comprised of approximately 49 acres owned by Conroe Independent School District where a middle school and junior high school have been built (tax-exempt), approximately 5 acres where a church is located (tax-exempt), and approximately 171 acres of park land, open spaces and landscape reserves upon which a recreation center which includes a clubhouse, recreational pool, splash pad and playground equipment is located. A second recreation center has been constructed, which includes a meeting facility, weight room, recreational pool, splash pad and playground equipment. In addition, Montgomery County Emergency Service District No. 8 has constructed a fire station located on approximately 2 acres within the District. There are approximately 17 developable acres that have not been provided with water distribution, wastewater collection and storm drainage facilities and approximately 145 acres of major thoroughfares, detention and drainage facilities, street right-of-way and utilities. See "THE DISTRICT."

Homebuilders... Homebuilders currently building in the District include Westin Homes, Highland Homes, Perry Homes, Castlerock, Darling Homes, Shea Homes, Chesmar, Beazer, Gehan, D.R. Horton, Lennar, Pulte and Taylor Morrison. See "THE DISTRICT—Status of Development."

Payment Record... The District has previously issued seven series of unlimited tax bonds for the purpose of construction and acquisition of water, sewer and drainage facilities and one series of unlimited tax bonds for the purpose of refunding such bonds (the "Outstanding WSD Bonds") and four series of unlimited tax road bonds (the "Outstanding Road Bonds"), of which \$70,400,000 principal amount is outstanding (collectively known as the "Outstanding Bonds") as of the date hereof. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds."

Short Term Debt... The District sold a \$8,205,000 Bond Anticipation Note, Series 2019 (the "BAN") on May 13, 2019, with a maturity date of May 12, 2020. The District will use a portion of the Bond proceeds to redeem the BAN prior to maturity. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Short Term Debt."

THE BONDS

Description... \$13,600,000 Unlimited Tax Bonds, Series 2019B (the "Bonds") are being issued as fully registered bonds pursuant to an order (the "Bond Order") authorizing the issuance of the Bonds adopted by the District's Board of Directors (the "Board"). The Bonds are scheduled to mature serially on April 1 in the years 2021 through 2039, both inclusive, and as term bonds on April 1 in each of the years 2041 and 2043 (the "Term Bonds") in the principal amounts shown on the cover page hereof. See "MATURITY SCHEDULE." The Bonds will be issued in book-entry form only in denominations of \$5,000 or integral multiples of \$5,000. Interest on the Bonds accrues from November 1, 2019, and is payable on April 1, 2020, and on each October 1 and April 1 thereafter, until maturity or prior redemption. See "THE BONDS" and "BOOK-ENTRY-ONLY SYSTEM."

<i>Book-Entry-Only System...</i>	The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds and will be deposited with DTC or its designee. See “BOOK-ENTRY-ONLY SYSTEM.”
<i>Redemption...</i>	The Bonds maturing on or after April 1, 2025 are subject to redemption prior to maturity at the option of the District, in whole or, from time to time in part, on April 1, 2024, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. The Term Bonds are also subject to mandatory sinking fund redemption as more fully described herein. See “THE BONDS—Redemption Provisions.”
<i>Use of Proceeds...</i>	Proceeds of the Bonds will be used to redeem the BAN prior to maturity and pay for the construction costs shown herein under “USE AND DISTRIBUTION OF BOND PROCEEDS.” In addition, Bond proceeds will be used to pay interest on funds advanced by the Developers on behalf of the District, and to pay engineering fees and administrative costs and certain other costs related to the issuance of the Bonds.
<i>Authority for Issuance...</i>	At elections held within the District on November 5, 2007 and May 9, 2009, voters authorized a total of \$173,665,000 principal amount of unlimited tax bonds for purposes of acquiring or constructing water, sewer and drainage facilities. The Bonds are the eighth issue out of such authorization. After sale of the Bonds, the District will have \$100,870,000 principal amount of unlimited tax bonds authorized but unissued for purposes of construction and acquisition of water, sewer and drainage facilities. See “THE BONDS—Authority for Issuance.”
<i>Source of Payment...</i>	Principal of and interest on the Bonds are payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The Bonds are obligations of the District and are not obligations of the City of Houston, Montgomery County, the State of Texas or any entity other than the District. See “THE BONDS—Source and Security for Payment.”
<i>Municipal Bond Insurance and Rating...</i>	It is expected that S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC, (“S&P”) will assign municipal bond ratings 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 Build America Assurance Company (“BAM” or the “Insurer”). Moody’s has also assigned an underlying rating of “A3” to the Bonds. An explanation of their ratings may be obtained from S&P or Moody’s. See “INVESTMENT CONSIDERATIONS—Risk Factors Related to the Purchase of Municipal Bond Insurance,” “MUNICIPAL BOND RATING,” “MUNICIPAL BOND INSURANCE” and “APPENDIX B.”
<i>Not Qualified Tax-Exempt Obligations...</i>	The District has not designated the Bonds as “qualified tax-exempt obligations” pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended. See “LEGAL MATTERS—Not Qualified Tax-Exempt Obligations.”
<i>Bond Counsel...</i>	Schwartz, Page & Harding, L.L.P., Houston, Texas. See “MANAGEMENT OF THE DISTRICT—District Consultants” and “LEGAL MATTERS.”
<i>Financial Advisor...</i>	Masterson Advisors LLC, Houston, Texas.
<i>Disclosure Counsel...</i>	McCall, Parkhurst & Horton L.L.P., Houston, Texas. See “LEGAL MATTERS.”
<i>Paying Agent/Registrar...</i>	The Bank of New York Mellon Trust Company, N.A., Dallas, Texas. See “THE BONDS—Method of Payment of Principal and Interest.”

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds are subject to special risk factors and all prospective purchasers are urged to examine carefully this entire Official Statement with respect to the investment security of the Bonds, including particularly the section captioned “INVESTMENT CONSIDERATIONS.”

FINANCIAL INFORMATION (UNAUDITED)

2019 Taxable Assessed Valuation.....	\$667,311,306	(a)
Estimated Taxable Assessed Valuation as of August 1, 2019.....	\$736,013,738	(b)
Gross Direct Debt Outstanding (the Bonds and the Outstanding Bonds).....	\$84,000,000	(c)
Estimated Overlapping Debt.....	<u>31,290,839</u>	(d)
Gross Direct Debt and Estimated Overlapping Debt.....	\$115,290,839	

Ratios of Gross Direct Debt to:		
2019 Taxable Assessed Valuation.....	12.59%	
Estimated Taxable Assessed Valuation as of August 1, 2019.....	11.41%	
Ratios of Gross Direct Debt and Estimated Overlapping Debt to:		
2019 Taxable Assessed Valuation.....	17.28%	
Estimated Taxable Assessed Valuation as of August 1, 2019.....	15.66%	

Funds Available for Debt Service:		
Water, Sewer and Drainage Debt Service Fund Balance as of October 7, 2019.....	\$3,477,197	(e)
Road Debt Service Fund Balance as of October 7, 2019.....	<u>939,741</u>	(e)
Total Funds Available for Debt Service.....	\$4,416,938	(e)

Funds Available for Operations and Maintenance as of October 7, 2019.....	\$7,215,291
Funds Available for Water, Sewer and Drainage Construction as of October 7, 2019.....	\$2,266,656
Funds Available for Road Construction as of October 7, 2019.....	\$394,396

2019 Debt Service Tax Rate.....	\$0.85	(f)
2019 Maintenance Tax Rate.....	<u>0.39</u>	
2019 Total Tax Rate.....	\$1.24	

Average Annual Debt Service Requirement (2020-2043).....	\$4,852,131
Maximum Annual Debt Service Requirement (2021).....	\$5,795,709

Tax Rates Required to Pay Average Annual Debt Service (2020-2043) at a 95% Collection Rate:		
Based upon 2019 Taxable Assessed Valuation.....	\$0.77	(g)
Based upon Estimated Taxable Assessed Valuation as of August 1, 2019.....	\$0.70	(g)
Tax Rates Required to Pay Maximum Annual Debt Service (2021) at a 95% Collection Rate:		
Based upon 2019 Taxable Assessed Valuation.....	\$0.92	(g)
Based upon Estimated Taxable Assessed Valuation as of August 1, 2019.....	\$0.83	(g)

Status of Development as of September 30, 2019 (h):		
Total Homes Completed (1,633 occupied).....	1,635	
Total Townhomes Completed (70 occupied).....	70	
Homes Under Construction or in a Builder's Name.....	272	
Townhomes Under Construction or in a Builder's Name.....	30	
Vacant Developed Single-Family Residential Lots Available for Construction.....	439	
Vacant Developed Townhome Lots Available for Construction.....	92	
Multi-Family Units.....	583	
Estimated Population.....	6,946	(i)

- (a) The Montgomery Central Appraisal District (the "Appraisal District") has certified \$632,717,489 of taxable value. An additional \$34,593,817 of value remains uncertified and subject to change and downward revision prior to certification. No tax will be levied on said uncertified value until it is certified by the Appraisal District. The 2019 Taxable Assessed Valuation shown here represents the certified value plus the uncertified value. See "TAXING PROCEDURES."
- (b) As provided by the Appraisal District. Such amount is an estimate of the assessed value on August 1, 2019 and may be revised upward or downward once certified by the Appraisal District. Increases in value occurring between January 1, 2019 and August 1, 2019 will be certified as of January 1, 2020 and provided for purposes of taxation in 2020.
- (c) After the issuance of the Bonds. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds."
- (d) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt."
- (e) Although all of the District's debt, including the Outstanding Bonds and the Bonds, is payable from an unlimited tax pledge on parity, a pro rata portion of the District's ad valorem tax revenue will be allocated to the bonds sold for water, sewer and drainage facilities (the "WSD Bonds") and a portion will be allocated to the bonds sold for road facilities (the "Road Bonds"). The Water, Sewer and Drainage Debt Service Fund is pledged to the Outstanding WSD Bonds, including the Bonds once issued. See "THE BONDS—Funds," "USE AND DISTRIBUTION OF BOND PROCEEDS" and "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements." Neither the Bond Order nor Texas law requires that the District maintain any particular balance in such fund.
- (f) Of the total debt service tax levy for 2019, \$0.14 per \$100 of assessed valuation is allocated to road bond debt and \$0.71 per \$100 of assessed valuation is allocated to water, sewer and drainage debt.
- (g) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements" and "TAX DATA—Tax Adequacy for Debt Service."
- (h) See "THE DISTRICT—Land Use" and "Residential Development."
- (i) Based upon 3.5 persons per occupied single-family residence and 2.0 persons per occupied apartment and townhome.

OFFICIAL STATEMENT

\$13,600,000

MONTGOMERY COUNTY MUNICIPAL UTILITY DISTRICT NO. 119 *(A political subdivision of the State of Texas located within Montgomery County)*

UNLIMITED TAX BONDS SERIES 2019B

This OFFICIAL STATEMENT provides certain information in connection with the issuance by Montgomery County Municipal Utility District No. 119 (the "District") of its \$13,600,000 Unlimited Tax Bonds, Series 2019B (the "Bonds").

The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, as amended, an order of the Texas Commission on Environmental Quality (the "TCEQ" or "Commission"), and an order authorizing the issuance of the Bonds (the "Bond Order") adopted by the Board of Directors of the District (the "Board").

This OFFICIAL STATEMENT includes descriptions, among others, of the Bonds and the Bond Order, and certain other information about the District, Discovery Spring Trails, LLC, a Texas limited liability company ("Discovery Spring Trails"), Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership ("Lennar"), Gehan Homes Ltd., a Texas limited partnership ("Gehan"), Beazer Homes, Inc., a Texas corporation ("Beazer"), Chesmar Homes, LLC, a Texas limited liability company ("Chesmar"), Taylor Morrison of Texas Inc., a Texas corporation ("Taylor Morrison"), Figure Four Partners, Ltd., a Texas limited partnership ("Figure Four Partners"), Pulte Homes of Texas, L.P., a Texas limited partnership ("Pulte"), D.R. Horton, Inc., a Texas limited partnership ("DR Horton"), Shea Homes Houston, LLC, a Delaware limited liability company ("Shea Homes"), RPM4M Ventures LP, a Texas limited partnership ("RPM4M"), and Castlerock Communities, L.P. ("Castlerock" and together with Discovery Spring Trails, Lennar, Gehan, Beazer, Chesmar, Taylor Morrison, Figure Four Partners, Pulte, DR Horton, Shea Homes, and RPM4M (the "Developers"), homebuilders building homes in the District (the "Builders") and development activity in the District. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of certain of the documents may be obtained from Schwartz, Page & Harding, L.L.P., Bond Counsel, 1300 Post Oak Boulevard, Suite 1400, Houston, Texas 77056, upon payment of duplication costs therefor.

THE BONDS

General

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order, a copy of which is available from Bond Counsel upon payment of the costs of duplication therefor. The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

Description

The Bonds will be dated November 1, 2019, with interest payable on April 1, 2020, and on each October 1 and April 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or redemption. Interest on the Bonds initially accrues from November 1, 2019, and thereafter, from the most recent Interest Payment Date. The Bonds mature on April 1 of the years and in the principal amounts and accrue interest at the rates shown under "MATURITY SCHEDULE" 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. The Bonds will be registered and delivered only to The Depository Trust Company, New York, New York ("DTC"), in its nominee name of Cede & Co., pursuant to the book-entry system described herein ("Registered Owners"). No physical delivery of the Bonds will be made to the purchasers thereof. See "BOOK-ENTRY-ONLY SYSTEM." Interest calculations are based upon a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months.

Under certain limited circumstances described further in the Bond Order, the District may determine to forego immobilization of the Bonds at DTC, or another securities depository, in which case, the interests of each Beneficial Owner (as defined herein under "BOOK-ENTRY-ONLY SYSTEM.") with respect to the Bonds or any particular Bond would become exchangeable for one or more fully registered Bonds of like principal amount and the recipients of such exchange Bonds would be the Registered Owners (as defined below under "Registration") for all purposes described herein. See "BOOK-ENTRY-ONLY SYSTEM."

Authority for Issuance

At elections held within the District on November 6, 2007 and May 9, 2009, voters of the District authorized a total of \$173,665,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer, and drainage facilities. The Bonds constitute the eighth issuance of bonds from such authorization. After the issuance of the Bonds, a total of \$100,870,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer, and drainage facilities will remain authorized but unissued. The Bonds are issued by the District pursuant to the terms and provisions of the Bond Order; Article XVI, Section 59 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; and an order of the TCEQ dated September 30, 2019. See “THE BONDS—Issuance of Additional Debt.”

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.

Source and Security for Payment

The Bonds, together with the Outstanding Bonds and any additional bonds payable from ad valorem taxes, are secured by and payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property located within the District. See “TAXING PROCEDURES.” Investment in the Bonds involves certain elements of risk, and all prospective purchasers are urged to examine carefully this OFFICIAL STATEMENT with respect to the investment security of the Bonds. See “INVESTMENT CONSIDERATIONS.” The Bonds are obligations solely of the District and are not obligations of the City of Houston, Montgomery County, the State of Texas, or any political subdivision or entity other than the District.

Funds

The Bond Order confirms the prior creation of the District’s Debt Service Fund, including the sub-accounts which are used to separate funds received to pay debt service on bonds issued to finance water, sewer, and drainage facilities (“WSD Bonds”) from funds received to pay debt service on bonds issued to finance road facilities (“Road Bonds”). The Bond Order also confirms the District’s Construction Fund, including the sub-accounts which are used to separate proceeds from WSD Bonds and Road Bonds. Accrued interest on the Bonds will be deposited from the proceeds from sale of the Bonds into the sub-account of the Debt Service Fund created in respect of WSD Bonds. All remaining proceeds of the Bonds will be deposited in the sub-account of the Construction Fund created in respect of WSD Bonds.

The proceeds from all taxes levied, assessed and collected for and on account of the Bonds authorized by the Bond Order shall be deposited, as collected, into the sub-account of the Debt Service Fund created in respect of WSD Bonds. The Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Outstanding Bonds, the Bonds and any additional tax bonds issued by the District, is to be kept separate from all other funds of the District, and funds in the sub-account created in respect of WSD Bonds are to be used for payment of debt service on the Bonds and any of the District’s duly authorized WSD Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or part from taxes. Amounts on deposit in the sub-accounts of the Debt Service Fund created in respect of WSD Bonds may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Bonds and any of the District’s duly authorized WSD Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or in part from taxes, and to pay any tax anticipation notes issued in respect of debt service due or to become due on WSD Bonds, together with interest thereon, as such tax anticipation notes become due. Funds otherwise on deposit in the Debt Service Fund, including funds in the sub-account created in respect of Road Bonds, will not be allocated to the payment of the Bonds.

Record Date

The record date for payment of the interest on any regularly scheduled Interest Payment Date is defined as the 15th day of the month (whether or not a business day) preceding such Interest Payment Date.

Redemption

Mandatory Redemption: The Bonds maturing on April 1, in each of the years 2041 and 2043 (the “Term Bonds”) shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the “Redemption Date”), on April 1 in each of the years and in the principal amounts set forth in the following schedule (with each such scheduled principal amount reduced by the principal amount as may have been previously redeemed through the exercise of the District’s reserved right of optional redemption, as provided under “Optional Redemption” below):

\$1,150,000 Term Bonds Due April 1, 2041		\$1,150,000 Term Bonds Due April 1, 2043	
Mandatory Redemption Date	Principal Amount	Mandatory Redemption Date	Principal Amount
2040	\$ 575,000	2042	\$ 575,000
2041 (maturity)	575,000	2043 (maturity)	575,000

Notice of the mandatory redemption of the Term Bonds will be provided at least thirty (30) calendar days prior to the date fixed for redemption, with the particular portions of the Term Bonds to be redeemed to be selected by lot or other customary method in accordance with the procedures of DTC so long as the Bonds are registered in accordance with the Book-Entry-Only System. See “BOOK-ENTRY-ONLY-SYSTEM.”

Optional Redemption: The District reserves the right, at its option, to redeem the Bonds (including any Term Bonds) maturing on and after April 1, 2025, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000, on April 1, 2024, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If fewer than all of the Serial Bonds are to be redeemed, the particular maturity or maturities and the amounts thereof to be redeemed shall be determined by the District. If fewer than all of the Bonds of the same maturity are to be redeemed, the particular Bonds shall be selected by DTC in accordance with its procedures, so long as the Bonds are registered in accordance with the Book-Entry-Only System. See “BOOK-ENTRY-ONLY SYSTEM.” If less than all of the entire outstanding principal amount of a Term Bond is to be redeemed, the District will notify the Paying Agent/Registrar of the reductions in the remaining mandatory redemption amounts to result from the optional redemption. Notice of each exercise of the reserved right of optional redemption shall be given at least thirty (30) calendar days prior to the redemption date, in the manner specified in the Bond Order.

Effects of Redemption: By the redemption date, due provision shall be made with the Paying Agent/Registrar for payment of the principal of the Bonds (including any Term Bonds) or portions thereof to be redeemed, plus accrued interest to the redemption date. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

Method of Payment of Principal and Interest

The Board has appointed The Bank of New York Mellon Trust Company, N.A., having its principal corporate trust office and its principal payment office in Dallas, Texas, as the initial Paying Agent/Registrar for the Bonds. The principal of and interest on the Bonds shall be paid to DTC, which will make distribution of the amounts so paid. See “BOOK-ENTRY-ONLY SYSTEM.”

Registration

Section 149(a) of the Internal Revenue Code of 1986, as amended, requires that all tax-exempt obligations (with certain exceptions that do not include the Bonds) be in registered form in order for the interest payable on such obligations to be excludable from a Beneficial Owner’s income for federal income tax purposes. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. pursuant to the Book-Entry-Only System described herein. One fully-registered Bond will be issued for each maturity of the Bonds and will be deposited with DTC. See “BOOK-ENTRY-ONLY SYSTEM.” So long as any Bonds remain outstanding, the District will maintain at least one paying agent/registrar in the State of Texas for the purpose of maintaining the Register on behalf of the District.

Replacement of Paying Agent/Registrar

Provision is made in the Bond Order for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new paying agent/registrar shall be required to accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a duly qualified and competent trust or banking corporation or organization organized and doing business under the laws of the United States of America or of any State thereof, with a combined capital and surplus of at least \$25,000,000, which is subject to supervision of or examination by federal or state banking authorities, and which is a transfer agent duly registered with the United States Securities and Exchange Commission.

Legal Investment and Eligibility to Secure Public Funds in Texas

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

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

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

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

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

Issuance of Additional Debt

The District's voters have authorized the issuance of a total of \$173,665,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer and drainage facilities and could authorize additional amounts. Following the issuance of the Bonds, the District will have \$100,870,000 of unlimited tax bonds authorized but unissued for said improvements and facilities. The District's voters also authorized the issuance of a total of \$15,570,000 in principal amount of unlimited tax bonds for the purpose of constructing road facilities, but no additional authorization remains unissued. See “Financing Road Facilities” below. The District's voters have also authorized the issuance of a total of \$19,350,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities, all of which is unissued. See “Financing Recreational Facilities” below. The District's voters have also authorized the issuance of a total of \$208,585,000 principal amount of unlimited tax refunding bonds for the purpose of refunding outstanding bonds of the District, \$208,425,000 principal amount of which is unissued. See “INVESTMENT CONSIDERATIONS—Future Debt.”

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.

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.

Financing Road Facilities

Pursuant to the provisions of the Texas Constitution, as amended, conservation and reclamation districts are authorized to develop and finance with property taxes certain road facilities, subject to the acquiring of road powers to do so and a successful District election to approve the issuance of road bonds payable from taxes. The legislation which created the District included the grant of road powers to the District and at elections held within the District on November 6, 2007 and May 9, 2009, voters of the District authorized a total of \$15,570,000 in principal amount of unlimited tax bonds for financing and constructing road facilities. The District currently has no additional authorization unissued for road facilities. See “Issuance of Additional Debt” and “INVESTMENT CONSIDERATIONS—Future Debt.” Issuance of additional bonds for road facilities may dilute the security for the Bonds.

Financing Recreational Facilities

Conservation and reclamation districts in certain counties are authorized to develop and finance with property taxes certain recreational facilities after a district election has been successfully held to approve the issuance of bonds payable from taxes and/or a maintenance tax to support recreational facilities.

The District is authorized to issue bonds payable from an ad valorem tax to pay for the development and maintenance of recreational facilities if (i) the District duly adopts a plan for the facilities; (ii) the bonds are authorized at an election; (iii) the bonds payable from any source do not exceed 1% of the value of the taxable property in the District at the time of issuance of the bonds, or an amount greater than the estimated cost of the plan, whichever amount is smaller; (iv) the District obtains any necessary governmental consents allowing the issuance of such bonds; (v) the issuance of the bonds is approved by the TCEQ in accordance with its rules with respect to same; and (vi) the bonds are approved by the Attorney General of Texas. The District may issue bonds for such purposes payable solely from net operating revenues without an election. In addition, the District is authorized to levy an operation and maintenance tax to support recreational facilities at a rate not to exceed 10 cents per \$100 of assessed valuation of taxable property in the District, after such tax is approved at an election. Said maintenance tax is in addition to any other maintenance tax authorized to be levied by the District.

At elections held within the District on November 6, 2007 and May 9, 2009, voters of the District authorized a total of \$19,350,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities and could authorize additional amounts. Voters also authorized a maintenance tax not to exceed \$0.10 per \$100 assessed valuation for maintenance of recreational facilities.

Issuance of bonds for recreational facilities could dilute the investment security for the Bonds.

Annexation

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Houston, the District may be annexed for full purposes by the City of Houston, subject to compliance by the City of Houston with various requirements of Chapter 43 of the Texas Local Government Code, as amended. Effective December 1, 2017, such requirements may include the requirement that the City of Houston hold an election in the District whereby the qualified voters of the District approve the proposed annexation. If the District is annexed, the City of Houston must assume the District's assets and obligations (including the Bonds and the Outstanding Bonds) and abolish the District within ninety (90) days of the date of annexation. Annexation of territory by the City of Houston is a policy-making matter within the discretion of the Mayor and City Council of the City of Houston, and, therefore, the District makes no representation that the City of Houston will ever attempt to annex the District for full purposes and assume its debt. Moreover, no representation is made concerning the ability of the City of Houston to make debt service payments should annexation occur. Under the terms of the SPA (as hereinafter defined) between the District and the City of Houston, however, the City has agreed not to annex the District for full purposes (a traditional municipal annexation) for at least thirty (30) years from the effective date of the SPA. See “THE DISTRICT—Strategic Partnership Agreement.” The District could consent to a full purpose annexation prior to that time by agreeing to amend the SPA to such effect, however, the District currently has no intention to do so.

Consolidation

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water and wastewater systems with the water and wastewater systems of the district or districts with which it is consolidating, subject to voter approval. In their consolidation agreement, the consolidating districts may agree to assume each other's bonds, notes and other obligations. If each district assumes the other's bonds, notes and other obligations, taxes may be levied uniformly on all taxable property within the consolidated district in payment of same. If the districts do not assume each other's bonds, notes and other obligations, each district's taxes are levied on property in each of the original districts to pay said debts created by the respective original district as if no consolidation had taken place. No representation is made concerning whether the District will consolidate with any other district, but the District currently has no plans to do so.

Remedies in Event of Default

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Order, or defaults in the observance or performance of any other covenants, conditions, or obligations set forth in the Bond Order, the Registered Owners have the right to seek a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Order. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Certain traditional legal remedies may also not be available. See “INVESTMENT CONSIDERATIONS—Registered Owners’ Remedies” and “—Bankruptcy Limitation to Registered Owners’ Rights.”

Defeasance

The Bond Order provides that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption or (ii) by depositing with any place of payment (paying agent) for obligations of the District payable from revenues or from ad valorem taxes or both, or a commercial bank or trust company designated in the proceedings authorizing such discharge, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, 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 governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Order.

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

There is no assurance that the current law will not be changed in 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 currently permitted under Texas law.

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by The Depository Trust Company, New York, New York, (“DTC”) 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 and the Financial Advisor believe the source of such information to be reliable, but neither of the District or the Financial Advisor take any 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.

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

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a rating of “AA+” by S&P Global Ratings. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

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

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

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

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All 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 Bonds held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but neither the District nor the Underwriter take any responsibility for the accuracy thereof.

USE AND DISTRIBUTION OF BOND PROCEEDS

The construction costs below were compiled by Manhard Consulting, Ltd., the District’s engineer (the “Engineer”) and were submitted to the TCEQ in the District’s Bond Application. Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer and Masterson Advisors LLC (the “Financial Advisor”). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District’s auditor. The surplus funds may be expended for any lawful purpose for which surplus construction funds may be used, if approved by the TCEQ, where required.

I.	<u>CONSTRUCTION RELATED COSTS</u>	
	Construction Costs	\$ 8,739,500
	Engineering Fees	1,703,271
	Stormwater Pollution Prevention Plan	446,860
	Total Construction Related Costs	\$ 10,889,631
II.	<u>BOND ANTICIPATION NOTE COSTS</u>	
	Estimated Bond Anticipation Note Interest	\$ 246,150
	Issuance Costs and Professional Fees	169,756
	Total Bond Anticipation Note Costs	\$ 415,906
III.	<u>NON-CONSTRUCTION COSTS</u>	
	Underwriter's Discount (a)	\$ 389,588
	Developer Interest	1,178,466
	Contingency (a)	18,412
	Total Non-construction Costs	\$ 1,586,466
IV.	<u>ISSUANCE COSTS AND FEES</u>	
	Issuance Costs and Professional Fees	\$ 604,497
	Bond Application Report	60,000
	State Regulatory Fees	43,500
	Total Issuance Costs and Fees	\$ 707,997
	TOTAL BOND ISSUE	\$ 13,600,000

(a) Contingency represents the difference in the estimated and actual amount of Underwriter’s discount.

THE DISTRICT

General

The District is a municipal utility district, created by House Bill No. 4079, Acts of the 80th Texas Legislature, Regular Session 2007, codified as Chapter 8269, Texas Special District Local Laws Code, and operates under the provisions of Chapter 49 and Chapter 54 of the Texas Water Code, as amended, and other general statutes of Texas applicable to municipal utility districts. The District, which lies wholly within the extraterritorial jurisdiction of the City of Houston (except as described below under “Strategic Partnership Agreement”), is subject to the continuing supervisory jurisdiction of the TCEQ.

The District is empowered, among other things, 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 may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District may also provide solid waste disposal and collection services. The District is also empowered to establish, operate and maintain fire-fighting facilities, separately or jointly with one or more conservation and reclamation districts, municipalities or other political subdivisions, after approval by the TCEQ and the voters of the District. Additionally, the District may, subject to certain limitations, develop and finance recreational facilities and may also, subject to certain limitations, develop and finance roads. See “THE BONDS—Authority for Issuance—Issuance of Additional Debt,” “—Financing Recreational Facilities” and “—Financing Road Facilities.”

The District is required to observe certain requirements of the City of Houston which limit the purposes for which the District may sell bonds to finance the acquisition, construction, and improvement of waterworks, wastewater, drainage, recreational, road and fire-fighting facilities and the refunding of outstanding debt obligations; limit the net effective interest rate on such bonds and other terms of such bonds; require approval by the City of Houston of District construction plans; and permit connections only to lots and reserves described in a plat that has been approved by the City of Houston and filed in the real property records of Montgomery County. The District is also required to obtain certain TCEQ approvals prior to acquiring, constructing and financing water, sanitary sewer and drainage facilities, recreational facilities and fire-fighting facilities, as well as voter approval of the issuance of bonds for said purposes. Construction and operation of the District’s system is subject to the regulatory jurisdiction of additional State of Texas and local agencies. See “THE SYSTEM.”

Strategic Partnership Agreement

The District and the City of Houston (the “City”) have entered into a Strategic Partnership Agreement dated effective November 16, 2012, as amended and restated in that certain First Amended and Restated Strategic Partnership Agreement dated effective December 19, 2016 (collectively the “SPA”) pursuant to Chapter 43 of the Texas Local Government Code. The SPA provides for a “limited purpose annexation” for that portion of the District which is developed for retail and commercial purposes in order to apply certain City health, safety, planning and zoning ordinances within the District. Areas of residential development within the District are not subject to the limited purpose annexation. The SPA also provides that the City will not annex the District for “full purposes” for at least thirty (30) years from the original effective date of the SPA. Also, as a condition to full purpose annexation, any unpaid reimbursement obligations due to a developer by the District for water, sanitary sewer and drainage facilities must be assumed by the City to the maximum extent permitted by TCEQ rules. The procedures for full purpose annexation under the SPA may differ from those otherwise applicable under Chapter 43, Texas Local Government Code, including any requirements for an election. See “THE BONDS—Annexation.”

As of the effective date of the SPA, the City was authorized to impose the one percent (1%) City sales and use tax within the portion of the District included in the limited purpose annexation. Such portion includes primarily the land planned for retail and commercial development within the District. The City pays to the District an amount equal to one half (1/2) of all sales and use tax revenue generated within such area of the District and received by the City from the Comptroller of Public Accounts of the State of Texas (the “Sales Tax Revenue”). Pursuant to State law, the District is authorized to use Sales Tax Revenue generated under the SPA for any lawful purpose. None of the anticipated Sales Tax Revenue is pledged toward the payment of principal and interest on the Bonds or the Outstanding Bonds.

Description and Location

The District currently consists of approximately 1,137 acres of land in south Montgomery County. The District is located approximately 25 miles north of the central downtown business district of the City and lies wholly within the extraterritorial jurisdiction of the City and within the boundaries of the Conroe Independent School District. The District lies approximately three miles east of Interstate Highway 45 and is bounded on the north by the Grand Parkway, on the east by Birnham Woods Drive, on the south by Spring Creek and on the west by Montgomery County Municipal Utility District No. 94. See “AERIAL PHOTOGRAPH.”

Land Use

The table below represents a detailed breakdown of the current acreage and development in the District.

<u>Single-Family Residential</u>	Approximate <u>Acres</u>	<u>Lots</u>
Discovery at Spring Trails:		
Section 1.....	7	32
Section 2.....	8	28
Canyon Lakes at Spring Trails:		
Section 1.....	22	61
Section 1 Partial Replat No. 1 and Expansion.....	28	88
Section 1 Partial Replat No. 2 and Expansion.....	13	27
Section 2.....	12	45
Section 4.....	25	96
Section 5.....	9	36
Harmony Creek:		
Section 1.....	13	43
Section 4.....	1	1
Harmony Landing	12	53
Harmony Springs	33	139
Harmony Central Sector:		
Section 1.....	61	268
Section 2.....	26	89
Harmony Village:		
Section 1.....	21	73
Section 2.....	12	39
Section 3.....	17	47
Section 4.....	18	61
Section 6.....	17	74
Section 7.....	14	70
Section 8.....	15	60
Section 9.....	27	117
Section 10.....	15	72
Allegro at Harmony:		
Section 1A.....	21	80
Section 1B.....	17	53
Section 2A.....	26	116
Section 2B.....	8	39
Section 2B, Phase 2	13	45
Section 3.....	33	124
Section 4.....	16	74
Vivace:		
Section 1.....	34	117
Section 2	<u>19</u>	<u>79</u>
Subtotal.....	613	2,346
<u>Multi-Family (583 units)(a)</u>	22	---
<u>Townhomes(b)</u>	32	192
<u>School Site(c)</u>	49	---
<u>Church Site</u>	5	---
<u>Park Site/Open Spaces/Landscape Reserves</u>	171	---
<u>Commercial Reserves(d)</u>	81	---
<u>Fire Station</u>	2	---
<u>Future Development</u>	17	---
<u>Non-Developable (e)</u>	<u>145</u>	<u>---</u>
	1,137	2,538

- (a) Consists of two apartment complexes of 310 units and 273 units, respectively.
- (b) Marketed as Solstice at Harmony (approximately 16 acres, 112 units) and Harmony Village, Section 5 (approximately 16 acres and 80 units).
- (c) See “Status of Development—School Site” below
- (d) Approximately 81 acres of commercial reserves are served with trunk facilities. Such acreage includes approximately 71 acres with improvements and approximately 1 acre with improvements currently under construction.
- (e) Includes major thoroughfares, drainage facilities, street right-of-way, water plant, wastewater treatment plant and lift station sites, and undevelopable reserves.

Status of Development

Single-Family Residential: As of September 30, 2019, the District consisted of 1,635 completed homes (1,633 occupied), 272 homes under construction, and 439 vacant developed lots. Homes in the District range in price from approximately \$200,000 to \$500,000.

Homebuilders actively conducting building programs within the District are: Westin Homes, Highland Homes, Perry Homes, Castlerock, Darling Homes, Shea Homes, Chesmar, Beazer, Gehan, D.R. Horton, Lennar, Pulte and Taylor Morrison

Multi-Family Residential: SYNC at Harmony, a 310-unit apartment complex, is located on approximately 13 acres in the District. According to the apartment management, SYNC at Harmony is at 95% occupancy as of September 2019. Additionally, a 273-unit apartment complex, Broadstone Harmony, has been constructed on approximately 9 acres and, according to the apartment management, Broadstone Harmony is at 92% occupancy as of September 2019.

Townhomes: Approximately 32 acres of land have developed as 192 townhome lots and are being marketed as Solstice at Harmony (112 units) and Harmony Village, Section 5 (80 units). As of September 30, 2019, 70 townhomes have been constructed and occupied, 30 townhomes are under construction and 92 vacant developed townhome lots.

Commercial: Approximately 81 acres of commercial reserves have been developed with trunk facilities in the District. Day care facilities, two Mexican restaurants, an HEB grocery store, a 24-Hour Clinic, a Mod Pizza, a Domino's Pizza, a Sports Clips, a Smoothie King, TSO, a Chase Bank, a Sonic fast food restaurant, a Panera Bread, an orthodontics office, a free-standing car wash, a gas station, The Goddard School Daycare, Kiddie Academy Daycare, LA Fitness, a storage facility, Ace Hardware and other service and retail establishments and a Texas Children's ER (tax-exempt) have been constructed on approximately 71 acres of such acreage. In addition, commercial improvements are currently under construction within the District for a veterinary clinic on approximately 1 acre.

School Site: Conroe Independent School District has constructed a middle school and junior high school on approximately 49 acres in the District (tax-exempt).

Fire Station: Montgomery County Emergency Service District No. 8 has constructed a fire station located on approximately 2 acres within the District.

Future Development

The District is planned as a primarily residential development. Approximately 17 developable acres of land in the District are not yet served with water distribution and supply, wastewater collection and treatment or storm drainage facilities necessary for the construction of taxable improvements. In addition to the residential development, approximately 81 acres of commercial reserves have been provided with trunk facilities, of which approximately 10 acres have no vertical improvements constructed or have vertical improvements under construction. While the District anticipates future development of this acreage, there can be no assurances given as to whether or when any of such undeveloped land will ultimately be developed. The District anticipates issuing additional bonds to accomplish full development of the District. See "THE BONDS—Issuance of Additional Debt" and "INVESTMENT CONSIDERATIONS—Future Debt." The Engineer has stated that under current development plans, the currently remaining authorized but unissued bonds after issuance of the Bonds (\$100,870,000) should be sufficient to finance the construction of water, sewer, and drainage facilities to complete development of the District.

THE DEVELOPERS AND OTHER MAJOR PROPERTY OWNERS

Role of a Developer

In general, the activities of a landowner or developer in a municipal utility district such as the District include designing the project, defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of streets and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. 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.

Investors in the Bonds should note that the prior real estate experience of the Developers should not be construed as an indication that further development within the District will occur, or that construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. The District cautions that the development experience of the Developers was gained in different markets and under different circumstances than those that exist in the District and the prior success, if any, is no indication or guarantee that the Developers will be successful in the development of land within the District.

The Developers are not responsible for, liable for, and have not made any commitment for payment of the Bonds or other obligations of the District. The Developers have no legal commitment to the District or owners of the Bonds to continue development of land within the District and may sell or otherwise dispose of its property within the District, or any other assets, at any time.

Discovery Spring Trails, LLC

Discovery Spring Trails, LLC, a Texas limited liability company ("Discovery Spring Trails") has developed 1,006 lots on approximately 270 acres as Harmony. Discovery Spring Trails does not own any undeveloped land in the District. Discovery Spring Trails has engaged Johnson Harmony Management, LLC ("Johnson"), a Houston based planned community developer, as the development manager. Johnson handles the day-to-day development, construction and lot sales in the District on behalf of Discovery Spring Trails.

Lennar Homes of Texas Land and Construction, Ltd.

Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership ("Lennar"), has developed 393 lots on approximately 88 acres which are being marketed as Harmony Village, Sections 6, 7, 8, 9 and 10. Gehan Homes Ltd. ("Gehan"), a Texas limited partnership, shared in development costs with Lennar for Section 9, and Beazer Homes, Inc. ("Beazer"), a Texas corporation, shared in development costs with Lennar for Sections 6 and 7. Lennar does not own any undeveloped acreage in the District.

Pulte Homes of Texas, L.P.

Pulte Homes of Texas, L.P, a Texas limited partnership ("Pulte"), has developed 112 lots on approximately 33 acres as Harmony Village, Sections 1 and 2. Pulte does not own any undeveloped acreage in the District.

D.R. Horton, Inc.

D.R. Horton, Inc., a Texas limited partnership ("DR Horton"), has developed 108 lots on approximately 35 acres as Harmony Village, Sections 3 and 4. DR Horton does not own any undeveloped land in the District.

Taylor Morrison of Texas, Inc.

Taylor Morrison of Texas Inc., a Texas corporation ("Taylor Morrison"), has developed 85 acres of residential lots (333 lots) as Allegro at Harmony, Sections 1, 1B, 2 and 2B Phase 2. Taylor Morrison is also a homebuilder in Allegro at Harmony. Johnson handles the day-to-day development, construction and lot sales in the District on behalf of Taylor Morrison. Taylor Morrison does not own any undeveloped land in the District.

Figure Four Partners, Ltd.

Figure Four Partners, Ltd., a Texas limited partnership ("Figure Four Partners"), has developed 198 lots on approximately 49 acres as Allegro at Harmony, Sections 3 and 4. Johnson handles the day-to-day development, construction and lot sales in the District on behalf of Figure Four Partners.

Shea Homes Houston, LLC

Shea Homes Houston, LLC, a Delaware limited liability company (“Shea Homes”), has developed 196 lots on approximately 53 acres as Vivace at Harmony Sections 1 and 2. Johnson has been engaged to handle the day-to-day development, construction and lot sales in the District on behalf of Shea Homes. Shea Homes owns approximately 17 acres of undeveloped land in the District.

RPM4M Ventures LP

RPM4M Ventures LP, a Texas limited partnership (“RPM4M”), currently owns approximately 4 acres of commercial reserves within the District and additionally sold approximately 2 acres to RKMV2M LP, a Texas limited partnership, all of which are served with trunk utilities. See “TAX DATA—Principal Taxpayers.”

Chesmar Homes, LLC

Chesmar Homes, LLC, a Texas limited liability company (“Chesmar”), has developed approximately 16 acres as Harmony Village, Section 5, an 80-unit townhome community.

Castlerock Communities, L.P.

Castlerock Communities, L.P. (“Castlerock”), a Texas limited partnership, has developed approximately 16 acres of land within the District as Solstice at Harmony, a 112-unit townhome community. Castlerock does not own an undeveloped land in the District. Castlerock is the sole homebuilder in Solstice at Harmony.

MANAGEMENT OF THE DISTRICT

Board of Directors

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to four-year staggered terms and elections are held in May in even numbered years. Four of the Board members reside within the District and one does not reside in the District; however, each of the Board members owns land within the District. The current members and officers of the Board, along with their titles and terms, are listed as follows:

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>
James H. Ragan	President	May 2022
Todd E. Applegate	Vice President	May 2020
Jackie Bragg	Secretary	May 2020
Steve Scarborough	Asst. Secretary	May 2022
Brian G. Lasaine	Director	May 2022

District Consultants

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

Bond Counsel and General Counsel: Schwartz, Page & Harding, L.L.P. (“Bond Counsel”) 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. In addition, Schwartz, Page & Harding, L.L.P. serves as general counsel to the District on matters other than the issuance of bonds.

Financial Advisor: Masterson Advisors LLC serves as the District’s Financial Advisor. The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

Disclosure Counsel: The District has engaged McCall, Parkhurst & Horton, L.L.P, as disclosure counsel. The fees paid to disclosure counsel are contingent upon the sale and delivery of the Bonds.

Tax Appraisal: The Montgomery Central Appraisal District has the responsibility of appraising all property within the District. See “TAXING PROCEDURES.”

Tax Assessor/Collector: The District has appointed an independent tax assessor/collector to perform the tax collection function. Assessments of the Southwest, Inc. (the “Tax Assessor/Collector”) has been engaged by the District to serve in this capacity.

Engineer: The District’s consulting engineer is Manhard Consulting, Ltd. (the “Engineer”).

Bookkeeper: The District has contracted with F. Matuska Inc. (the “Bookkeeper”) for bookkeeping services.

Auditor: The financial statements of the District as of June 30, 2018, and for the year then ended, included in this offering document, have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein. BKD, LLP has been engaged by the District to audit the District’s financial statements for the fiscal year ended June 30, 2019.

Utility System Operator: The operator of the District’s water and wastewater systems and plants is Environmental Development Partners, LLC (the “Operator”).

THE ROADS

There are two major thoroughfares that lie within the District’s boundaries that have been financed with proceeds of the Outstanding Road Bonds. This includes a portion of Rayford Road from just north of Harmony Creek to the intersection of Birnham Woods Drive, and Birnham Woods Drive from the intersection of Rayford Road to the intersection of Browning Pine Drive. The roads are constructed of reinforced concrete with a curb and gutter on stabilized subgrade. The roads were constructed a minimum 7-inches thick and consist of a single 25-foot wide concrete driving surface for one lane of traffic in each direction. The District may choose to construct the second 25-foot wide lane for this portion of Rayford Road and for Birnham Woods Drive in the future.

In addition to the thoroughfares, there are five collector streets that lie within the District’s boundaries that have been financed with proceeds of the Outstanding Road Bonds. This includes Spring Trails Park Drive, Lexington Boulevard, Harmony Park Crossing, Harmony Commons and Allegro Bend Drive. Paving widths vary from a boulevard section to dual 25-foot wide pavement surfaces for two lanes of traffic in each direction with a raised median. Spring Trails Park Drive, Harmony Park Crossing, Harmony Commons and Allegro Bend Drive are constructed of 6-inch thick reinforced concrete with a curb and gutter on stabilized subgrade. Lexington Boulevard is constructed of 7-inch thick reinforced concrete with a curb and gutter on stabilized subgrade.

All roadways are designed and constructed in accordance with Montgomery County (the “County”) and City of Houston standards, rules and regulations. Upon acceptance by the County of roadways or roadway facilities, the County is responsible for operation and maintenance thereof.

THE WATER, SEWER AND DRAINAGE SYSTEM

Regulation

Construction and operation of the District’s water, sewer and storm drainage system as it now exists or as it may be expanded from time to time is subject to regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing, supervisory authority over the District. Discharge of treated sewage into Texas waters, if any, is also subject to the regulatory authority of the TCEQ and the United States Environmental Protection Agency (“EPA”). The provision of potable water in the District is subject to the regulatory authority of the TCEQ and EPA. Withdrawal of ground water and the issuance of water well permits is subject to the regulatory authority of the Lone Star Groundwater Conservation District. Montgomery County, the City of Houston, and the Texas Department of Health also exercise regulatory jurisdiction over the District’s System. Changes in regulatory criteria could require the District to make additional capital expenditures for System improvements in the future.

Water Supply

Water supply for the District is provided by a two water plants located within the District. Water Plant No. 1 consists of a 1,200 gallon per minute (“gpm”) water well, 30,000 gallons of pressure tank capacity, 712,000 gallons of ground storage tank capacity and four booster pumps with a total capacity of 4,100 gpm. Water Plant No. 2 consists of a 1,200 gallon per minute (“gpm”) water well, 15,000 gallons of pressure tank capacity, 360,000 gallons of ground storage tank capacity and two booster pumps with a total capacity of 2,400 gpm. According to the District Engineer, the water supply facilities will adequately serve 2,500 equivalent single-family connections (“ESFC”). As of September 2019, the District was serving approximately 1,800 active connections (including 302 homes/townhomes under construction or in a builder’s name and 583 multi-family units). The District has an emergency water interconnect with Montgomery County Municipal Utility District No. 94 (“MUD 94”). Full development of the District will require future expansion to the existing facilities.

Surface Water Conversion

The District is located within the boundaries of the Lone Star Groundwater Conservation District (“Conservation District”), a county-wide regulatory agency that was created by the Texas legislature. The Conservation District was created to provide a regional entity to acquire surface water and build the necessary facilities to convert from groundwater to surface water in order to meet the future needs of Montgomery County. The Conservation District has adopted a regulatory plan which requires ground water users within Montgomery County to reduce ground water usage by 30% by January 1, 2016. In order to comply with said requirement, the San Jacinto River Authority (“SJRA”) entered into a contract with the Conservation District to develop an overall groundwater reduction plan (“GRP”). In turn, the District entered into a contract with SJRA pursuant to which the District is included in the SJRA’s GRP. Based on the SJRA’s “Joint Water Reduction Plan” dated March 2011, the District is not part of the 2016 conversion area but it is anticipated that surface water will be brought to the District as part of a future conversion. The SJRA instituted a groundwater pumpage fee commencing August 1, 2010. Said fee (effective September 1, 2019) is \$2.73 per 1,000 gallons of water pumped by the District from its well. The amount billed per 1,000 gallons by the SJRA is subject to further increase in future years.

Wastewater Treatment

The District entered into a Waste Disposal Agreement with MUD 94 dated November 6, 2007 and amended September 23, 2008, November 7, 2011, March 4, 2014 and May 10, 2016. The original plant, in which the District owns approximately 109,000 gallons per day (“gpd”) of capacity, is currently located on land wholly within MUD 94; however, an adjacent site was deeded to the District for future expansions of the wastewater treatment plant. The first expansion was completed and operational in October 2013 and provided an additional 200,000 gpd of capacity. Effective January 1, 2014, the District became the operating district for the plant. The second expansion of the plant was completed and operational in April 2016 and provided an additional 300,000 gpd of capacity. The cumulative wastewater treatment plant capacity currently owned or leased by the District is 608,760 gpd. According to the District Engineer, the expanded wastewater treatment plant capacity allocated to the District is capable of serving approximately 2,536 ESFCs. The third expansion of the plant is under construction and will provide an additional 225,000 gpd of capacity. It is anticipated that construction will be complete in Spring of 2020. Upon completion of the expansion, the cumulative wastewater treatment plant capacity owned or leased by the District will be 833,760 gpd, and the expanded wastewater treatment plant capacity allocated to the District will be capable of serving approximately 3,474 ESFCs. As of September 2019, the District was serving approximately 1,800 active connections (including 302 homes/townhomes under construction or in a builder’s name and 583 multi-family units). No further expansion will be required for full development of the District.

Water Distribution, Wastewater Collection and Storm Drainage Facilities

Water distribution, wastewater collection and storm drainage facilities have been constructed to serve 2,346 single-family residential lots in the District. Additionally, there are facilities to serve approximately 81 acres of commercial reserves, approximately 22 acres for multi-family residential development (583 units), and approximately 32 acres constructed for two townhome projects (192 units). See “THE DISTRICT—Land Use.”

Before development, the land within the District’s boundaries naturally drains southwest to a tributary of Spring Creek. Street with curb and gutter and underground storm sewer have been or will be constructed for each section as it is developed. The storm water is conveyed through the storm sewers and then to the Harmony Creek drainage channel. The channel outfalls by gravity to Spring Creek at the southern limit of the District boundary.

100-Year Flood Plain

“Flood Insurance Rate Map” or “FIRM” means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The "100-year flood plain" (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance. An engineering or regulatory determination that an area is above the 100-year flood plain is not an assurance that homes built in such area will not be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years. Approximately 2 acres located within the District (Harmony Village Sections 8, 9 and 10) are officially within the 100-year flood plain according to the Federal Emergency Management (“FEMA”) Flood Insurance Rate Maps and the Engineer (Firm Panel No. 48339C0725G). These areas were filled above the 100-year elevation during construction of the mass grading for Harmony Village, Sections 6 through 10 projects. FEMA approved a Letter of Map Revision based on Fill (“LOMR-F”) for these areas on November 8, 2017. Approximately 121 acres are within the floodplain and will remain undeveloped.

The District drains to Spring Creek, which reached 500-year flood elevations on August 28, 2017. The 500-year elevation is approximately 6 feet higher than 100-year flood elevations. During the flood event resulting from Hurricane Harvey, the District is aware of structural flooding in six homes (3 under construction and 3 homeowner occupied). The sections in which these homes were located were designed for the 100-year event.

On May 7, 2019, the District experienced approximately 8-inches of rainfall in a 2 hour duration, which is described as a 200-year rainfall event according to NOAA Atlas 14 standards. The District’s drainage system is designed to withstand a 100-year rainfall event per the local regulatory design criteria. According to the Engineer, the District is aware of two homes and one commercial business that experienced structural flooding in the District as a result of the rainfall event on May 7, 2019. The District is currently investigating opportunities to enhance the drainage system in the District to increase capacity above the regulatory criteria. See “INVESTMENT CONSIDERATIONS—Recent Severe Weather Events; Hurricane Harvey.”

District Operations

The Outstanding Bonds and the Bonds are payable solely from the levy of an ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenue from operations of the District's system, if any, is available for any legal purpose, including, upon Board action, the payment of debt service on the Bonds and the Outstanding Bonds. It is anticipated that no significant operation revenues will be used for debt service on the Bonds or the Outstanding Bonds in the foreseeable future.

The following statement sets forth in condensed form the General Operating Fund for the District as shown in the District's audited financial statements for the fiscal years ended June 30, 2015 through June 30, 2018 and from the District's bookkeeper for the year ended June 30, 2019. Such figures are included for informational purposes only. Accounting principles customarily employed in the determination of net revenues have been observed and, in all instances, exclude depreciation. Reference is made to "APPENDIX A" for further and complete information.

	Fiscal Year Ended June 30				
	2019 (a)	2018	2017	2016	2015
Revenues:					
Property Taxes	\$ 2,077,047	\$ 1,855,319	\$ 1,475,481	\$ 877,817	\$ 649,061
Sales Tax Rebate	200,157	179,866	130,455	87,920	-
Water Service	941,524	825,766	705,998	401,509	264,301
Sewer Service	1,125,322	862,339	730,532	529,448	369,689
Regional Water Fee	736,736	642,010	553,280	324,316	302,208
Bulk Water Sales	-	-	-	-	46,710
Penalty and Interest	37,890	27,314	32,506	20,661	13,741
Tap Connection & Inspection Fees	803,688	418,612	356,873	357,031	392,503
Interest Income	153,089	70,240	19,521	2,074	1,426
Total Revenue	\$ 6,075,453	\$ 4,881,466	\$ 4,004,646	\$ 2,600,776	\$ 2,039,639
Expenditures:					
Purchased Services	\$ 707,884	\$ 697,117	\$ 668,390	\$ 443,861	\$ 273,630
Groundwater Fees	725,352	544,251	534,690	350,325	313,704
Professional Fees	418,885	299,468	340,428	229,853	276,016
Contracted Services	382,203	359,024	363,510	280,886	207,910
Utilities	188,949	138,287	126,244	99,309	92,490
Repairs & Maintenance	825,533	260,948	327,933	232,291	411,308
Other Expenditures	148,055	105,990	128,966	60,997	72,780
Tap Connections	346,043	191,691	187,930	210,538	187,728
Lease Payments	-	-	-	26,620	-
Debt Issuance Costs	39,029	45,291	58,826	36,000	-
Capital Outlay	129,164	1,188,868 (b)	1,976,898 (c)	66,779	1,687,060 (d)
Total Expenditures	\$ 3,911,097	\$ 3,830,935	\$ 4,713,815	\$ 2,037,459	\$ 3,522,626
NET REVENUES	<u>\$ 2,164,356</u>	<u>\$ 1,050,531</u>	<u>\$ (709,169)</u>	<u>\$ 563,317</u>	<u>\$ (1,482,987)</u>
OTHER FINANCING SOURCES					
Developer Advances (e)	\$ -	\$ 529,200 (b)	\$ 3,558,489 (c)	\$ -	\$ 1,661,238 (d)
Repayment of Developer Advances	-	-	-	(45,069)	-
Interfund Transfers	(678,375)	53,227	-	60,040	43,382
General Operating Fund					
Balance (Beginning of Year)	\$ 6,169,880	\$ 4,536,922	\$ 1,687,602	\$ 1,109,314	\$ 887,681
General Operating Fund					
Balance (End of Year)	\$ 7,655,861	\$ 6,169,880	\$ 4,536,922	\$ 1,687,602	\$ 1,109,314

(a) Unaudited. Provided by the District's bookkeeper.

(b) In 2018, the Developers advanced funds to the District to finance the construction of facilities to Birnham Woods Segment A and improvements to Lift Station No. 2 and related force main.

(c) In 2017, the Developers advanced funds to the District to finance the construction of facilities to serve the Discovery Spring Trails projects.

(d) In 2015, the Developers advanced funds to the District to finance the construction of facilities to serve the Rayford Road Extension, Phase II.

(e) Funds were advanced by various developers to finance projects directly through the District's operating account. Some of the projects have been included in previous bond issues and this bond issue and other projects will be included in future bond issues to reimburse the developers for their portions of such projects.

FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)

2019 Taxable Assessed Valuation.....	\$667,311,306	(a)
Estimated Taxable Assessed Valuation as of August 1, 2019.....	\$736,013,738	(b)
Gross Direct Debt Outstanding (the Bonds and the Outstanding Bonds).....	\$84,000,000	(c)
Estimated Overlapping Debt	31,290,839	(d)
Gross Direct Debt and Estimated Overlapping Debt.....	\$115,290,839	
Ratios of Gross Direct Debt to:		
2019 Taxable Assessed Valuation.....	12.59%	
Estimated Taxable Assessed Valuation as of August 1, 2019.....	11.41%	
Ratios of Gross Direct Debt and Estimated Overlapping Debt to:		
2019 Taxable Assessed Valuation.....	17.28%	
Estimated Taxable Assessed Valuation as of August 1, 2019.....	15.66%	
Funds Available for Debt Service:		
Water, Sewer and Drainage Debt Service Fund Balance as of October 7, 2019.....	\$3,477,197	(e)
Road Debt Service Fund Balance as of October 7, 2019	939,741	(e)
Total Funds Available for Debt Service.....	\$4,416,938	(e)
Funds Available for Operations and Maintenance as of October 7, 2019	\$7,215,291	
Funds Available for Water, Sewer and Drainage Construction as of October 7, 2019	\$2,266,656	
Funds Available for Road Construction as of October 7, 2019.....	\$394,396	

- (a) The Montgomery Central Appraisal District (the “Appraisal District”) has certified \$632,717,489 of taxable value. An addition of \$34,593,817 of value remains uncertified and subject to change and downward revision prior to certification. No tax will be levied on said uncertified value until it is certified by the Appraisal District. The 2019 Taxable Assessed Valuation shown here represents the certified value plus the uncertified value. See “TAXING PROCEDURES.”
- (b) As provided by the Appraisal District. Such amount is an estimate of the assessed value on August 1, 2019 and may be revised upward or downward once certified by the Appraisal District. Increases in value occurring between January 1, 2019 and August 1, 2019 will be certified as of January 1, 2020 and provided for purposes of taxation in 2020.
- (c) After the issuance of the Bonds. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Outstanding Bonds.”
- (d) See “Estimated Overlapping Debt” herein.
- (e) Although all of the District’s debt, including the Outstanding Bonds and the Bonds, is payable from an unlimited tax pledge on parity, a pro rata portion of the District’s ad valorem tax revenue will be allocated to the bonds sold for water, sewer and drainage facilities (the “WSD Bonds”) and a portion will be allocated to the bonds sold for road facilities (the “Road Bonds”). The Water, Sewer and Drainage Debt Service Fund is pledged to the Outstanding WSD Bonds, including the Bonds once issued. See “THE BONDS—Funds,” “USE AND DISTRIBUTION OF BOND PROCEEDS” and “Debt Service Requirements” herein. Neither the Bond Order nor Texas law requires that the District maintain any particular balance in such fund.

Investments of the District

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

Short Term Debt

The District sold a \$8,205,000 Bond Anticipation Note, Series 2019 (the “BAN”) on May 13, 2019, with a maturity date of May 12, 2020. The District will use a portion of Bond proceeds to redeem the BAN prior to maturity. See “THE BONDS—Issuance of Additional Debt” and “INVESTMENTS CONSIDERATIONS—Future Debt.”

Outstanding Bonds

The District has previously issued \$59,195,000 principal amount of unlimited tax bonds in seven series, \$2,635,000 principal amount of unlimited tax refunding bonds in one series, and \$15,570,000 principal amount of unlimited tax road bonds in four series, of which an aggregate of \$70,400,000 principal amount remains outstanding (the “Outstanding Bonds”) as of the date hereof.

<u>Series</u>	<u>Original Principal Amount</u>	<u>Outstanding Bonds (as of 10/1/19)</u>
2012	\$ 2,875,000	\$ 150,000
2012 (a)	2,695,000	2,095,000
2013	4,245,000	3,815,000
2014	4,560,000	4,210,000
2015 (a)	3,025,000	2,725,000
2015A	12,575,000	11,630,000
2016	11,110,000	10,210,000
2017 (a)	4,650,000	4,475,000
2017	13,650,000	13,075,000
2018 (a)	5,200,000	5,200,000
2019	10,180,000	10,180,000
2019A (b)	2,635,000	2,635,000
Total	\$ 77,400,000	\$ 70,400,000

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

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Debt Service Requirements

The following sets forth the actual debt service on the Outstanding Bonds (see “Outstanding Bonds” above) and the Bonds.

Year	Outstanding Bonds Debt Service Requirements	Debt Service on the Bonds			Total Debt Service Requirements
		Principal	Interest	Total	
2020	\$ 4,952,921.26		\$ 291,901.04	\$ 291,901.04	\$ 5,244,822.30
2021	4,883,271.26	\$ 600,000	312,437.50	912,437.50	5,795,708.76
2022	4,834,390.01	600,000	300,437.50	900,437.50	5,734,827.51
2023	4,789,396.26	600,000	288,437.50	888,437.50	5,677,833.76
2024	4,742,458.76	600,000	276,437.50	876,437.50	5,618,896.26
2025	4,742,205.63	600,000	264,437.50	864,437.50	5,606,643.13
2026	4,688,433.75	600,000	252,437.50	852,437.50	5,540,871.25
2027	4,641,102.50	600,000	240,437.50	840,437.50	5,481,540.00
2028	4,595,152.50	600,000	228,437.50	828,437.50	5,423,590.00
2029	4,570,668.13	600,000	216,437.50	816,437.50	5,387,105.63
2030	4,521,021.26	600,000	204,437.50	804,437.50	5,325,458.76
2031	4,457,181.26	600,000	192,062.50	792,062.50	5,249,243.76
2032	4,419,447.51	600,000	178,937.50	778,937.50	5,198,385.01
2033	4,366,853.76	600,000	165,062.50	765,062.50	5,131,916.26
2034	4,314,797.51	600,000	150,437.50	750,437.50	5,065,235.01
2035	4,253,213.13	600,000	135,437.50	735,437.50	4,988,650.63
2036	4,198,162.50	575,000	120,390.63	695,390.63	4,893,553.13
2037	4,104,882.50	575,000	105,296.88	680,296.88	4,785,179.38
2038	4,048,015.63	575,000	89,843.75	664,843.75	4,712,859.38
2039	3,991,915.63	575,000	74,031.25	649,031.25	4,640,946.88
2040	3,944,396.88	575,000	58,218.75	633,218.75	4,577,615.63
2041	2,833,828.13	575,000	42,406.25	617,406.25	3,451,234.38
2042	1,734,531.25	575,000	25,875.00	600,875.00	2,335,406.25
2043	-	575,000	8,625.00	583,625.00	583,625.00
Total	\$ 98,628,247.01	\$ 13,600,000	\$ 4,222,901.04	\$ 17,822,901.04	\$ 116,451,148.05

Average Annual Debt Service Requirements (2020-2043)\$4,852,131
Maximum Annual Debt Service Requirement (2021).....\$5,795,709

Estimated Overlapping Debt

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

Taxing Jurisdiction	Outstanding Bonds	As of	Overlapping	
			Percent	Amount
Montgomery County.....	\$ 522,350,000	8/31/2019	1.15%	\$ 6,007,025
Conroe Independent School District.....	1,207,585,000	8/31/2019	1.93%	23,306,391
Lone Star College System.....	581,595,000	8/31/2019	0.34%	1,977,423
Total Estimated Overlapping Debt.....				\$ 31,290,839
The District.....	84,000,000 (a)	Current	100.00%	84,000,000
Total Direct and Estimated Overlapping Debt.....				\$ 115,290,839
Ratio of Estimated Direct and Overlapping Debt to the 2019 Taxable Assessed Valuation.....				17.28%
Ratio of Estimated Direct and Overlapping Debt to the Estimated Taxable Assessed Valuation as of August 1, 2019.....				15.66%

(a) The Bonds and the Outstanding Bonds.

Overlapping Taxes

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

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

	2019 Tax Rate per \$100 of Taxable <u>Assessed Valuation</u>
Montgomery County.....	\$ 0.44750
Montgomery Co. Hospital District.....	0.05890
Conroe Independent School District.....	1.23000
Lone Star College System.....	0.10780
Montgomery County ESD No. 8.....	0.10000
Total Overlapping Tax Rate.....	\$ 1.94420
The District	1.24000
Total Tax Rate.....	\$ 3.18420

TAX DATA

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. See “Tax Rate Distribution” and “Tax Roll Information” below and “TAXING PROCEDURES.”

Maintenance Tax

The Board has the statutory authority to levy and collect an annual ad valorem tax for the operation and maintenance of the District, if such a maintenance tax is authorized by the District’s voters. A maintenance tax election was held on November 6, 2007, and voters of the District authorized, among other things, the Board to levy a maintenance tax at a rate not to exceed \$1.50 per \$100 assessed valuation for general operations and maintenance costs. At the same election, voters authorized the Board to levy a maintenance tax for operations and maintenance costs of recreational facilities at a rate not to exceed \$0.10 per \$100 assessed valuation. The District levied a \$0.39 general operations and maintenance tax rate for 2019. It has not levied a maintenance and operations tax for recreational facilities to date. A maintenance tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds. See “Debt Service Tax” above.

Tax Exemptions

For the 2019 tax year, the District granted an exemption of \$25,000 for persons 65 years of age or older or disabled. See “TAXING PROCEDURES—Property Subject to Taxation by the District.”

Tax Rate Distribution

	2019	2018	2017	2016	2015
Debt Service	\$ 0.85	\$ 0.89	\$ 0.89	\$ 0.95	\$ 0.95
Maintenance and Operations	0.39	0.40	0.43	0.42	0.42
Total	\$ 1.24	\$ 1.29	\$ 1.32	\$ 1.37	\$ 1.37

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. Values shown in table below may differ throughout due to timing of reports. See “Tax Roll Information” below.

Tax Year	Taxable Assessed Valuation (a)	Tax Rate	Total Tax Levy (b)	Total Collections as of September 30, 2019 (c)	
				Amount	Percent
2014	\$ 102,923,369	\$ 1.45	\$ 1,492,389	\$1,492,389	100.00%
2015	205,779,593	1.37	2,823,723	2,823,723	100.00%
2016	350,872,797	1.37	4,811,005	4,811,005	100.00%
2017	434,284,293	1.32	5,732,552	5,731,849	99.99%
2018	518,257,776	1.29	6,657,741	6,635,368	99.66%
2019	632,717,489	1.24	7,845,697	(d)	(d)

- (a) Net valuation represents final gross assessed value as certified by the Appraisal District less any exemptions granted. See “Tax Roll Information” below for gross assessed value and exemptions granted by the District.
- (b) Represents actual tax levy, including any adjustments by the Appraisal District, as of the date hereof.
- (c) Reflects unaudited collections.
- (d) In the process of collections. 2019 taxes are due by January 31, 2020.

Tax Roll Information

The District's assessed value as of January 1 of each year is used by the District in establishing its tax rate (see "TAXING PROCEDURES—Valuation of Property for Taxation"). The following represents the composition of property comprising the 2015 through 2019 Taxable Assessed Valuations. A complete breakdown of the Estimated Taxable Assessed Valuation as of August 1, 2019, of \$736,013,738 is not available from the Appraisal District.

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Land	\$118,979,640	\$108,266,920	\$ 82,979,830	\$ 83,186,290	\$ 52,637,320
Improvements	547,861,320	439,135,920	374,199,240	294,085,610	191,948,900
Personal Property	18,788,868	16,465,755	14,232,385	10,009,060	1,129,722
Exemptions (a)	<u>(52,912,339)</u>	<u>(45,610,819)</u>	<u>(37,127,182)</u>	<u>(36,408,163)</u>	<u>(39,936,349)</u>
Certified Value	\$632,717,489	\$518,257,776	\$434,284,273	\$350,872,797	\$205,779,593
Uncertified Value	<u>34,593,817</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Value	<u><u>\$667,311,306</u></u>	<u><u>\$518,257,776</u></u>	<u><u>\$434,284,273</u></u>	<u><u>\$350,872,797</u></u>	<u><u>\$205,779,593</u></u>

(a) Represents primarily the Conroe Independent School District property (non-taxable).

Principal Taxpayers

The following table represents the principal taxpayers, the taxable assessed value of such property and such property's assessed value as a percentage of the certified portion (\$632,717,489) of the 2019 Taxable Assessed Valuation of \$667,311,306, which represents certified ownership as of January 1, 2019. Principal taxpayer lists related to the uncertified portion (\$34,593,817) of the 2019 Taxable Assessed Valuation and the Estimated Taxable Assessed Valuation as of August 1, 2019 are not available.

<u>Taxpayer</u>	<u>2019 Certified Taxable Assessed Valuation</u>	<u>% of 2019 Certified Taxable Assessed Valuation</u>
Elysian at Harmony LP (a)	\$ 30,672,644	4.85%
Broadstone Harmony LP	24,150,000	3.82%
HEB Grocery Co. LP	21,332,668	3.37%
Taylor Morrison of Texas Inc. (b)	8,639,000	1.37%
CH Retail Fund II/Houston Rayford Harmony LP	8,303,000	1.31%
RKMV2M Ventures LP	5,885,550	0.93%
DR Horton Texas Ltd. (b)	4,996,780	0.79%
Shea Homes Houston LLC (b)	4,261,715	0.67%
Castlerock Communities LP (b)	3,672,720	0.58%
Lennar Homes of Texas Land & Construction (b)	3,208,430	0.51%
Total	<u>\$ 115,122,507</u>	<u>18.19%</u>

(a) Marketed as SYNC at Harmony.

(b) See "THE DEVELOPERS AND OTHER MAJOR PROPERTY OWNERS."

Tax Adequacy for Debt Service

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 appraised 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 Taxable Assessed Valuation of \$667,311,306 (\$632,717,489 certified plus \$34,593,817 uncertified) and the Estimated Taxable Assessed Valuation as of August 1, 2019 of \$736,013,738. The calculations contained in the following table merely represent the tax rates required to pay principal of and interest on the Bonds and the Outstanding Bonds when due, assuming no further increase or any decrease in taxable values in the District, collection of ninety-five percent (95%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements.”

Average Annual Debt Service Requirement (2020-2043)	\$4,852,131
\$0.77 Tax Rate on 2019 Taxable Assessed Valuation	\$4,881,382
\$0.70 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2019	\$4,894,491
Maximum Annual Debt Service Requirement (2021).....	\$5,795,709
\$0.92 Tax Rate on 2019 Taxable Assessed Valuation	\$5,832,301
\$0.83 Tax Rate on Estimated Taxable Assessed Valuation as of August 1, 2019	\$5,803,468

No representation or suggestion is made that the uncertified portion (\$34,593,817) of the 2019 Taxable Assessed Valuation or the Estimated Taxable Assessed Valuation as of August 1, 2019 will not be adjusted downward once certified, and no person should rely upon such amount or its inclusion herein as assurance of its attainment. See “TAXING PROCEDURES.”

TAXING PROCEDURES

Property Tax Code and County-Wide Appraisal District

The Texas Tax Code (the “Property Tax Code”) requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas a single appraisal district with the responsibility for recording and appraising property for all taxing units within a county and a single appraisal review board with the responsibility for reviewing and equalizing the values established by the appraisal district. The Montgomery Central Appraisal District (the “Appraisal District”) has the responsibility for appraising property for all taxing units wholly within Montgomery County, including the District. Such appraisal values are subject to review and change by the Montgomery County Appraisal Review Board (the “Appraisal Review Board”). Under certain circumstances, taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a petition for review in State district court. In such event, the value of the property in question will be determined by the court or by a jury if requested by any party. Absent any such appeal, the appraisal roll, as prepared by the Appraisal District and approved by the Appraisal Review Board, must be used by each taxing jurisdiction in establishing its tax roll and tax rate. The District is eligible, along with all other conservation and reclamation districts within Montgomery County, to participate in the nomination of and vote for a member of the Board of Directors of the Appraisal District.

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real property and tangible personal property in the District is subject to taxation by the District; however, it is expected that no effort will be made by the District to collect taxes on personal property other than on personal property rendered for taxation, business inventories and the property of privately-owned utilities. Principal categories of exempt property include: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; farm products owned by the producer; all oil, gas and mineral interests owned by an institution of higher education; certain property owned by exclusively charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind-powered energy devices; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older or under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age Survivors and Disability Insurance Act to the extent deemed advisable by the Board. The District would be required to call an election on such residential homestead exemption upon petition by at least twenty percent (20%) of the number of qualified voters who voted in the District's preceding election and would be required to offer such an exemption if a majority of voters approve it at such election. For the 2019 tax year, the District has granted an exemption of \$25,000 of assessed valuation for persons 65 years of age and older and to individuals who are under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age Survivors and Disability Insurance Act. 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 assessed valuation depending upon the disability rating of the veteran, if such rating is less than 100%. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran's residence homestead. Additionally, subject to certain conditions,

the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if (i) the residence homestead was donated by a charitable organization at no cost to the disabled veteran or, (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, (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.

A "Freeport Exemption" applies to goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining oil 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 certain tangible personal property, as defined by the Property Tax Code, acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The exemption excludes oil, natural gas, petroleum products, aircraft and certain special inventory including dealer's motor vehicles, dealer's vessel and outboard motor vehicle, dealer's heavy equipment and retail manufactured housing inventory. The exemption applies to covered property if it is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. However, taxing units who took official action as allowed by prior law before October 1, 2011, to tax goods-in-transit property, and who pledged such taxes for the payment of debt, may continue to impose taxes against the goods-in-transit property until the debt is discharged without further action, if cessation of the imposition would impair the obligations of the contract by which the debt was created. The District has taken 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.

General Residential Homestead Exemption

Texas law authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised value of residential homesteads, but not less than \$5,000 if any exemption is granted, from ad valorem taxation. The law provides, however, that 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. For the 2019 tax year, the District has not granted a general residential homestead exemption.

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. Assessments under the Property Tax Code are to be based upon one hundred percent (100%) of market value. The appraised value of residential homestead property may be limited to the lesser of the market value of the property, or the sum of the appraised value of the property for the last year in which it was appraised, plus ten percent (10%) of such appraised value multiplied by the number of years since the last appraisal, plus the market value of all new improvements to the property. Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property by the Appraisal District at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis.

The Texas Tax Code provides that the governing body of a taxing unit located within an area declared to be a disaster area by the governor of the State of Texas may authorize reappraisal of all property damaged in the disaster at its market value immediately after the disaster. For reappraised property, the taxes are pro-rated for the year in which the disaster occurred. The taxing unit assesses taxes prior to the date the disaster occurred based upon market value as of January 1 of that year. Beginning on the date of the disaster and for the remainder of the year, the taxing unit assesses taxes on the reappraised market value of the property.

District and Taxpayer Remedies

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

Texas law provides for notice and hearing procedures prior to the adoption of an ad valorem tax rate by the District. Additionally, Texas law provides for an additional notice and, upon petition by qualified voters, an election which could result in the repeal of certain tax rate increases on residential homesteads. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

Agricultural, Open Space, Timberland and Inventory Deferment

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land's capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use for the three (3) years prior to the loss of the designation for agricultural, timberland or open space land. According to the District's Tax Assessor/Collector, as of January 1, 2019, no land within the District was designated for agricultural use, open space, inventory deferment, or timberland.

Tax Abatement

The City of Houston and Montgomery County may designate all or part of the District as a reinvestment zone, and the District, Montgomery County, and (if it were to annex the area) the City of Houston, under certain circumstances, may thereafter enter into tax abatement agreements with the owners of property within the zone. The tax abatement agreements may exempt from ad valorem tax, by the applicable taxing jurisdictions, and by the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. According to the District's Tax Assessor/Collector, to date, none of the area within the District has been designated as a reinvestment zone.

Levy and Collection of Taxes

The District is responsible for the collection of its taxes, unless it elects to transfer such functions to another governmental entity. The District adopts its tax rate each year after it receives a tax roll certified by the Appraisal District. Taxes are due upon receipt of a bill therefor and become delinquent after January 31 of the following year or 30 days after the date billed, whichever is later, or, if billed after January 10, they are delinquent on the first day of the month next following the 21st day after such taxes are billed. A delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid beginning the first calendar month it is delinquent. A delinquent tax also incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent plus a one percent (1%) penalty 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. However, a tax delinquent on July 1 incurs a total penalty of twelve percent (12%) of the amount of the delinquent tax without regard to the number of months the tax has been delinquent, which penalty remains at such rate without further increase. If the tax is not paid by July 1, an additional penalty of up to the amount of the compensation specified in the District's contract with its delinquent tax collection attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District. With respect to personal property taxes that become delinquent on or after February 1 of a year and that remain delinquent sixty (60) days after the date on which they become delinquent, as an alternative to the penalty described in the foregoing sentence, an additional penalty on personal property of up to the amount specified in the District's contract with its delinquent tax attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District prior to July 1. The District's contract with its delinquent tax collection attorney currently specifies a twenty percent (20%) additional penalty. The District may waive penalties and interest on delinquent taxes only if (i) an error or omission of a representative of the District, including the Appraisal District, caused the failure of the taxpayer to pay taxes, (ii) the delinquent taxes are paid on or before the one-hundred and eightieth (180th) day after the taxpayer

received proper notice of such delinquency and the delinquent taxes relate to a property for which the appraisal roll lists one or more certain specified inaccuracies, or (iii) the taxpayer submits evidence sufficient to show that the tax payment was delivered before the delinquency, date to the United States Postal Service or other delivery service, but an act or omission of the postal or delivery service resulted in the tax payment being considered delinquent. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency of taxes under certain circumstances. The owner of a residential homestead property who is (i) a person sixty-five (65) years of age or older, (ii) under a disability for purpose of payment of disability insurance benefits under the Federal Old Age Survivors and Disability Insurance Act, or (iii) qualifies as a disabled veteran under Texas law, is also entitled by law to pay current taxes on a residential homestead in installments or to defer the payment of taxes without penalty during the time of ownership. Additionally, a person who is delinquent on taxes for a residential homestead is entitled to an agreement with the District to pay such taxes in installments over a period of between 12 and 36 months (as determined by the District) when such person has not entered into another installment agreement with respect to delinquent taxes with the District in the preceding 24 months. Certain qualified taxpayers, including owners of residential homesteads, located within a natural disaster area and whose property has been damaged as a direct result of the disaster, are entitled to enter into a tax payment installment agreement with a taxing jurisdiction such as the District if the tax payer pays at least one-fourth of the tax bill imposed on the property by the delinquency date. The remaining taxes may be paid without penalty or interest in three equal installments within six months of the delinquency date.

Rollback of Operation and Maintenance Tax Rate

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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the District in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the District in that year, subject to certain homestead exemptions. 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 (as to those provisions discussed herein) 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 municipal utility districts differently based on their current operation and maintenance tax rate or on the percentage of projected build-out that a 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 herein as "Special Taxing Units." Districts that have financed, completed, and issued bonds to pay for all land, 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 in the district, 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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions.

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 in the district, subject to certain homestead exemptions, 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 the operation and maintenance tax rate that would impose 1.035 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions, 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 imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the district, 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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions.

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

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property against which the tax is levied. In addition, on January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of other such taxing units. See "ESTIMATED OVERLAPPING DEBT STATEMENT." 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. Further, personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalties, and interest.

Except with respect to (i) owners of residential homestead property who are sixty-five (65) years of age or older or under a disability as described above and who have filed an affidavit as required by law and (ii) owners of residential homesteads who have entered into an installment agreement with the District for payment of delinquent taxes as described above and who are not in default under said agreement, 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, or by taxpayer redemption rights (a taxpayer may redeem property that is a residence homestead or was designated for agricultural use within two (2) years after the deed issued at foreclosure is filed of record and may redeem all other property within six (6) months after the deed issued at foreclosure is filed of record) or by bankruptcy proceedings which restrict the collection of taxpayer debt. The District's ability to foreclose its tax lien or collect penalties and interest may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act, 12 U.S.C. 1825, as amended. Generally, the District's tax lien and a federal tax lien are on par with the ultimate priority being determined by applicable federal law. See "INVESTMENT CONSIDERATIONS—Tax Collection Limitations."

INVESTMENT CONSIDERATIONS

General

The Bonds are obligations solely of the District and are not obligations of the State of Texas, Montgomery County, the City of Houston, or any entity other than the District. Payment of the principal of and interest on the Bonds depends upon the ability of the District to collect taxes levied on taxable property within the District in an amount sufficient to service the District's bonded debt or, in the event of foreclosure, on the value of the taxable property in the District and the taxes levied by the District and other taxing authorities upon the property within the District. See "THE BONDS—Source and Security of Payment." The collection by the District of delinquent taxes owed to it and the enforcement by Registered Owners of the District's obligation to collect sufficient taxes may be a costly and lengthy process. Furthermore, the District cannot and does not make any representations that continued development of taxable property within the District will accumulate or maintain taxable values sufficient to justify continued payment of taxes by property owners or that there will be a market for the property or that owners of the property will have the ability to pay taxes. See "Registered Owners' Remedies" below.

Recent Severe Weather Events; Hurricane Harvey

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

According to TNG Utility Corp., the District’s previous operator until January 31, 2019, and Manhard Consulting, Ltd. (the “Engineer”), the District’s waterworks and sewer system did not sustain any material damage and there was no interruption to sewer service as a result of Hurricane Harvey. The District experienced a well pump failure at Water Plant No. 1 during Hurricane Harvey and opened the interconnect with Montgomery County Municipal Utility District No. 94 (“MUD 94”). Thereafter, MUD 94 lost power to its generator and the District issued a boil water notice to its residents on August 29, 2017 due to a loss in water pressure. The notice was lifted on September 1, 2017. Based on information provided by TNG Utility Corp., the previous District Operator, and the Engineer, the District is aware of structural flooding in six homes (3 under construction and 3 homeowner occupied at the time of Hurricane Harvey).

On May 7, 2019, the District experienced approximately 8-inches of rainfall in a 2 hour duration (a 200-year rainfall event according to NOAA Atlas 14 standards). The District’s drainage system is designed to withstand a 100-year rainfall event per the local regulatory design criteria. According to the Engineer, the District is aware of two homes and one commercial business that experienced structural flooding in the District as a result of the rainfall event on May 7, 2019. The District is currently investigating opportunities to enhance the drainage system in the District to increase capacity above the regulatory criteria.

Specific Flood Type Risks

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

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

Economic Factors and Interest Rates

A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots which are currently being marketed by the Developers to the homebuilders for the construction of primary residences. The market value of such homes and lots is related to general economic conditions affecting the demand for residences. Demand for lots of this type and the construction of residential dwellings thereon can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the prosperity and demographic characteristics of the urban center toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact such values. See “Credit Markets and Liquidity in the Financial Markets” below and “THE DISTRICT—Status of Development.”

Credit Markets and Liquidity in the Financial Markets

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 25 miles from the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and the national financial and credit markets. A downturn in the economic conditions of Houston and the nation could adversely affect development and home-building plans in the District and restrain the growth of the District's property tax base or reduce it from current levels.

Competition

The demand for and construction of single-family homes in the District, which is approximately 25 miles from downtown Houston, could be affected by competition from other residential developments, including other residential developments located in the northern portion of the Houston 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.

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

Undeveloped Acreage and Vacant Lots

There are 439 vacant developed single-family lots, 92 vacant developed townhome lots and approximately 17 developable acres of land within the District that have not been fully provided with road, water, sewer and storm drainage and detention facilities necessary for the construction of taxable improvements. The District makes no representation as to when or if development of this acreage will occur or if the homebuilding program will be successful. See "THE DISTRICT—Land Use."

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 a parity with the liens of all other state and local taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time consuming and expensive collection procedures, (b) a bankruptcy court's stay of tax collection procedure 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 "TAX PROCEDURES—District's Rights in the Event of Tax Delinquencies."

Registered Owners' Remedies

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Order, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Order, the Registered Owners have the right to seek a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Order. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners.

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Order may not be reduced to a judgment for money damages. Even if a judgment against the District for money damages could be obtained, it could not be enforced by direct levy and execution against the District's property. Further, the Beneficial Owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Beneficial Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District.

Bankruptcy Limitation to Registered Owners' Rights

Subject to the requirements of Texas law, the District may voluntarily proceed under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Sections 901-946, if the District: (1) is authorized to file for federal bankruptcy protection by Texas law; (2) is insolvent or unable to meet its debts as they mature; (3) desires to effect a plan to adjust such debts; and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Under Texas law, the District must also obtain the approval of the Commission prior to filing bankruptcy. Such law requires that the Commission investigate the financial conditions of the District and authorize the District to proceed only if the District has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with Texas law requirements, the District could file a voluntary bankruptcy petition under Chapter 9, thereby invoking the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A federal bankruptcy court is a court of equity and federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in making the decision of whether to grant the petitioning District relief from its creditors. While such a decision might be appealable, the concomitant delay and loss of remedies to the Registered Owner could potentially and adversely impair the value of the Registered Owner's claim.

If the District decides in the future to proceed voluntarily under the federal Bankruptcy Code, the District could develop and file a plan for the adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect the Registered Owners by reducing or eliminating the interest rate or the principal amount, 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 such Beneficial Owner's claim against the District.

A district may not be placed into bankruptcy involuntarily.

Environmental and Air Quality Regulations

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

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

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

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

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

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

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

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

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

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

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

Pursuant to the federal Safe Drinking Water Act (“SDWA”) and the EPA’s National Primary Drinking Water Regulations (“NPDWRs”), which are implemented by the TCEQ’s Water Supply Division, a municipal utility district’s provision of water for human consumption is subject to extensive regulation as a public water system. Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency’s rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

Texas Pollutant Discharge Elimination System (“TPDES”) permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit (TXR150000), with an effective date of March 5, 2018, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain nonstormwater discharges into surface water in the state. It has a 5-year permit term, and is then subject to renewal. Moreover, the Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district’s ability to obtain and maintain compliance with TPDES permits.

The TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on January 24, 2019. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff in order to comply with the MS4 Permit.

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

In 2015, the EPA and USACE promulgated a rule known as the Clean Water Rule (“CWR”) aimed at redefining “waters of the United States” over which the EPA and USACE have jurisdiction under the CWA. The CWR significantly expanded the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands. The CWR was challenged in numerous jurisdictions, including the Southern District of Texas, causing significant uncertainty regarding the ultimate scope of “waters of the United States” and the extent of EPA and USACE jurisdiction.

On September 12, 2019, the EPA and USACE finalized a rule repealing the CWR, thus reinstating the regulatory text that existed prior to the adoption of the CWR. This repeal will officially become final sixty days after its publication in the Federal Register.

On December 11, 2018, the EPA and USACE released a proposed replacement definition of “waters of the United States.” The proposed definition outlines six categories of waters that would be considered “waters of the United States,” including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters, and wetlands adjacent to jurisdictional waters. The proposed rule also details what are not “waters of the United States,” such as features that only contain water during or in response to rainfall (e.g., ephemeral features); groundwater; many ditches, including most roadside or farm ditches; prior converted cropland; stormwater control features; and waste treatment systems. The agencies took comments on the proposal for 60 days after publication in the Federal Register, which occurred on February 14, 2019, but the proposed rule has not been finalized.

Due to the pending rulemaking activity, there remains uncertainty regarding the ultimate scope of “waters of the United States” and the extent of EPA and USACE jurisdiction. Depending on the final outcome of such proceedings, operations of municipal utility districts, including the District, could potentially be subject to additional restrictions and requirements, including additional permitting requirements.

Future Debt

The District has the right to issue obligations other than the Bonds, including tax anticipation notes and bond anticipation notes, and to borrow for any valid corporate purpose. A total of \$173,665,000 in principal amount of unlimited tax bonds has been authorized by the District’s voters for the purpose of acquiring or constructing water, sewer and drainage facilities, and, after the issuance of the Bonds, \$100,870,000 in principal amount of said unlimited tax bonds will remain authorized but unissued. A total of \$15,570,000 in principal amount of unlimited tax bonds has been authorized by the District’s voters for constructing road facilities, but no authorization remains unissued. The District’s voters have also authorized the issuance of a total of \$19,350,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities, all of which remains authorized but unissued. In addition, voters have authorized \$208,585,000 principal amount in unlimited tax refunding bonds, \$208,425,000 principal amount of which remains authorized but unissued. Voters may authorize the issuance of additional bonds secured by ad valorem taxes for any or all of the above purposes. The issuance of additional obligations may increase the District’s tax rate and adversely affect the security for, and the investment quality and value of the Bonds.

After reimbursements are made with Bond proceeds, the District will continue to owe the Developers and other property owners approximately \$15,000,000 (as of September 30, 2019) plus interest for advances made for the engineering and construction of water, sanitary sewer and storm drainage facilities, recreational facilities and road facilities. The District intends to issue additional bonds in order to fully reimburse the Developers for facilities constructed or under construction and to provide water, sewer, storm sewer and major drainage facilities and channel improvements, roads, and recreational facilities to the remainder of undeveloped but developable land (17 acres, excluding approximately 79 acres where utility construction is underway). In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District. 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. Except with respect to additional bonds for roads, the issuance of additional bonds is subject to approval by the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. Further, the principal amount of bonds issued to finance recreational facilities may not exceed 1% of either the District's certified value or an estimate of value as provided by a certificate of the Appraisal District. See "THE BONDS—Issuance of Additional Debt," "— Financing of Recreational Facilities" and "— Financing of Road Facilities."

Municipal Bond Insurance Risk Factors

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

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

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

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 of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are generally bought, sold or traded in the secondary market.

Future and Proposed Legislation

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 and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

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 "TAX MATTERS."

NO MATERIAL ADVERSE CHANGE

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

NO-LITIGATION CERTIFICATE

With the delivery of the Bonds, the President or Vice President and Secretary of the Board will, on behalf of the District, execute and deliver to the Underwriter a certificate dated as of the date of delivery, to the effect that no litigation of any nature of which the District has notice is pending against or, to the knowledge of the District's certifying officers, threatened against the District, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the authorization, execution or delivery of the Bonds; affecting the provision made for the payment of or security for the Bonds; in any manner questioning the authority or proceedings for the authorization, execution or delivery of the Bonds; or affecting the validity of the Bonds, the corporate existence or boundaries of the District or the title of the then present officers and directors of the Board.

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 a 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 Build America Mutual Assurance Company. Moody's Investors Service ("Moody's") has also assigned an underlying rating of "A3" to the Bonds. An explanation of the ratings may be obtained from S&P and Moody's, respectively.

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

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company ("BAM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as APPENDIX B to this OFFICIAL STATEMENT.

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

Build America Mutual Assurance Company

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure obligations of states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM.

The address of the principal executive offices of BAM is: 200 Liberty Street, 27th Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: www.buildamerica.com.

BAM is licensed and subject to regulation as a financial guaranty insurance corporation under the laws of the State of New York and in particular Articles 41 and 69 of the New York Insurance Law.

BAM's financial strength is rated "AA/Stable" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"). An explanation of the significance of the rating and current reports may be obtained from S&P at www.standardandpoors.com. The rating of BAM should be evaluated independently. The rating reflects the S&P's current assessment of the creditworthiness of BAM and its ability to pay claims on its policies of insurance. The above rating is not a recommendation to buy, sell or hold the Bonds, and such rating is subject to revision or withdrawal at any time by S&P, including withdrawal initiated at the request of BAM in its sole discretion. Any downward revision or withdrawal of the above rating may have an adverse effect on the market price of the Bonds. BAM only guarantees scheduled principal and scheduled interest payments payable by the issuer of the Bonds 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 Policy), and BAM does not guarantee the market price or liquidity of the Bonds, nor does it guarantee that the rating on the Bonds will not be revised or withdrawn.

Capitalization of BAM

BAM's total admitted assets, total liabilities, and total capital and surplus, as of June 30, 2019, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$525 million, \$114 million and \$411 million, respectively.

BAM is party to a first loss reinsurance treaty that provides first loss protection up to a maximum of 15% of the par amount outstanding for each policy issued by BAM, subject to certain limitations and restrictions.

BAM's most recent Statutory Annual Statement, which has been filed with the New York State Insurance Department and posted on BAM's website at www.buildamerica.com, is incorporated herein by reference and may be obtained, without charge, upon request to BAM at its address provided above (Attention: Finance Department). Future financial statements will similarly be made available when published.

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM 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 BAM, supplied by BAM and presented under the heading "MUNICIPAL BOND INSURANCE."

Additional Information Available from BAM

Credit Insights Videos. For certain BAM-insured issues, BAM produces and posts a brief Credit Insights video that provides a discussion of the obligor and some of the key factors BAM's analysts and credit committee considered when approving the credit for insurance. The Credit Insights videos are easily accessible on BAM's website at buildamerica.com/creditinsights/. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Credit Profiles. Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that includes bonds insured by BAM, any pre-sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at buildamerica.com/obligor/. BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

Disclaimers. The Credit Profiles and the Credit Insights videos and the information contained therein are not recommendations to purchase, hold or sell securities or to make any investment decisions. Credit-related and other analyses and statements in the Credit Profiles and the Credit Insights videos are statements of opinion as of the date expressed, and BAM assumes no responsibility to update the content of such material. The Credit Profiles and Credit Insight videos are prepared by BAM; they have not been reviewed or approved by the issuer of or the underwriter for the Bonds, and the issuer and underwriter assume no responsibility for their content.

BAM receives compensation (an insurance premium) for the insurance that it is providing with respect to the Bonds. Neither BAM nor any affiliate of BAM has purchased, or committed to purchase, any of the Bonds, whether at the initial offering or otherwise.

LEGAL MATTERS

Legal Opinions

The District will furnish to the Underwriter a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the approving legal opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Attorney General has examined a transcript of proceedings authorizing the issuance of the Bonds, and that based upon such examination, the Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The District will also furnish the approving legal opinion of Schwartz, Page & Harding, L.L.P., Houston, Texas, Bond Counsel, to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas, except to the extent that enforcement of the rights and remedies of the Registered Owners of the Bonds may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District and to the effect that interest on the Bonds is excludable from gross income for federal income tax purposes under the statutes, regulations, published rulings and court decisions existing on the date of such opinion, assuming compliance by the District with certain covenants relating to the use and investment of the proceeds of the Bonds. See "TAX MATTERS—Tax Exemption" below. The legal opinion of Bond Counsel will further state that the Bonds are payable, both as to principal and interest, from the levy of ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property within the District. Bond Counsel's opinion will also address the matters described below.

In addition to serving as Bond Counsel, Schwartz, Page & Harding, L.L.P., also serves as counsel to the District on matters not related to the issuance of bonds. The legal fees to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of bonds actually issued, sold and delivered, and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by McCall, Parkhurst & Horton L.L.P., Houston, Texas, as Disclosure Counsel.

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

Legal Review

In its capacity as Bond Counsel, Schwartz, Page & Harding, L.L.P., has reviewed the information appearing in this Official Statement under the captioned sections "THE BONDS," "THE DISTRICT—General," "—Strategic Partnership Agreement," "MANAGEMENT OF THE DISTRICT—District Consultants - Bond Counsel and General Counsel," "TAXING PROCEDURES," "LEGAL MATTERS," and "TAX MATTERS" solely to determine whether such information fairly summarizes the law and documents referred to therein. Such firm has not independently verified factual information contained in this OFFICIAL STATEMENT, nor has such firm conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this OFFICIAL STATEMENT. No person is entitled to rely upon such firm's limited participation as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

TAX MATTERS

Tax Exemption

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

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

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

Tax Accounting Treatment of Original Issue Discount and Premium Bonds

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

Under Existing Law, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner. See "Tax Exemption" herein for a discussion of certain collateral federal tax consequences.

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

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

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. ALL OWNERS OF ORIGINAL ISSUE DISCOUNT BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE DETERMINATION FOR FEDERAL, STATE AND LOCAL INCOME TAX PURPOSES OF INTEREST ACCRUED UPON REDEMPTION, SALE OR OTHER DISPOSITION OF SUCH ORIGINAL ISSUE DISCOUNT BONDS AND WITH RESPECT TO THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP, REDEMPTION, SALE OR OTHER DISPOSITION OF SUCH ORIGINAL ISSUE DISCOUNT BONDS.

The initial public offering price to be paid for certain maturities of the Bonds is greater than the amount payable on such Bonds at maturity (the "Premium Bonds"). An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial purchaser of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial purchaser must be reduced each year by the amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity. PURCHASERS OF THE PREMIUM BONDS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS WITH RESPECT TO THE DETERMINATION OF AMORTIZABLE BOND PREMIUM WITH RESPECT TO THE PREMIUM BONDS FOR FEDERAL INCOME TAX PURPOSES AND WITH RESPECT TO THE STATE AND LOCAL TAX CONSEQUENCES OF OWNING PREMIUM BONDS.

Collateral Federal Income Tax Consequences.

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

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences. The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, including financial institutions, life insurance and property and casualty insurance companies, owners of interests in a FASIT, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health-insurance premium assistance credit, and individuals allowed an earned income credit. THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIFIC PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM RECENTLY ENACTED LEGISLATION OR THE PURCHASE, OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

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

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

State, Local and Foreign Taxes

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

Not Qualified Tax-Exempt Obligations

The District has not designated the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b) of the Internal Revenue Code of 1986.

PREPARATION OF OFFICIAL STATEMENT

Sources and Compilation of Information

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

Financial Advisor

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

Consultants

In approving this OFFICIAL STATEMENT, the District has relied upon the following consultants. Each consultant has agreed to the use of information provided by such firms.

Engineer: The information contained in this OFFICIAL STATEMENT relating to engineering and to the description of the System and, in particular that information included in the sections entitled “THE DISTRICT” and “THE SYSTEM” has been provided by Manhard Consulting, Ltd., and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

Appraisal District: The information contained in this OFFICIAL STATEMENT relating to the historical certified taxable appraised valuations has been provided by the Montgomery Central Appraisal District and has been included herein in reliance upon the authority of such entity as experts in assessing the values of property in Montgomery County, including the District.

Tax Assessor/Collector: The information contained in this OFFICIAL STATEMENT relating to the historical breakdown of the District’s assessed valuations and certain other historical data concerning tax rates and tax collections has been provided by Assessments of the Southwest, Inc. and is included herein in reliance upon the authority as an expert in assessing property values and collecting taxes.

Auditor: The financial statements of the District as of June 30, 2018, and for the year then ended, included in this offering document, have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein.

Bookkeeper: The information related to the unaudited summary of the District’s General Operating Fund as it appears in “WATER, SEWER AND DRAINAGE SYTEM—District Operations” has been prepared by F. Matuska, Inc. and is included herein in reliance upon the authority of such firm as experts in tracking and manage the various funds of municipal utility districts.

Updating the Official Statement

If subsequent to the date of the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Underwriter, of any adverse event which causes the Official Statement to be materially misleading, and unless the Underwriter elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Underwriter an appropriate amendment or supplement to the Official Statement satisfactory to the Underwriter, provided, however, that the obligation of the District to the 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 an 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 Registered Owners and Beneficial Owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board (the “MSRB”) through its Electronic Municipal Market Access (“EMMA”) system.

Annual Reports

The District will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this OFFICIAL STATEMENT under the headings “THE WATER, SEWER AND DRAINAGE SYSTEM—District Operations,” “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements,” “TAX DATA” and “APPENDIX A” (Independent Auditor’s Report and Financial Statements and supplemental schedules). The District will update and provide this information within six (6) months after the end of each fiscal year ending in or after 2019.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12. The updated information will include audited financial statements, if the District 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 will provide unaudited financial statements by the District by the required time and audited financial statements when and if such audited financial statements become 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 end is currently June 30. Accordingly, it must provide updated information by December 31 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR § 240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material to a decision to purchase or sell Bonds; (15) incurrence of a financial obligation of the District or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person, any of which reflect financial difficulties. The terms “financial obligation” and “material” when used in this paragraph shall have the meanings ascribed to them under federal securities laws. Neither the Bonds nor the Bond Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from the MSRB

The District has agreed to provide the foregoing information only to the MSRB. The MSRB makes the information available to the public without charge through its Electronic Municipal Market Access (“EMMA”) internet portal at www.emma.msrb.org.

Limitations and Amendments

The District has agreed to update information and to provide notices of material 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 or Beneficial Owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

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

Compliance With Prior Undertakings

During the last five years, the District has complied in all material respects with its continuing disclosure agreements made in accordance with SEC Rule 15c2-12, except as follows: National Public Finance Guarantee Corporation (“NPFGC”) is the insurance provider for the District’s Series 2017 Unlimited Tax Road Bonds. On December 1, 2017 Standard & Poor’s withdrew the insured credit rating on NPFGC and on January 17, 2018, Moody’s Investor Service downgraded the insured credit rating of NPFGC to “Baa2” from “A3”. The District failed to timely file notice of such actions. On August 16, 2018, the District filed notice of non-compliance and has taken appropriate action to ensure timely filing of all future submissions.

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/ James H Ragan
President, Board of Directors

ATTEST:

/s/ Jackie Bragg
Secretary, Board of Directors

AERIAL PHOTOGRAPH
(As of July 2019)



MONTGOMERY COUNTY MUNICIPAL
UTILITY DISTRICT No. 119

RILEY FUZZELL RD.

BIRNHAM WOODS DR.



PHOTOGRAPHS OF THE DISTRICT
(As of July 2019)

















APPENDIX A

Independent Auditor's Report and Financial Statements of the District for the year ended June 30, 2018

Montgomery County Municipal Utility District No. 119

Montgomery County, Texas

Independent Auditor's Report and Financial Statements

June 30, 2018



Montgomery County Municipal Utility District No. 119
June 30, 2018

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Independent Auditor's Report

Board of Directors
Montgomery County Municipal Utility District No. 119
Montgomery County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Montgomery County Municipal Utility District No. 119 (the District), as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements 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.

Opinions

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

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison schedules listed in the table of contents be presented to supplement the basic financial statements. Such information, although not 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 other information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

BKD, LLP

Houston, Texas
November 12, 2018

Montgomery County Municipal Utility District No. 119

Management's Discussion and Analysis

June 30, 2018

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to financial statements. This report also contains supplementary information required by the Governmental Accounting Standards Board and other information required by the District's state oversight agency, the Texas Commission on Environmental Quality (the Commission).

In accordance with required reporting standards, the District reports its financial activities as a special-purpose government. Special-purpose governments are governmental entities which engage in a single governmental program, such as the provision of water, sanitary sewer and drainage services. Other activities, such as the provision of recreation facilities and solid waste collection, are minor activities and are not budgeted or accounted for as separate programs. The financial statements of special-purpose governments combine two types of financial statements into one statement. These two types of financial statements are the government-wide financial statements and the fund financial statements. The fund financial statements are presented on the left side of the statements, a column for adjustments is to the right of the fund financial statements and the government-wide financial statements are presented to the right side of the adjustments column. The following sections describe the measurement focus of the two types of statements and the significant differences in the information they provide.

Government-wide Financial Statements

The focus of government-wide financial statements is on the overall financial position and activities of the District. The District's government-wide financial statements include the statement of net position and statement of activities, which are prepared using accounting principles that are similar to commercial enterprises. The purpose of the statement of net position is to attempt to report all of the assets, liabilities, and deferred inflows and outflows of resources of the District. The District reports all of its assets when it acquires or begins to maintain the assets and reports all of its liabilities when they are incurred.

The difference between the District's assets, liabilities, and deferred inflows and outflows of resources is labeled as net position and this difference is similar to the total stockholders' equity presented by a commercial enterprise.

The purpose of the statement of activities is to present the revenues and expenses of the District. Again, the items presented on the statement of activities are measured in a manner similar to the approach used by a commercial enterprise in that revenues are recognized when earned or established criteria are satisfied and expenses are reported when incurred by the District. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues are reported even when they may not be collected for several months or years after the end of the accounting period and expenses are recorded even though they may not have used cash during the current year.

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Although the statement of activities looks different from a commercial enterprise's statement of income, the financial statement is different only in format, not substance. Whereas the bottom line in a commercial enterprise is its net income, the District reports an amount described as change in net position, essentially the same thing.

Fund Financial Statements

Unlike government-wide financial statements, the focus of fund financial statements is directed to specific activities of the District rather than the District as a whole. Except for the general fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties or governmental statutes or regulations.

Governmental Funds

Governmental-fund financial statements consist of a balance sheet and a statement of revenues, expenditures and changes in fund balances and are prepared on an accounting basis that is significantly different from that used to prepare the government-wide financial statements.

In general, these financial statements have a short-term emphasis and, for the most part, measure and account for cash and other assets that can easily be converted into cash. For example, amounts reported on the balance sheet include items such as cash and receivables collectible within a very short period of time, but do not include capital assets such as land and water, sewer and drainage systems. Fund liabilities include amounts that are to be paid within a very short period after the end of the fiscal year. The difference between a fund's assets, liabilities, and deferred inflows and outflows of resources is labeled the fund balance and generally indicates the amount that can be used to finance the next fiscal year's activities. Likewise, the operating statement for governmental funds reports only those revenues and expenditures that were collected in cash or paid with cash, respectively, during the current period or very shortly after the end of the fiscal year.

Because the focus of the government-wide and fund financial statements is different, there are significant differences between the totals presented in these financial statements. For this reason, there is an analysis in the notes to financial statements that describes the adjustments to fund balances to arrive at net position presented in the governmental activities column on the statement of net position. Also, there is an analysis in the notes to financial statements that reconciles the total change in fund balances for all governmental funds to the change in net position, as reported in the governmental activities column in the statement of activities.

Notes to Financial Statements

The notes to financial statements provide additional information that is essential to a full understanding of the data found in the government-wide and fund financial statements.

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Financial Analysis of the District as a Whole

The District's overall financial position and activities for the past two years are summarized as follows, based on the information included in the government-wide financial statements.

Summary of Net Position

	<u>2018</u>	<u>2017</u>
Current and other assets	\$ 14,317,846	\$ 12,128,582
Capital assets	<u>66,682,065</u>	<u>55,524,571</u>
Total assets	<u>\$ 80,999,911</u>	<u>\$ 67,653,153</u>
Long-term liabilities	\$ 80,673,678	\$ 69,498,028
Other liabilities	<u>1,728,180</u>	<u>1,624,134</u>
Total liabilities	<u>82,401,858</u>	<u>71,122,162</u>
Net position:		
Net investment in capital assets	(12,066,284)	(11,342,393)
Restricted	4,413,400	3,219,658
Unrestricted	<u>6,250,937</u>	<u>4,653,726</u>
Total net position	<u>\$ (1,401,947)</u>	<u>\$ (3,469,009)</u>

The total net position of the District increased by \$2,067,062, or about 60 percent. This increase in net position is primarily due to tax revenues intended to pay principal on the District's bonded indebtedness, which is shown as long-term liabilities in the government-wide financial statements. Although the District's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Summary of Changes in Net Position

	<u>2018</u>	<u>2017</u>
Revenues:		
Property taxes	\$ 5,725,668	\$ 4,814,554
City of Houston rebates	179,943	136,985
Charges for services	2,531,522	2,141,807
Other revenues	<u>633,655</u>	<u>455,924</u>
Total revenues	<u>9,070,788</u>	<u>7,549,270</u>

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Summary of Changes in Net Position (Continued)

	2018	2017
Expenses:		
Services	\$ 2,977,523	\$ 3,134,387
Depreciation	1,632,276	1,370,289
Debt service	2,393,927	2,152,524
Total expenses	<u>7,003,726</u>	<u>6,657,200</u>
Change in net position	2,067,062	892,070
Net position, beginning of year	<u>(3,469,009)</u>	<u>(4,361,079)</u>
Net position, end of year	<u>\$ (1,401,947)</u>	<u>\$ (3,469,009)</u>

Financial Analysis of the District's Funds

The District's combined fund balances as of the end of the fiscal year ended June 30, 2018, were \$12,975,861, an increase of \$2,152,635 from the prior year.

The general fund's fund balance increased by \$1,632,958 due to property taxes and service revenues in excess of service operations expenditures and developer advances received in the current year. In addition, tap connection revenues exceeded the related tap connection expenditures.

The special revenue fund's fund balance remained the same, as all expenditures were billed to participants.

The debt service fund's fund balance increased by \$1,059,122 due to property tax revenues in excess of bond principal and interest requirements.

The capital projects fund's fund balance decreased by \$539,445. This decrease was primarily due to proceeds received from the sales of the District's Series 2017 bonds being less than capital outlay expenditures (which includes projects funded by prior bond sales), repayment of the Series 2017 bond anticipation note and bond issuance costs.

General Fund Budgetary Highlights

There were several differences between the final budgetary amounts and actual amounts. The major differences between budget and actual were due to property taxes, service and regional water fee revenues being greater than anticipated. In addition, capital outlay expenditures, debt issuance costs, an interfund transfer from the capital projects fund, and developer advances were not included in the budget. The fund balance as of June 30, 2018, was expected to be \$6,178,822 and the actual end-of-year fund balance was \$6,169,880.

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Capital Assets and Related Debt

Capital Assets

Capital assets held by the District at the end of the current and previous fiscal years are summarized below:

Capital Assets (Net of Accumulated Depreciation)

	2018	2017
Land and improvements	\$ 10,074,460	\$ 9,307,974
Construction in progress	5,080,193	3,772,816
Water facilities	8,876,901	7,812,367
Wastewater facilities	12,730,064	10,822,032
Drainage facilities	18,081,742	13,483,298
Roads and paving	8,596,672	6,930,546
Recreational facilities	3,242,033	3,395,538
Total capital assets	\$ 66,682,065	\$ 55,524,571

During the current year, additions to capital assets were as follows:

Construction in progress related to construction of water plant No. 2, Phase 1, expansion	\$ 816,422
Construction in progress related to Center Point Culvert Crossing and emergency washout repair and lift station No. 2	1,593,598
Construction in progress related to pathway improvements	28,041
Clearing and grubbing contract Nos. 3, 4, 5 and 7	450,415
Mass grading in Harmony Village, Sections 6, 7, 8, 9 and 10	316,071
Water, sewer and drainage improvements at Harmony Springs; Harmony Landing; Harmony Creek, Section 1; Harmony Central Sector, Section 1; Harmony Village, Sections 1, 5, 6, 7 and 9; Harmony Commons; and Allegro at Harmony, Section 3	6,226,012
Water, sewer and drainage improvements at Canyon Lakes Spring Trails, Sections 2 and 1; Lexington Boulevard; Rayford Road extension, Phase 2; and Tara Springs Lane	501,701
Water and drainage facilities for utility extension for commercial tracts Nos. 6 and 7	559,566
Water plant No. 1 orthophosphate system	65,569
Wastewater treatment plant bar screens	24,008
Drainage channel restoration	101,642
Paving improvements at Birnham Woods Drive from Amber Ridge Drive to Browning Drive, Harmony Commons, Birnham Woods from Epic Drive to Harmony Creek Crossing and utility extension for commercial tracts Nos. 6 and 7	2,106,725
Total additions to capital assets	\$ 12,789,770

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Developers within the District have constructed water, sewer, drainage, road and recreational facilities on behalf of the District under the terms of contracts with the District. The District has agreed to purchase these facilities from the proceeds of future bond issues subject to the approval of the Commission. At June 30, 2018, a liability for developer-constructed capital assets of \$20,720,855 was recorded in the government-wide financial statements.

Debt

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

Long-term debt payable, beginning of year	\$	69,498,028
Increases in long-term debt		23,320,483
Decreases in long-term debt		<u>(12,144,833)</u>
 Long-term debt payable, end of year	 \$	 <u>80,673,678</u>

At June 30, 2018, the District had \$124,650,000 of unlimited tax bonds authorized, but unissued, for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District. The District also had \$19,350,000 and \$5,200,000 of unlimited tax bonds authorized, but unissued, for the purposes of acquiring, constructing and improving recreational and road facilities, respectively, within the District.

The District's bonds carry an underlying rating of "Baa1" from Moody's Investors Service. The Series 2014 and the Series 2017 bonds carry a "AA" rating from Standard & Poor's by virtue of bond insurance issued by Build America Mutual Assurance Company. The Series 2015 Road bonds, Series 2015A and Series 2016 bonds carry a "AA" rating from Standard & Poor's by virtue of bond insurance issued by Assured Guaranty Municipal Corp. The Series 2017 Road bonds carry a "Baa2" rating from Moody's Investors Service by virtue of bond insurance issued by National Public Finance Guarantee Corporation.

Since inception, the developers have advanced \$4,359,621 (net of repayments) for operations and construction projects. These advances have been recorded as liabilities in the government-wide financial statements.

Other Relevant Factors

Relationship to the City of Houston

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Houston (the City), the District must conform to the City ordinance consenting to the creation of the District. In addition, the District may be annexed by the City for full purposes without the District's consent, except as set forth below.

Montgomery County Municipal Utility District No. 119
Management's Discussion and Analysis (Continued)
June 30, 2018

Strategic Partnership Agreement

Effective November 16, 2012, and as amended December 19, 2016, the District entered into a Strategic Partnership Agreement (the Agreement) with the City, which annexed certain portions of the District into the City for "limited purposes," as described therein. Under the terms of the Agreement, the City has agreed it will not annex the District as a whole for full purposes for 30 years from the effective date of the Agreement, at which time the City has the option to annex the District if it chooses to do so.

Contingencies

Developers of the District are constructing water, sewer and drainage facilities within the boundaries of the District. The District has agreed to reimburse the developers for a portion of these costs, plus interest, from the proceeds of future bonds sales, to the extent approved by the Commission. The District's engineer has stated that current construction contract amounts are approximately \$4,000,000. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

Subsequent Events

On August 6, 2018, the District awarded the sale of its 2018 Bond Anticipation Note in the amount of \$5,985,000 at an interest rate of 2.41 percent. The Note was sold to finance construction projects within the District.

On September 13, 2018, the District awarded the sale of its Series 2018 Unlimited Tax Road Bonds in the amount of \$5,200,000 at a net effective interest rate of approximately 3.64 percent. The bonds were sold to finance construction projects within the District.

Montgomery County Municipal Utility District No. 119
Statement of Net Position and Governmental Funds Balance Sheet
June 30, 2018

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
Assets							
Cash	\$ 314,324	\$ 15,679	\$ 52,899	\$ -	\$ 382,902	\$ -	\$ 382,902
Short-term investments	6,119,438	-	4,747,882	2,598,818	13,466,138	-	13,466,138
Receivables:							
Property taxes	19,981	-	41,292	-	61,273	-	61,273
Service accounts	245,906	-	-	-	245,906	-	245,906
Sales tax rebates	30,772	-	-	-	30,772	15,057	45,829
Accrued penalty and interest	-	-	-	-	-	9,226	9,226
Interfund receivable	12,231	17,864	-	-	30,095	(30,095)	-
Due from others	11,833	-	-	-	11,833	-	11,833
Prepaid expenditures	49,097	35,820	-	-	84,917	-	84,917
Due from participants	-	9,822	-	-	9,822	-	9,822
Capital assets (net of accumulated depreciation):							
Land and improvements	-	-	-	-	-	10,074,460	10,074,460
Construction in progress	-	-	-	-	-	5,080,193	5,080,193
Infrastructure	-	-	-	-	-	39,688,707	39,688,707
Roads and paving	-	-	-	-	-	8,596,672	8,596,672
Recreational facilities	-	-	-	-	-	3,242,033	3,242,033
Total assets	<u>\$ 6,803,582</u>	<u>\$ 79,185</u>	<u>\$ 4,842,073</u>	<u>\$ 2,598,818</u>	<u>\$ 14,323,658</u>	<u>\$ 66,676,253</u>	<u>\$ 80,999,911</u>

Montgomery County Municipal Utility District No. 119
Statement of Net Position and Governmental Funds Balance Sheet (Continued)
June 30, 2018

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
Liabilities							
Accounts payable	\$ 291,888	\$ 35,572	\$ 3,583	\$ 375,399	\$ 706,442	\$ -	\$ 706,442
Accrued interest payable	-	-	-	-	-	471,751	471,751
Retainage payable	46,019	-	-	207,412	253,431	-	253,431
Customer deposits	212,333	-	-	-	212,333	-	212,333
Operating deposits	-	38,606	-	-	38,606	-	38,606
Due to others	16,012	-	-	-	16,012	-	16,012
Unearned tap connection fees	29,605	-	-	-	29,605	-	29,605
Interfund payable	17,864	-	12,460	(229)	30,095	(30,095)	-
Long-term liabilities:							
Due within one year	-	-	-	-	-	1,950,000	1,950,000
Due after one year	-	-	-	-	-	78,723,678	78,723,678
Total liabilities	<u>613,721</u>	<u>74,178</u>	<u>16,043</u>	<u>582,582</u>	<u>1,286,524</u>	<u>81,115,334</u>	<u>82,401,858</u>
Deferred Inflows of Resources							
Deferred property tax revenues	<u>19,981</u>	<u>0</u>	<u>41,292</u>	<u>0</u>	<u>61,273</u>	<u>(61,273)</u>	<u>0</u>
Fund Balances/Net Position							
Fund balances:							
Nonspendable, prepaid expenditures	49,097	-	-	-	49,097	(49,097)	-
Restricted:							
Debt service on bonds	-	-	4,784,738	-	4,784,738	(4,784,738)	-
Water, sewer and drainage	-	-	-	1,836,827	1,836,827	(1,836,827)	-
Roads	-	-	-	179,409	179,409	(179,409)	-
Committed, wastewater collection and distribution	-	5,007	-	-	5,007	(5,007)	-
Unassigned	<u>6,120,783</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,120,783</u>	<u>(6,120,783)</u>	<u>-</u>
Total fund balances	<u>6,169,880</u>	<u>5,007</u>	<u>4,784,738</u>	<u>2,016,236</u>	<u>12,975,861</u>	<u>(12,975,861)</u>	<u>0</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 6,803,582</u>	<u>\$ 79,185</u>	<u>\$ 4,842,073</u>	<u>\$ 2,598,818</u>	<u>\$ 14,323,658</u>		
Net position:							
Net investment in capital assets						(12,066,284)	(12,066,284)
Restricted for plant operations						5,007	5,007
Restricted for debt service						4,363,505	4,363,505
Restricted for capital projects						44,888	44,888
Unrestricted						<u>6,250,937</u>	<u>6,250,937</u>
Total net position						<u>\$ (1,401,947)</u>	<u>\$ (1,401,947)</u>

Montgomery County Municipal Utility District No. 119
Statement of Activities and Governmental Funds Revenues,
Expenditures and Changes in Fund Balances
Year Ended June 30, 2018

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
Revenues							
Property taxes	\$ 1,855,319	\$ -	\$ 3,841,341	\$ -	\$ 5,696,660	\$ 29,008	\$ 5,725,668
Sales tax rebates	179,866	-	-	-	179,866	77	179,943
Water service	825,766	-	-	-	825,766	-	825,766
Sewer service	862,339	898,524	-	-	1,760,863	(697,117)	1,063,746
Regional water fee	642,010	-	-	-	642,010	-	642,010
Penalty and interest	27,314	-	21,290	-	48,604	4,358	52,962
Tap connection and inspection fees	418,612	-	-	-	418,612	-	418,612
Investment income	70,240	86	55,419	36,276	162,021	-	162,021
Other income	-	-	60	-	60	-	60
Total revenues	4,881,466	898,610	3,918,110	36,276	9,734,462	(663,674)	9,070,788
Expenditures/Expenses							
Service operations:							
Purchased services	697,117	-	-	-	697,117	(697,117)	-
Groundwater fees	544,251	-	-	-	544,251	-	544,251
Professional fees	299,468	62,390	9,836	-	371,694	86,601	458,295
Contracted services	359,024	77,276	72,168	-	508,468	-	508,468
Utilities	138,287	36,666	-	-	174,953	-	174,953
Repairs and maintenance	260,948	217,838	-	-	478,786	-	478,786
Other expenditures	105,990	20,400	4,111	38	130,539	6,500	137,039
Tap connections	191,691	-	-	-	191,691	-	191,691
Lease payments	-	484,040	-	-	484,040	-	484,040
Capital outlay	1,188,868	-	-	5,166,849	6,355,717	(6,355,717)	-
Depreciation	-	-	-	-	-	1,632,276	1,632,276
Debt service:							
Principal retirement	-	-	1,170,000	7,595,000	8,765,000	(8,765,000)	-
Interest and fees	-	-	1,603,623	72,346	1,675,969	15,949	1,691,918
Debt issuance costs	45,291	-	-	656,718	702,009	-	702,009
Total expenditures/expenses	3,830,935	898,610	2,859,738	13,490,951	21,080,234	(14,076,508)	7,003,726
Excess (Deficiency) of Revenues							
Over Expenditures	1,050,531	0	1,058,372	(13,454,675)	(11,345,772)	13,412,834	

Montgomery County Municipal Utility District No. 119
Statement of Activities and Governmental Funds Revenues,
Expenditures and Changes in Fund Balances (Continued)
Year Ended June 30, 2018

	General Fund	Special Revenue Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
Other Financing Sources (Uses)							
Interfund transfers in (out)	\$ 53,227	\$ -	\$ -	\$ (53,227)	\$ -	\$ -	
Repayment of developer advances	-	-	-	(658,381)	(658,381)	658,381	
Developer advances received	529,200	-	-	-	529,200	(529,200)	
General obligation bonds issued	-	-	750	13,649,250	13,650,000	(13,650,000)	
Discount on debt issued	-	-	-	(22,412)	(22,412)	22,412	
Total other financing sources	582,427	0	750	12,915,230	13,498,407	(13,498,407)	
Excess (Deficiency) of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses							
	1,632,958	-	1,059,122	(539,445)	2,152,635	(2,152,635)	
Change in Net Position						2,067,062	\$ 2,067,062
Fund Balances/Net Position							
Beginning of year	4,536,922	5,007	3,725,616	2,555,681	10,823,226	-	(3,469,009)
End of year	\$ 6,169,880	\$ 5,007	\$ 4,784,738	\$ 2,016,236	\$ 12,975,861	\$ 0	\$ (1,401,947)

Montgomery County Municipal Utility District No. 119

Notes to Financial Statements

June 30, 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Montgomery County Municipal Utility District No. 119 (the District) was created by passage of House Bill 4079 passed by the 80th Legislature of the State of Texas on June 15, 2007. 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, drainage, recreational and road facilities and to provide such facilities and services to the customers of the District.

The District is governed by a Board of Directors (the Board) consisting of five individuals who are residents or owners of property within the District and are elected by voters within the District. The Board sets the policies of the District. The accounting and reporting policies of the District conform to accounting principles generally accepted in the United States of America for state and local governments, as defined by the Governmental Accounting Standards Board. The following is a summary of the significant accounting and reporting policies of the District:

Reporting Entity

The accompanying government-wide financial statements present the financial statements of the District. There are no component units that are legally separate entities for which the District is considered to be financially accountable. Accountability is defined as the District's substantive appointment of the voting majority of the component unit's governing board. Furthermore, to be financially accountable, the District must be able to impose its will upon the component unit or there must be a possibility that the component unit may provide specific financial benefits to, or impose specific financial burdens on, the District.

Government-wide and Fund Financial Statements

In accordance with required reporting standards, the District reports its financial activities as a special-purpose government. Special-purpose governments are governmental entities which engage in a single governmental program, such as the provision of water, wastewater, drainage and other related services. The financial statements of special-purpose governments combine two types of financial statements into one statement. These two types of financial statements are the government-wide financial statements and the fund financial statements. The fund financial statements are presented with a column for adjustments to convert to the government-wide financial statements.

The government-wide financial statements report information on all of the activities of the District. As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Governmental activities generally are financed through taxes, charges for services and intergovernmental revenues. The statement of activities reflects the revenues and expenses of the District.

Montgomery County Municipal Utility District No. 119

Notes to Financial Statements

June 30, 2018

The fund financial statements provide information about the District's governmental funds. Separate statements for each governmental fund are presented. The emphasis of fund financial statements is directed to specific activities of the District.

The District presents the following major governmental funds:

General Fund – The general fund is the primary operating fund of the District which accounts for all financial resources not accounted for in another fund. Revenues are derived primarily from property taxes, charges for services and interest income.

Special Revenue Fund – The special revenue fund accounts for revenues and expenditures involving specific revenue sources that are legally restricted to expenditures for specified purposes. The primary source of revenue is participant sewer service fees.

Debt Service Fund – The debt service fund is used to account for financial resources that are restricted, committed or assigned to expenditures for principal and interest related costs, as well as the financial resources being accumulated for future debt service.

Capital Projects Fund – The capital projects fund is used to account for financial resources that are restricted, committed or assigned to expenditures for capital outlays.

Fund Balances – Governmental Funds

The fund balances for the District's governmental funds can be displayed in up to five components:

Nonspendable – Amounts that are not in a spendable form or are required to be maintained intact.

Restricted – Amounts that can be spent only for the specific purposes stipulated by external resource providers, constitutionally or through enabling legislation. Restrictions may be changed or lifted only with the consent of resource providers.

Committed – Amounts that can be used only for the specific purposes determined by resolution of the Board. Commitments may be changed or lifted only by issuance of a resolution by the District's Board.

Assigned – Amounts intended to be used by the District for specific purposes as determined by management. In governmental funds other than the general fund, assigned fund balance represents the amount that is not restricted or committed. This indicates that resources in other governmental funds are, at a minimum, intended to be used for the purpose of that fund.

Unassigned – The residual classification for the general fund and includes all amounts not contained in the other classifications.

Montgomery County Municipal Utility District No. 119

Notes to Financial Statements

June 30, 2018

The District considers restricted amounts to have been spent when an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available. The District applies committed amounts first, followed by assigned amounts, and then unassigned amounts when an expenditure is incurred for purposes for which amounts in any of those unrestricted fund balance classifications could be used.

Measurement Focus and Basis of Accounting

Government-wide Financial Statements

The government-wide financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of the timing of related cash flows.

Nonexchange transactions, in which the District receives (or gives) value without directly giving (or receiving) equal value in exchange, include property taxes and donations. Recognition standards are based on the characteristics and classes of nonexchange transactions. Revenues from property taxes are recognized in the period for which the taxes are levied. Intergovernmental revenues are recognized as revenues, net of estimated refunds and uncollectible amounts, in the accounting period when an enforceable legal claim to the assets arises and the use of resources is required or is first permitted. Donations are recognized as revenues, net of estimated uncollectible amounts, as soon as all eligibility requirements imposed by the provider have been met. Amounts received before all eligibility requirements have been met are reported as liabilities.

Fund Financial Statements

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. With this measurement focus, only current assets and liabilities are generally included on the balance sheet. The statement of governmental funds revenues, expenditures and changes in fund balances presents increases (revenues and other financing sources) and decreases (expenditures and other financing uses) in spendable resources. General capital asset acquisitions are reported as expenditures and proceeds of long-term debt are reported as other financing sources. Under the modified accrual basis of accounting, revenues are recognized when both measurable and available. The District considers revenues reported in the governmental funds to be available if they are collectible within 60 days after year-end. Principal revenue sources considered susceptible to accrual include taxes, charges for services and investment income. Other revenues are considered to be measurable and available only when cash is received by the District. Expenditures are recorded when the related fund liability is incurred, except for principal and interest on general long-term debt, which are recognized as expenditures when payment is due.

Montgomery County Municipal Utility District No. 119

Notes to Financial Statements

June 30, 2018

Deferred Outflows and Inflows of Resources

A deferred outflow of resources is a consumption of net position that is applicable to a future reporting period and a deferred inflow of resources is an acquisition of net position that is applicable to a future reporting period.

Interfund Transactions

Transfers from one fund to another fund are reported as interfund receivables and payables if there is intent to repay the amount and if there is the ability to repay the advance on a timely basis. Operating transfers represent legally authorized transfers from the fund receiving resources to the fund through which the resources are to be expended.

Pension Costs

The District does not participate in a pension plan and, therefore, has no pension costs.

Use of 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 amounts of assets, liabilities, and deferred inflows and outflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses/expenditures during the reporting period. Actual results could differ from those estimates.

Investments and Investment Income

Investments in certificates of deposit, mutual funds, U.S. Government and agency securities, and certain pooled funds, which have a remaining maturity of one year or less at the date of purchase, are recorded at amortized cost. All other investments are carried at fair value. Fair value is determined using quoted market values.

Investment income includes dividends and interest income and the net change for the year in the fair value of investments carried at fair value. Investment income is credited to the fund in which the investment is recorded.

Property Taxes

An appraisal district annually prepares appraisal records listing all property within the District and the appraised value of each parcel or item as of January 1. Additionally, on January 1, a tax lien attaches to property to secure the payment of all taxes, penalty and interest ultimately imposed for the year on the property. After the District receives its certified appraisal roll from the appraisal

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

district, the rate of taxation is set by the Board of the District based upon the aggregate appraisal value. Taxes are due and payable October 1 or when billed, whichever is later, and become delinquent after January 31 of the following year.

In the governmental funds, property taxes are initially recorded as receivables and deferred inflows of resources at the time the tax levy is billed. Revenues recognized during the fiscal year ended June 30, 2018, include collections during the current period or within 60 days of year-end related to the 2017 and prior years' tax levies.

In the government-wide statement of net position, property taxes are considered earned in the budget year for which they are levied. For the District's fiscal year ended June 30, 2018, the 2017 tax levy is considered earned during the current fiscal year. In addition to property taxes levied, any delinquent taxes are recorded net of amounts considered uncollectible.

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure, are reported in the government-wide financial statements. Capital assets are defined by the District as assets with an individual cost of \$5,000 or more and an estimated useful life of two years or more. Purchased or constructed capital assets are reported at cost or estimated historical cost. Donated capital assets are recorded at their estimated acquisition value at the date of donation.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend the asset lives are not capitalized.

Capital assets are depreciated using the straight-line method over their estimated useful lives as follows:

	Years
Water production and distribution facilities	10-45
Wastewater collection and treatment facilities	10-45
Drainage facilities	10-45
Roads and paving	10-25
Recreational facilities	10-25

Debt Issuance Costs

Debt issuance costs, other than prepaid insurance, do not meet the definition of an asset or deferred outflows of resources since the costs are not applicable to a future period and, therefore, are recognized as an expense/expenditure in the period incurred.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Long-term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities. Premiums and discounts on bonds are recognized as a component of long-term liabilities and amortized over the life of the related debt using the effective interest rate method. Bonds payable are reported net of the applicable bond premium or discount.

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

Net Position/Fund Balances

Fund balances and net position are reported as restricted when constraints placed on them are either externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or are imposed by law through constitutional provisions or enabling legislation.

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

Reconciliation of Government-wide and Fund Financial Statements

Amounts reported for net position of governmental activities in the statement of net position and fund balances in the governmental funds balance sheet are different because:

Capital assets used in governmental activities are not financial resources and are not reported in the funds.	\$ 66,682,065
Property tax revenue recognition and the related reduction of deferred inflows of resources are subject to availability of funds in the fund financial statements.	61,273
Penalty and interest on delinquent taxes is not receivable in the current period and is not reported in the funds.	9,226
Tax rebates are not receivable in the current period and are not reported in the funds.	15,057
Accrued interest on long-term liabilities is not payable with current financial resources and is not reported in the funds.	(471,751)
Long-term debt obligations are not due and payable in the current period and are not reported in the funds.	(80,673,678)
Adjustment to fund balances to arrive at net position.	<u>\$ (14,377,808)</u>

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Amounts reported for change in net position of governmental activities in the statement of activities are different from change in fund balances in the governmental funds statement of revenues, expenditures and changes in fund balances because:

Change in fund balances.	\$	2,152,635
Governmental funds report capital outlays as expenditures. However, for government-wide financial statements, the cost of capitalized assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlay expenditures exceeded depreciation and noncapitalized costs in the current year.		4,630,340
Governmental funds report developer advances as other financing sources or uses as amounts are received or paid. However, for government-wide financial statements, these amounts are recorded as an increase or decrease in due to developer.		129,181
Governmental funds report the effect of premiums and discounts when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities.		22,412
Governmental funds report proceeds from the sale of bonds and bond anticipation notes because they provide current financial resources to governmental funds. Principal payments on debt are recorded as expenditures. None of these transactions, however, have any effect on net position.		(4,885,000)
Revenues that do not provide current financial resources are not reported as revenues in the funds, but are reported as revenues in the statement of activities.		33,443
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.		(15,949)
Change in net position of governmental activities.	\$	<u><u>2,067,062</u></u>

Note 2: Deposits, Investments and Investment Income

Deposits

Custodial credit risk is the risk that, in the event of a bank failure, a government's deposits may not be returned to it. The District's deposit policy for custodial credit risk requires compliance with the provisions of state law.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

State law requires collateralization of all deposits with federal depository insurance; a surety bond; bonds and other obligations of the U.S. Treasury, U.S. agencies or instrumentalities of the State of Texas; or certain collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States.

As of June 30, 2018, none of the District's bank balances were exposed to custodial credit risk.

Investments

The District may legally invest in obligations of the United States or its agencies and instrumentalities, direct obligations of Texas or its agencies or instrumentalities, collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States, other obligations guaranteed as to principal and interest by the State of Texas or the United States or their agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, obligations of states, agencies and counties and other political subdivisions with an investment rating not less than "A," insured or collateralized certificates of deposit, and certain bankers' acceptances, repurchase agreements, mutual funds, commercial paper, guaranteed investment contracts and investment pools.

The District's investment policy may be more restrictive than the Public Funds Investment Act.

The District invests in TexPool, an external investment pool that is not registered with the Securities and Exchange Commission. The State Comptroller of Public Accounts of the State of Texas has oversight of TexPool.

At June 30, 2018, the District had the following investments and maturities:

Type	Maturities in Years				
	Amortized Cost	Less Than 1	1-5	6-10	More Than 10
TexPool	\$ 13,466,138	\$ 13,466,138	\$ 0	\$ 0	\$ 0

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, the District's investment policy does not allow investments in certain mortgage-backed securities, collateralized mortgage obligations with a final maturity date in excess of 10 years and interest rate indexed collateralized mortgage obligations. The external investment pool is presented as an investment with a maturity of less than one year because it is redeemable in full immediately.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Credit Risk. Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2018, the District's investments in TexPool were rated "AAAm" by Standard & Poor's.

Summary of Carrying Values

The carrying values of deposits and investments shown above are included in the balance sheet and statement of net position at June 30, 2018, as follows:

Carrying value:		
Deposits	\$	382,902
Investments		13,466,138
Total	\$	13,849,040

Investment Income

Investment income of \$162,021 for the year ended June 30, 2018, consisted of interest income.

Note 3: Capital Assets

A summary of changes in capital assets for the year ended June 30, 2018, is presented below:

Governmental Activities	Balances, Beginning of Year	Additions	Reclassi- fications	Balances, End of Year
Capital assets, non-depreciable:				
Land and improvements	\$ 9,307,974	\$ 766,486	\$ -	\$ 10,074,460
Construction in progress	3,772,816	2,438,061	(1,130,684)	5,080,193
Total capital assets, non-depreciable	13,080,790	3,204,547	(1,130,684)	15,154,653
Capital assets, depreciable:				
Water production and distribution facilities	8,892,312	1,123,010	170,533	10,185,855
Wastewater collection and treatment facilities	11,995,300	1,970,772	226,348	14,192,420
Drainage facilities	14,746,377	4,384,716	659,815	19,790,908
Roads and paving	8,107,277	2,106,725	73,988	10,287,990
Recreational facilities	3,837,641	-	-	3,837,641
Total capital assets, depreciable	47,578,907	9,585,223	1,130,684	58,294,814

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Governmental Activities (Continued)	Balances, Beginning of Year	Additions	Reclassi- fications	Balances, End of Year
Less accumulated depreciation:				
Water production and distribution facilities	\$ (1,079,945)	\$ (229,009)	\$ -	\$ (1,308,954)
Wastewater collection and treatment facilities	(1,173,268)	(289,088)	-	(1,462,356)
Drainage facilities	(1,263,079)	(446,087)	-	(1,709,166)
Roads and paving	(1,176,731)	(514,587)	-	(1,691,318)
Recreational facilities	(442,103)	(153,505)	-	(595,608)
Total accumulated depreciation	<u>(5,135,126)</u>	<u>(1,632,276)</u>	<u>0</u>	<u>(6,767,402)</u>
Total governmental activities, net	<u>\$ 55,524,571</u>	<u>\$ 11,157,494</u>	<u>\$ 0</u>	<u>\$ 66,682,065</u>

The District capitalizes interest as a component of construction in progress, based on the weighted-average rates paid for long-term borrowing. Total interest incurred was:

Interest costs capitalized	\$ 118,909
Interest costs charged to expense	<u>1,691,918</u>
Total interest incurred	<u>\$ 1,810,827</u>

Note 4: Long-term Liabilities

Changes in long-term liabilities for the year ended June 30, 2018, were as follows:

Governmental Activities	Balances, Beginning of Year	Increases	Decreases	Balances, End of Year	Amounts Due in One Year
Bonds payable:					
General obligation bonds	\$ 44,330,000	\$ 13,650,000	\$ 1,170,000	\$ 56,810,000	\$ 1,950,000
Less discounts on bonds	1,228,384	22,412	33,998	1,216,798	-
	43,101,616	13,627,588	1,136,002	55,593,202	1,950,000
Bond anticipation notes	7,595,000	-	7,595,000	-	-
Due to developers	14,312,610	9,163,695	2,755,450	20,720,855	-
Developer advances	4,488,802	529,200	658,381	4,359,621	-
Total governmental activities long-term liabilities	<u>\$ 69,498,028</u>	<u>\$ 23,320,483</u>	<u>\$ 12,144,833</u>	<u>\$ 80,673,678</u>	<u>\$ 1,950,000</u>

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

General Obligation Bonds

	Series 2012	Road Series 2012
Amounts outstanding, June 30, 2018	\$2,675,000	\$2,195,000
Interest rates	2.00% to 4.30%	2.00% to 4.00%
Maturity dates, serially beginning/ending	April 1, 2019/2039	April 1, 2019/2039
Interest payment dates	October 1/April 1	October 1/April 1
Callable dates*	April 1, 2019	April 1, 2019
	Series 2013	Series 2014
Amounts outstanding, June 30, 2018	\$3,910,000	\$4,305,000
Interest rates	3.00% to 5.00%	2.00% to 4.00%
Maturity dates, serially beginning/ending	April 1, 2019/2040	April 1, 2019/2040
Interest payment dates	October 1/April 1	October 1/April 1
Callable dates*	April 1, 2021	April 1, 2022
	Road Series 2015	Series 2015A
Amounts outstanding, June 30, 2018	\$2,805,000	\$11,960,000
Interest rates	2.00% to 3.75%	2.00% to 4.00%
Maturity dates, serially beginning/ending	April 1, 2019/2040	April 1, 2019/2041
Interest payment dates	October 1/April 1	October 1/April 1
Callable dates*	April 1, 2022	April 1, 2023
	Series 2016	Road Series 2017
Amounts outstanding, June 30, 2018	\$10,660,000	\$4,650,000
Interest rates	2.00% to 4.00%	2.00% to 3.75%
Maturity dates, serially beginning/ending	April 1, 2019/2042	April 1, 2019/2042
Interest payment dates	October 1/April 1	October 1/April 1
Callable dates*	April 1, 2023	April 1, 2024

*Or any date thereafter; callable at par plus accrued interest to the date of redemption.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

	Series 2017
Amount outstanding, June 30, 2018	\$13,650,000
Interest rates	3.00% to 4.00%
Maturity dates, serially beginning/ending	April 1, 2019/2042
Interest payment dates	October 1/April 1
Callable date*	April 1, 2024

*Or any date thereafter; callable at par plus accrued interest to the date of redemption.

Annual Debt Service Requirements

The following schedule shows the annual debt service requirements to pay principal and interest on general obligation bonds outstanding at June 30, 2018.

Year	Principal	Interest	Total
2019	\$ 1,950,000	\$ 1,887,001	\$ 3,837,001
2020	2,005,000	1,818,326	3,823,326
2021	2,035,000	1,758,627	3,793,627
2022	2,065,000	1,701,028	3,766,028
2023	2,100,000	1,641,816	3,741,816
2024-2028	11,195,000	7,271,030	18,466,030
2029-2033	12,410,000	5,493,580	17,903,580
2034-2038	13,825,000	3,259,108	17,084,108
2039-2042	9,225,000	726,838	9,951,838
Total	\$ 56,810,000	\$ 25,557,354	\$ 82,367,354

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

Bonds voted:

Water, sanitary sewer and drainage facilities	\$ 173,665,000
Road facilities	15,570,000
Recreational facilities	19,350,000
Refunding bonds	208,585,000

Bonds sold:

Water, sanitary sewer and drainage facilities	49,015,000
Road facilities	10,370,000

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Due to Developers

Developers of the District have constructed utilities and roads and recreational facilities on behalf of the District. The District's engineer estimates reimbursable costs for completed projects are \$20,720,855. The District has agreed to reimburse these amounts, plus interest, to the extent approved by the Commission from the proceeds of future bond sales. These amounts have been recorded in the financial statements as long-term liabilities.

Since inception, developers have advanced \$4,359,621 to the District for operations and construction projects (net of repayments). These advances have been recorded as liabilities in the government-wide financial statements.

Note 5: Significant Bond Order and Commission Requirements

- A. The Bond Orders require that the District levy and collect an ad valorem debt service tax rate sufficient to pay interest and principal on bonds when due. During the year ended June 30, 2018, the District levied an ad valorem debt service tax at the rate of \$0.8900 per \$100 of assessed valuation, which resulted in a tax levy of \$3,867,682 on the taxable valuation of \$434,571,013 for the 2017 tax year. The principal and interest requirements to be paid from the tax revenues and available resources are \$2,999,756 of which \$2,056,254 has been paid and \$943,502 is due October 1, 2018.
- B. In accordance with the Series 2016 Bond Order, a portion of the bond proceeds was deposited into the debt service fund and reserved for the payment of bond interest during the construction period. This bond interest reserve is reduced as the interest is paid. The balance of \$175,944 in the bond interest reserve was fully utilized in the current year.
- C. During the current year, the District transferred \$53,227 from the capital projects fund to the general fund. The transfer was in accordance with the rules of the Commission.

Note 6: Maintenance Taxes

At an election held November 6, 2007, voters authorized a general maintenance tax not to exceed \$1.50 per \$100 of valuation on all property within the District subject to taxation. During the year ended June 30, 2018, the District levied an ad valorem maintenance tax for general maintenance at the rate of \$0.4300 per \$100 of assessed valuation, which resulted in a tax levy of \$1,868,656 on the taxable valuation of \$434,571,013 the 2017 tax year. The maintenance tax is being used by the general fund to pay expenditures of operating the District.

Montgomery County Municipal Utility District No. 119

Notes to Financial Statements

June 30, 2018

At an election held November 6, 2007, voters authorized a recreational facility maintenance tax not to exceed \$0.10 per \$100 of valuation on all property within the District subject to taxation. During the year ended June 30, 2018, the District did not levy an ad valorem recreational facility maintenance tax.

Note 7: Groundwater Reduction Plan Agreement

The District is within the boundaries of the Lone Star Groundwater Conservation District (the Conservation District), which regulates groundwater withdrawal. The District's authority to pump groundwater from its well is subject to an annual permit issued by the Conservation District. In 2006, the Conservation District adopted a district regulatory plan to reduce groundwater withdrawal through the conversion to surface water, which plan has been amended from time to time.

Note 8: Water Resources Assessment Agreement

The District has entered into a Contract for Groundwater Reduction Planning, Alternative Water Supply and Related Goods and Services (GRP Contract) with the San Jacinto River Authority (the Authority) in order to meet the Conservation District's requirements. As a participant in the Authority's Groundwater Reduction Plan, the District has complied with all current Conservation District requirements for surface water conversion and, effective August 1, 2010, is obligated to pay to the Authority a groundwater withdrawal fee for all groundwater produced and used by the District, and will be required to pay a water purchase fee for any water actually purchased from the Authority in the future. During the year ended June 30, 2018, the District incurred \$544,251 in fees for groundwater withdrawal.

Note 9: Waste Disposal Agreement

The District and Montgomery County Municipal Utility District No. 94 (District No. 94) entered into an agreement (the Waste Agreement) in December 2007 to construct and operate Phase I of the Permanent Wastewater Treatment Plant (the Permanent Plant). The Waste Agreement was amended (the amendment) on September 23, 2008, to provide that an interim wastewater treatment plant, constructed pursuant to the terms of a waste disposal lease agreement, would be converted into Phase I of the Permanent Plant to be owned equally (50 percent each) by the District and District No. 94. The amendment also provided that District No. 94 constructed an expansion as Phase II of the Permanent Plant. Said expansion was completed in a prior year.

During prior years, the Waste Agreement was amended (the second amendment), due to the District's desire to purchase 9,000 gallons per day (gpd) capacity in the Permanent Plant, effective the date of the second amendment, and amended again (the third amendment), which provided that the District

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

was to construct a 200,000 gpd expansion as Phase III of the Permanent Plant and become the operating district of the Permanent Plant, effective January 1, 2014. Phase III was completed during 2015.

Also, during prior years, the Waste Agreement was amended again (the fourth amendment), which provides for the District to construct a 300,000 gpd expansion as Phase IV of the Permanent Plant. Upon completion of Phase IV and as of June 30, 2017, the District owns 71.20 percent of the Permanent Plant and District No. 94 owns 28.80 percent.

Under the terms of the amended agreement, each district is also responsible for constructing a sanitary sewer collection system at its own expense, and each district is responsible for maintaining its own system. The construction costs for the Phase I Permanent Plant were based on a pro rata share of capacity in said Phase I, or 50 percent for each district.

For any future expansion, once the engineer has provided a preliminary report of construction and design costs to both parties and the parties have agreed to participate in the financing and construction of such expansions, each district will deposit funds or other acceptable financing arrangements into a special Plant Expansion Account that will be maintained by the operating district. Once the design phase is complete, the operating district will initiate construction of the expansion of the plant. Upon completion of each expansion of the plant, each district's pro rata share will be recalculated to reflect any changes to capacity.

The District has established a Special Revenue Fund (SRF) that will be maintained and held in the name of the District. All funds received for operation and maintenance expenditures are placed in the SRF. Fixed costs include legal, renewal of permits, licenses, bookkeeping, etc. and are billed to each district according to their pro rata share of the plant. Variable costs are a fraction of all other operation and maintenance costs determined by the number of active connections of each district. In order for the District to have funds available to make timely payments of all expenses related to the operation and maintenance of the plant, each district has provided funds for an operating reserve based on the number of actual or projected number of active connections. If the District determines that the reserve is not sufficient to pay for the operation and maintenance expenditures on a timely basis, the operating reserve may be increased up to a maximum number of four months calculated and paid in the same manner as above.

In conjunction with the construction of the Phase III expansion, the District entered into a lease of the 200,000-gpd wastewater treatment plant. The lease requires monthly payments of \$12,225, for a term of 48 months, expiring February 28, 2018. After expiration of the initial term, the lease may be extended on a month-to-month basis, with monthly payments of \$9,200. The District recorded expenditures of \$136,200 under the terms of this lease.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

During the prior year, the District entered into a lease of the 300,000-gpd wastewater treatment plant. The lease requires monthly payments of \$26,620, for a term of 48 months, expiring April 30, 2020. After expiration of the initial term, the lease may be extended on a month-to-month basis, with monthly payments of \$15,775. The District recorded expenditures of \$319,440 under the terms of this lease.

During a prior year, the District leased a backup generator for its facilities. The terms of the lease require monthly payments of principal and interest imputed at approximately 9.50 percent as follows. Monthly payments of \$2,850 through March 2017; 60 monthly payments of \$2,500 through March 2022; 60 monthly payments of \$1,500 through March 2027; and 60 monthly payments of \$1,000 through March 2032. The District recorded expenditures of \$30,000 under the terms of this lease.

Future minimum lease payments under all leases are as follows:

2019	\$	349,440
2020		349,440
2021		269,580
2022		27,000
2023		18,000
Thereafter		127,500
	\$	1,140,960

Note 10: Strategic Partnership Agreement

Effective November 16, 2012, and as amended on December 19, 2016, the District and the City of Houston (the City) entered into a Strategic Partnership Agreement (the Agreement) under which the City annexed certain tracts of land (the tracts) within the boundaries of the District for limited purposes. The District continues to exercise all power and functions of a municipal utility district as provided by law. As consideration for the District providing services as detailed in the Agreement, the City agrees to remit one-half of all City sales and use tax revenues generated within the boundaries of the tracts. As consideration for the sales tax payments by the City, the District agrees to continue to develop water, sewer and drainage services within the District in lieu of full-purpose annexation. The City agrees it will not annex the District for full purposes or commence any action to annex the District during the term of the Agreement, which is 30 years from the effective date of the Agreement. During the current year, the District recorded \$179,943 in revenues related to the Agreement.

Montgomery County Municipal Utility District No. 119
Notes to Financial Statements
June 30, 2018

Note 11: 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. The District has not significantly reduced insurance coverage or had settlements which exceeded coverage amounts in the past three fiscal years.

Note 12: Contingencies

Developers of the District are constructing water, sewer and drainage facilities within the boundaries of the District. The District has agreed to reimburse the developers for a portion of these costs, plus interest, from the proceeds of future bonds sales, to the extent approved by the Commission. The District's engineer has stated that current construction contract amounts are approximately \$4,000,000. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

Note 13: Subsequent Events

On August 6, 2018, the District awarded the sale of its 2018 Bond Anticipation Note in the amount of \$5,985,000 at an interest rate of 2.41 percent. The Note was sold to finance construction projects within the District.

On September 13, 2018, the District awarded the sale of its Series 2018 Unlimited Tax Road Bonds in the amount of \$5,200,000 at a net effective interest rate of approximately 3.64 percent. The bonds were sold to finance construction projects within the District.

Required Supplementary Information

Montgomery County Municipal Utility District No. 119
Budgetary Comparison Schedule – General Fund
Year Ended June 30, 2018

	Original Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Property taxes	\$ 1,772,500	\$ 1,855,319	\$ 82,819
Sales tax rebates	120,000	179,866	59,866
Water service	700,000	825,766	125,766
Sewer service	710,000	862,339	152,339
Regional water fee	540,000	642,010	102,010
Penalty and interest	20,000	27,314	7,314
Tap connection and inspection fees	395,000	418,612	23,612
Investment income	1,500	70,240	68,740
	<u>4,259,000</u>	<u>4,881,466</u>	<u>622,466</u>
Expenditures			
Service operations:			
Purchased services	682,390	697,117	(14,727)
Groundwater fee	520,000	544,251	(24,251)
Professional fees	291,000	299,468	(8,468)
Contracted services	379,000	359,024	19,976
Utilities	120,000	138,287	(18,287)
Repairs and maintenance	314,300	260,948	53,352
Other expenditures	105,410	105,990	(580)
Tap connections	205,000	191,691	13,309
Capital outlay	-	1,188,868	(1,188,868)
Debt service, debt issuance costs	-	45,291	(45,291)
	<u>2,617,100</u>	<u>3,830,935</u>	<u>(1,213,835)</u>
Excess of Revenues Over Expenditures	<u>1,641,900</u>	<u>1,050,531</u>	<u>(591,369)</u>
Other Financing Sources			
Interfund transfers in	-	53,227	53,227
Developer advances	-	529,200	529,200
	<u>0</u>	<u>582,427</u>	<u>582,427</u>
Excess of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses	1,641,900	1,632,958	(8,942)
Fund Balance, Beginning of Year	<u>4,536,922</u>	<u>4,536,922</u>	<u>-</u>
Fund Balance, End of Year	<u>\$ 6,178,822</u>	<u>\$ 6,169,880</u>	<u>\$ (8,942)</u>

Montgomery County Municipal Utility District No. 119
Budgetary Comparison Schedule – Special Revenue Fund
Year Ended June 30, 2018

	Original Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Sewer service	\$ 885,890	\$ 898,524	\$ 12,634
Investment income	-	86	86
	<u>885,890</u>	<u>898,610</u>	<u>12,720</u>
Expenditures			
Service operations:			
Professional fees	19,500	62,390	(42,890)
Contracted services	79,550	77,276	2,274
Utilities	61,200	36,666	24,534
Repairs and maintenance	203,500	217,838	(14,338)
Other expenditures	21,800	20,400	1,400
Lease payments	500,340	484,040	16,300
	<u>885,890</u>	<u>898,610</u>	<u>(12,720)</u>
Excess of Revenues Over Expenditures	-	-	-
Fund Balance, Beginning of Year	<u>5,007</u>	<u>5,007</u>	-
Fund Balance, End of Year	<u>\$ 5,007</u>	<u>\$ 5,007</u>	<u>\$ 0</u>

Montgomery County Municipal Utility District No. 119
Notes to Required Supplementary Information
June 30, 2018

Budgets and Budgetary Accounting

Annual operating budgets are prepared for the general and special revenue funds by the District's consultants. The budgets reflect resources expected to be received during the year and expenditures expected to be incurred. The Board of Directors is required to adopt the budgets prior to the start of its fiscal year. The budgets are not a spending limitation (a legally restricted appropriation). The original budgets of the general fund and the special revenue fund were not amended during fiscal 2018.

The District prepares its annual operating budgets on a basis consistent with accounting principles generally accepted in the United States of America. The Budgetary Comparison Schedules - General Fund and Special Revenue Fund present the original and revised budget amounts, if revised, compared to the actual amounts of revenues and expenditures for the current year.

Other Information

Montgomery County Municipal Utility District No. 119
Other Schedules Included Within This Report
June 30, 2018

(Schedules included are checked or explanatory notes provided for omitted schedules.)

- [X] Notes Required by the Water District Accounting Manual
See "Notes to Financial Statements," Pages 14-30
- [X] Schedule of Services and Rates
- [X] Schedule of General Fund Expenditures
- [X] Schedule of Temporary Investments
- [X] Analysis of Taxes Levied and Receivable
- [X] Schedule of Long-term Debt Service Requirements by Years
- [X] Changes in Long-term Bonded Debt
- [X] Comparative Schedule of Revenues and Expenditures – General Fund and Debt Service Fund –
Five Years
- [X] Board Members, Key Personnel and Consultants

Montgomery County Municipal Utility District No. 119

Schedule of Services and Rates

Year Ended June 30, 2018

1. Services provided by the District:

<input checked="" type="checkbox"/> Retail Water	<input type="checkbox"/> Wholesale Water	<input checked="" type="checkbox"/> Drainage
<input checked="" type="checkbox"/> Retail Wastewater	<input type="checkbox"/> Wholesale Wastewater	<input type="checkbox"/> Irrigation
<input checked="" type="checkbox"/> Parks/Recreation	<input type="checkbox"/> Fire Protection	<input type="checkbox"/> Security
<input checked="" type="checkbox"/> Solid Waste/Garbage	<input type="checkbox"/> Flood Control	<input checked="" type="checkbox"/> Roads
<input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)		
<input type="checkbox"/> Other _____		

2. Retail service providers

a. Retail rates for a 5/8" meter (or equivalent):

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate Y/N</u>	<u>Rate Per 1,000 Gallons Over Minimum</u>	<u>Usage Levels</u>
Water:	\$ 22.50	10,000	N	\$ 1.00	10,001 to 15,000
				\$ 1.25	15,001 to 20,000
				\$ 1.50	20,001 to No Limit
Wastewater:	\$ 48.38	0	Y		
Groundwater fees:	\$ 2.975	1	N	\$ 2.975	1 to No Limit

Does the District employ winter averaging for wastewater usage? Yes No

Total charges per 10,000 gallons usage (including fees): Water \$ 52.25 Wastewater \$ 48.38

b. Water and wastewater retail connections:

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFC*</u>
Unmetered	-	-	x1.0	-
≤ 3/4"	1,408	1,406	x1.0	1,406
1"	12	12	x2.5	30
1 1/2"	9	9	x5.0	45
2"	9	9	x8.0	72
3"	-	-	x15.0	-
4"	3	3	x25.0	75
6"	5	5	x50.0	250
8"	2	2	x80.0	160
10"	-	-	x115.0	-
Total water	1,448	1,446		2,038
Total wastewater	1,378	1,376	x1.0	1,376

3. Total water consumption (in thousands) during the fiscal year:

Gallons pumped into the system:	252,553
Gallons billed to customers:	246,671
Water accountability ratio (gallons billed/gallons pumped):	97.67%

*"ESFC" means equivalent single-family connections

Montgomery County Municipal Utility District No. 119
Schedule of General Fund Expenditures
Year Ended June 30, 2018

Personnel (including benefits)		\$ -
Professional Fees		
Auditing	\$ 21,200	
Legal	113,243	
Engineering	165,025	
Financial advisor	-	299,468
Purchased Services for Resale		
Bulk water and wastewater service purchases		697,117
Groundwater Fee		544,251
Contracted Services		
Bookkeeping	11,200	
General manager	-	
Appraisal district	-	
Tax collector	-	
Security	-	
Other contracted services	100,880	112,080
Utilities		138,287
Repairs and Maintenance		260,948
Administrative Expenditures		
Directors' fees	8,250	
Office supplies	16,549	
Insurance	21,955	
Other administrative expenditures	59,236	105,990
Capital Outlay		
Capitalized assets	1,188,868	
Expenditures not capitalized	-	1,188,868
Tap Connection Expenditures		191,691
Solid Waste Disposal		246,944
Fire Fighting		-
Parks and Recreation		-
Other Expenditures		45,291
Total expenditures		<u>\$ 3,830,935</u>

Montgomery County Municipal Utility District No. 119
Schedule of Temporary Investments
June 30, 2018

	Interest Rate	Maturity Date	Face Amount	Accrued Interest Receivable
General Fund				
TexPool	1.92%	Demand	\$ 4,768,515	\$ -
TexPool	1.92%	Demand	817,034	-
TexPool	1.92%	Demand	533,889	-
			<u>6,119,438</u>	<u>0</u>
Debt Service Fund				
TexPool	1.92%	Demand	4,020,070	-
TexPool	1.92%	Demand	727,812	-
			<u>4,747,882</u>	<u>0</u>
Capital Projects Fund				
TexPool	1.92%	Demand	2,424,143	-
TexPool	1.92%	Demand	174,675	-
			<u>2,598,818</u>	<u>0</u>
Totals			<u>\$ 13,466,138</u>	<u>\$ 0</u>

Montgomery County Municipal Utility District No. 119
Analysis of Taxes Levied and Receivable
Year Ended June 30, 2018

	Maintenance Taxes	Debt Service Taxes
Receivable, Beginning of Year	\$ 9,913	\$ 22,352
Additions and corrections to prior years' taxes	(3,269)	(7,401)
Adjusted receivable, beginning of year	6,644	14,951
 2017 Original Tax Levy	 1,867,747	 3,865,801
Additions and corrections	909	1,881
Adjusted tax levy	1,868,656	3,867,682
Total to be accounted for	1,875,300	3,882,633
Tax collections: Current year	(1,848,715)	(3,826,408)
Prior years	(6,604)	(14,933)
Receivable, end of year	\$ 19,981	\$ 41,292
 Receivable, by Years		
2017	\$ 19,941	\$ 41,274
2012	40	18
Receivable, end of year	\$ 19,981	\$ 41,292

Montgomery County Municipal Utility District No. 119
Analysis of Taxes Levied and Receivable (Continued)
Year Ended June 30, 2018

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Property Valuations				
Land	\$ 82,979,830	\$ 83,186,390	\$ 52,969,460	\$ 36,052,510
Improvements	374,199,240	294,840,100	192,311,350	99,086,440
Personal property	14,232,385	10,009,060	1,126,635	498,214
Exemptions	<u>(36,840,442)</u>	<u>(36,383,816)</u>	<u>(39,916,109)</u>	<u>(35,264,005)</u>
Total property valuations	<u>\$ 434,571,013</u>	<u>\$ 351,651,734</u>	<u>\$ 206,491,336</u>	<u>\$ 100,373,159</u>
Tax Rates per \$100 Valuation				
Debt service tax rates	\$ 0.8900	\$ 0.9500	\$ 0.9500	\$ 0.8000
Maintenance tax rates*	<u>0.4300</u>	<u>0.4200</u>	<u>0.4200</u>	<u>0.6500</u>
Total tax rates per \$100 valuation	<u>\$ 1.3200</u>	<u>\$ 1.3700</u>	<u>\$ 1.3700</u>	<u>\$ 1.4500</u>
Tax Levy	<u>\$ 5,736,338</u>	<u>\$ 4,817,629</u>	<u>\$ 2,828,968</u>	<u>\$ 1,455,427</u>
Percent of Taxes Collected to Taxes Levied**	<u>98%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

*Maximum tax rate approved by voters: \$1.50 on November 6, 2007

**Calculated as taxes collected for a tax year divided by taxes levied for that tax year.

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2012		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 50,000	\$ 110,437	\$ 160,437
2020	75,000	108,937	183,937
2021	75,000	106,537	181,537
2022	75,000	103,988	178,988
2023	75,000	101,288	176,288
2024	75,000	98,400	173,400
2025	100,000	95,400	195,400
2026	100,000	91,400	191,400
2027	100,000	87,300	187,300
2028	100,000	83,200	183,200
2029	125,000	79,000	204,000
2030	125,000	73,750	198,750
2031	125,000	68,500	193,500
2032	150,000	63,187	213,187
2033	150,000	56,812	206,812
2034	175,000	50,437	225,437
2035	175,000	43,000	218,000
2036	175,000	35,475	210,475
2037	200,000	27,950	227,950
2038	225,000	19,350	244,350
2039	225,000	9,675	234,675
Totals	\$ 2,675,000	\$ 1,514,023	\$ 4,189,023

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Road Series 2012		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 100,000	\$ 77,975	\$ 177,975
2020	100,000	75,475	175,475
2021	100,000	72,725	172,725
2022	100,000	69,725	169,725
2023	100,000	66,725	166,725
2024	100,000	63,600	163,600
2025	100,000	60,350	160,350
2026	100,000	56,975	156,975
2027	100,000	53,600	153,600
2028	100,000	50,100	150,100
2029	100,000	46,475	146,475
2030	105,000	42,850	147,850
2031	110,000	38,913	148,913
2032	110,000	34,650	144,650
2033	110,000	30,388	140,388
2034	110,000	26,125	136,125
2035	110,000	21,862	131,862
2036	110,000	17,600	127,600
2037	110,000	13,200	123,200
2038	110,000	8,800	118,800
2039	110,000	4,400	114,400
Totals	<u>\$ 2,195,000</u>	<u>\$ 932,513</u>	<u>\$ 3,127,513</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2013		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 95,000	\$ 177,744	\$ 272,744
2020	100,000	174,894	274,894
2021	105,000	171,894	276,894
2022	110,000	168,744	278,744
2023	120,000	165,169	285,169
2024	125,000	160,969	285,969
2025	130,000	156,281	286,281
2026	140,000	151,081	291,081
2027	145,000	145,481	290,481
2028	155,000	139,319	294,319
2029	165,000	132,538	297,538
2030	175,000	125,113	300,113
2031	180,000	116,800	296,800
2032	190,000	108,250	298,250
2033	205,000	98,750	303,750
2034	215,000	88,500	303,500
2035	225,000	77,750	302,750
2036	240,000	66,500	306,500
2037	250,000	54,500	304,500
2038	265,000	42,000	307,000
2039	280,000	28,750	308,750
2040	295,000	14,750	309,750
Totals	<u>\$ 3,910,000</u>	<u>\$ 2,565,777</u>	<u>\$ 6,475,777</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2014		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 95,000	\$ 150,548	\$ 245,548
2020	100,000	148,649	248,649
2021	110,000	146,399	256,399
2022	115,000	143,649	258,649
2023	120,000	140,486	260,486
2024	130,000	136,886	266,886
2025	135,000	132,986	267,986
2026	140,000	128,768	268,768
2027	150,000	124,393	274,393
2028	160,000	119,705	279,705
2029	170,000	114,705	284,705
2030	180,000	109,392	289,392
2031	190,000	103,768	293,768
2032	200,000	97,687	297,687
2033	210,000	91,088	301,088
2034	225,000	84,000	309,000
2035	235,000	75,000	310,000
2036	250,000	65,600	315,600
2037	265,000	55,600	320,600
2038	280,000	45,000	325,000
2039	295,000	33,800	328,800
2040	550,000	22,000	572,000
Totals	<u>\$ 4,305,000</u>	<u>\$ 2,270,109</u>	<u>\$ 6,575,109</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Road Series 2015		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 80,000	\$ 91,248	\$ 171,248
2020	85,000	89,647	174,647
2021	85,000	87,948	172,948
2022	90,000	86,247	176,247
2023	95,000	84,223	179,223
2024	100,000	81,847	181,847
2025	105,000	79,348	184,348
2026	105,000	76,460	181,460
2027	110,000	73,310	183,310
2028	115,000	69,872	184,872
2029	120,000	66,279	186,279
2030	125,000	62,529	187,529
2031	130,000	58,153	188,153
2032	135,000	53,604	188,604
2033	140,000	48,879	188,879
2034	150,000	43,804	193,804
2035	155,000	38,366	193,366
2036	160,000	32,747	192,747
2037	170,000	26,828	196,828
2038	175,000	20,537	195,537
2039	185,000	14,063	199,063
2040	190,000	7,125	197,125
Totals	<u>\$ 2,805,000</u>	<u>\$ 1,293,064</u>	<u>\$ 4,098,064</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2015A		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 330,000	\$ 392,656	\$ 722,656
2020	345,000	379,456	724,456
2021	360,000	369,106	729,106
2022	375,000	361,906	736,906
2023	390,000	354,406	744,406
2024	405,000	345,631	750,631
2025	420,000	335,506	755,506
2026	435,000	324,481	759,481
2027	450,000	312,519	762,519
2028	465,000	299,019	764,019
2029	480,000	285,069	765,069
2030	495,000	270,669	765,669
2031	510,000	254,581	764,581
2032	525,000	238,006	763,006
2033	550,000	220,288	770,288
2034	550,000	201,725	751,725
2035	585,000	182,475	767,475
2036	615,000	162,000	777,000
2037	630,000	140,475	770,475
2038	650,000	117,638	767,638
2039	690,000	94,075	784,075
2040	830,000	68,200	898,200
2041	875,000	35,000	910,000
Totals	<u>\$ 11,960,000</u>	<u>\$ 5,744,887</u>	<u>\$ 17,704,887</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2016		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 450,000	\$ 272,550	\$ 722,550
2020	450,000	255,675	705,675
2021	450,000	246,675	696,675
2022	450,000	237,675	687,675
2023	450,000	228,675	678,675
2024	450,000	219,675	669,675
2025	450,000	210,675	660,675
2026	450,000	201,675	651,675
2027	450,000	192,675	642,675
2028	450,000	183,675	633,675
2029	450,000	173,550	623,550
2030	450,000	163,425	613,425
2031	450,000	152,175	602,175
2032	450,000	140,925	590,925
2033	450,000	128,550	578,550
2034	450,000	116,175	566,175
2035	450,000	103,800	553,800
2036	450,000	90,300	540,300
2037	435,000	76,800	511,800
2038	425,000	63,750	488,750
2039	425,000	51,000	476,000
2040	425,000	38,250	463,250
2041	425,000	25,500	450,500
2042	425,000	12,750	437,750
Totals	<u>\$ 10,660,000</u>	<u>\$ 3,586,575</u>	<u>\$ 14,246,575</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Road Series 2017		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 175,000	\$ 149,687	\$ 324,687
2020	175,000	144,437	319,437
2021	175,000	139,187	314,187
2022	175,000	133,938	308,938
2023	175,000	128,688	303,688
2024	175,000	125,188	300,188
2025	200,000	121,250	321,250
2026	200,000	116,250	316,250
2027	200,000	110,750	310,750
2028	200,000	104,750	304,750
2029	200,000	98,750	298,750
2030	200,000	92,750	292,750
2031	200,000	86,500	286,500
2032	200,000	80,000	280,000
2033	200,000	73,000	273,000
2034	200,000	66,000	266,000
2035	200,000	59,000	259,000
2036	200,000	52,000	252,000
2037	200,000	44,750	244,750
2038	200,000	37,500	237,500
2039	200,000	30,000	230,000
2040	200,000	22,500	222,500
2041	200,000	15,000	215,000
2042	200,000	7,500	207,500
Totals	<u>\$ 4,650,000</u>	<u>\$ 2,039,375</u>	<u>\$ 6,689,375</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Series 2017		
	Principal Due April 1	Interest Due October 1, April 1	Total
2019	\$ 575,000	\$ 464,156	\$ 1,039,156
2020	575,000	441,156	1,016,156
2021	575,000	418,156	993,156
2022	575,000	395,156	970,156
2023	575,000	372,156	947,156
2024	575,000	349,156	924,156
2025	575,000	326,156	901,156
2026	575,000	308,906	883,906
2027	575,000	291,656	866,656
2028	575,000	274,406	849,406
2029	575,000	257,156	832,156
2030	575,000	239,906	814,906
2031	575,000	222,656	797,656
2032	575,000	205,407	780,407
2033	575,000	188,157	763,157
2034	575,000	170,188	745,188
2035	575,000	151,500	726,500
2036	575,000	132,813	707,813
2037	550,000	114,125	664,125
2038	550,000	95,563	645,563
2039	550,000	77,000	627,000
2040	550,000	57,750	607,750
2041	550,000	38,500	588,500
2042	550,000	19,250	569,250
Totals	<u>\$ 13,650,000</u>	<u>\$ 5,611,031</u>	<u>\$ 19,261,031</u>

Montgomery County Municipal Utility District No. 119
Schedule of Long-term Debt Service Requirements by Years (Continued)
June 30, 2018

Due During Fiscal Years Ending June 30	Annual Requirements For All Series		
	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2019	\$ 1,950,000	\$ 1,887,001	\$ 3,837,001
2020	2,005,000	1,818,326	3,823,326
2021	2,035,000	1,758,627	3,793,627
2022	2,065,000	1,701,028	3,766,028
2023	2,100,000	1,641,816	3,741,816
2024	2,135,000	1,581,352	3,716,352
2025	2,215,000	1,517,952	3,732,952
2026	2,245,000	1,455,996	3,700,996
2027	2,280,000	1,391,684	3,671,684
2028	2,320,000	1,324,046	3,644,046
2029	2,385,000	1,253,522	3,638,522
2030	2,430,000	1,180,384	3,610,384
2031	2,470,000	1,102,046	3,572,046
2032	2,535,000	1,021,716	3,556,716
2033	2,590,000	935,912	3,525,912
2034	2,650,000	846,954	3,496,954
2035	2,710,000	752,753	3,462,753
2036	2,775,000	655,035	3,430,035
2037	2,810,000	554,228	3,364,228
2038	2,880,000	450,138	3,330,138
2039	2,960,000	342,763	3,302,763
2040	3,040,000	230,575	3,270,575
2041	2,050,000	114,000	2,164,000
2042	1,175,000	39,500	1,214,500
Totals	<u>\$ 56,810,000</u>	<u>\$ 25,557,354</u>	<u>\$ 82,367,354</u>

Montgomery County Municipal Utility District No. 119
Changes in Long-term Bonded Debt
Year Ended June 30, 2018

	Bond			
	Series 2012	Road Series 2012	Series 2013	Series 2014
Interest rates	2.00% to 4.30%	2.00% to 4.00%	3.00% to 5.00%	2.00% to 4.00%
Dates interest payable	October 1/ April 1	October 1/ April 1	October 1/ April 1	October 1/ April 1
Maturity dates	April 1, 2019/2039	April 1, 2019/2039	April 1, 2019/2040	April 1, 2019/2040
Bonds outstanding, beginning of current year	\$ 2,725,000	\$ 2,295,000	\$ 4,000,000	\$ 4,395,000
Bonds sold during current year	-	-	-	-
Retirements, principal	50,000	100,000	90,000	90,000
Bonds outstanding, end of current year	\$ 2,675,000	\$ 2,195,000	\$ 3,910,000	\$ 4,305,000
Interest paid during current year	\$ 111,813	\$ 80,225	\$ 180,443	\$ 152,349

Paying agent's name and address:

Series 2012	- Amegy Bank National Association, Houston, Texas
Road Series 2012	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Series 2013	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Series 2014	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Road Series 2015	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Series 2015A	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Series 2016	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Road Series 2017	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas
Series 2017	- The Bank of New York Mellon Trust Company, N.A., Dallas, Texas

Bond authority:

	Tax Bonds	Park Bonds	Road Bonds	Refunding Bonds
Amount authorized by voters	\$ 173,665,000	\$ 19,350,000	\$ 15,570,000	\$ 208,585,000
Amount issued	\$ 49,015,000	\$ -	\$ 10,370,000	\$ -
Remaining to be issued	\$ 124,650,000	\$ 19,350,000	\$ 5,200,000	\$ 208,585,000

Debt service fund cash and temporary investment balances as of June 30, 2018: \$ 4,800,781

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 3,431,973

Issues

Road Series 2015	Series 2015A	Series 2016	Road Series 2017	Series 2017	Totals
2.00% to 3.75%	2.00% to 4.00%	2.00% to 4.00%	2.00% to 3.75%	3.00% to 4.00%	
October 1/ April 1	October 1/ April 1	October 1/ April 1	October 1/ April 1	October 1/ April 1	
April 1, 2019/2040	April 1, 2019/2041	April 1, 2019/2042	April 1, 2019/2042	April 1, 2019/2042	
\$ 2,880,000	\$ 12,275,000	\$ 11,110,000	\$ 4,650,000	\$ -	\$ 44,330,000
-	-	-	-	13,650,000	13,650,000
<u>75,000</u>	<u>315,000</u>	<u>450,000</u>	<u>-</u>	<u>-</u>	<u>1,170,000</u>
<u>\$ 2,805,000</u>	<u>\$ 11,960,000</u>	<u>\$ 10,660,000</u>	<u>\$ 4,650,000</u>	<u>\$ 13,650,000</u>	<u>\$ 56,810,000</u>
<u>\$ 92,747</u>	<u>\$ 405,256</u>	<u>\$ 290,550</u>	<u>\$ 137,214</u>	<u>\$ 154,719</u>	<u>\$ 1,605,316</u>

Montgomery County Municipal Utility District No. 119

Comparative Schedule of Revenues and Expenditures – General Fund

Five Years Ended June 30,

	Amounts				
	2018	2017	2016	2015	2014
General Fund					
Revenues					
Property taxes	\$ 1,855,319	\$ 1,475,481	\$ 877,817	\$ 649,061	\$ 650,432
Sales tax rebates	179,866	130,455	87,920	-	-
Water service	825,766	705,998	401,509	264,301	110,607
Sewer service	862,339	730,532	529,448	369,689	246,939
Regional water fee	642,010	553,280	324,316	302,208	81,612
Bulk water sales	-	-	-	46,710	-
Penalty and interest	27,314	32,506	20,661	13,741	5,524
Tap connection and inspection fees	418,612	356,873	357,031	392,503	304,893
Investment income	70,240	19,521	2,074	1,426	1,245
Total revenues	<u>4,881,466</u>	<u>4,004,646</u>	<u>2,600,776</u>	<u>2,039,639</u>	<u>1,401,252</u>
Expenditures					
Service operations:					
Purchased services	697,117	668,390	443,861	273,630	150,186
Groundwater fees	544,251	534,690	350,325	313,704	90,472
Professional fees	299,468	340,428	229,853	276,016	211,568
Contracted services	359,024	363,510	280,886	207,910	137,084
Utilities	138,287	126,244	99,309	92,490	50,504
Repairs and maintenance	260,948	327,933	232,291	411,308	140,070
Other expenditures	105,990	128,966	60,997	72,780	56,925
Tap connections	191,691	187,930	210,538	187,728	135,183
Lease payments	-	-	26,620	-	-
Capital outlay	1,188,868	1,976,898	66,779	1,687,060	1,007,636
Debt service, debt issuance costs	45,291	58,826	36,000	-	-
Total expenditures	<u>3,830,935</u>	<u>4,713,815</u>	<u>2,037,459</u>	<u>3,522,626</u>	<u>1,979,628</u>
Excess (Deficiency) of Revenues Over Expenditures	<u>1,050,531</u>	<u>(709,169)</u>	<u>563,317</u>	<u>(1,482,987)</u>	<u>(578,376)</u>
Other Financing Sources (Uses)					
Interfund transfers in (out)	53,227	-	60,040	43,382	(17,232)
Developer advances received	529,200	3,558,489	-	1,661,238	964,376
Repayment of developer advances	-	-	(45,069)	-	-
Total other financing sources	<u>582,427</u>	<u>3,558,489</u>	<u>14,971</u>	<u>1,704,620</u>	<u>947,144</u>
Excess of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses	<u>1,632,958</u>	<u>2,849,320</u>	<u>578,288</u>	<u>221,633</u>	<u>368,768</u>
Fund Balance, Beginning of Year	<u>4,536,922</u>	<u>1,687,602</u>	<u>1,109,314</u>	<u>887,681</u>	<u>518,913</u>
Fund Balance, End of Year	<u>\$ 6,169,880</u>	<u>\$ 4,536,922</u>	<u>\$ 1,687,602</u>	<u>\$ 1,109,314</u>	<u>\$ 887,681</u>
Total Active Retail Water Connections	<u>1,446</u>	<u>1,040</u>	<u>940</u>	<u>669</u>	<u>477</u>
Total Active Retail Wastewater Connections	<u>1,376</u>	<u>988</u>	<u>893</u>	<u>645</u>	<u>462</u>

Percent of Fund Total Revenues

2018	2017	2016	2015	2014
38.0 %	36.9 %	33.7 %	31.8 %	46.4 %
3.7	3.3	3.4	-	-
16.9	17.6	15.4	13.0	7.9
17.7	18.2	20.4	18.1	17.6
13.1	13.8	12.5	14.8	5.8
-	-	-	2.3	-
0.6	0.8	0.8	0.7	0.4
8.6	8.9	13.7	19.2	21.8
1.4	0.5	0.1	0.1	0.1
<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
14.3	16.7	17.1	13.4	10.7
11.1	13.3	13.5	15.4	6.5
6.1	8.5	8.8	13.5	15.1
7.4	9.1	10.8	10.2	9.8
2.8	3.1	3.8	4.5	3.6
5.4	8.2	8.9	20.2	10.0
2.2	3.2	2.3	3.6	4.1
3.9	4.7	8.1	9.2	9.6
-	-	1.0	-	-
24.4	49.4	2.6	82.7	71.9
0.9	1.5	1.4	-	-
<u>78.5</u>	<u>117.7</u>	<u>78.3</u>	<u>172.7</u>	<u>141.3</u>
<u>21.5 %</u>	<u>(17.7) %</u>	<u>21.7 %</u>	<u>(72.7) %</u>	<u>(41.3) %</u>

Montgomery County Municipal Utility District No. 119
Comparative Schedule of Revenues and Expenditures – Debt Service Fund
Five Years Ended June 30,

	Amounts				
	2018	2017	2016	2015	2014
Debt Service Fund					
Revenues					
Property taxes	\$ 3,841,341	\$ 3,334,780	\$ 1,966,950	\$ 800,083	\$ 302,221
Penalty and interest	21,290	22,000	8,995	2,415	2,230
Investment income	55,419	15,491	3,771	709	803
Other income	60	140	110	140	415
Total revenues	<u>3,918,110</u>	<u>3,372,411</u>	<u>1,979,826</u>	<u>803,347</u>	<u>305,669</u>
Expenditures					
Current:					
Professional fees	9,836	6,485	3,325	-	13
Contracted services	72,168	63,368	25,170	19,803	9,894
Other expenditures	4,111	3,083	1,498	1,843	1,312
Debt service:					
Principal retirement	1,170,000	695,000	380,000	230,000	100,000
Interest and fees	1,603,623	1,163,689	799,259	442,042	265,923
Total expenditures	<u>2,859,738</u>	<u>1,931,625</u>	<u>1,209,252</u>	<u>693,688</u>	<u>377,142</u>
Excess (Deficiency) of Revenues Over Expenditures	1,058,372	1,440,786	770,574	109,659	(71,473)
Other Financing Sources					
General obligation bonds issued	750	292,050	417,256	251,296	187,794
Excess of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses	1,059,122	1,732,836	1,187,830	360,955	116,321
Fund Balance, Beginning of Year	<u>3,725,616</u>	<u>1,992,780</u>	<u>804,950</u>	<u>443,995</u>	<u>327,674</u>
Fund Balance, End of Year	<u>\$ 4,784,738</u>	<u>\$ 3,725,616</u>	<u>\$ 1,992,780</u>	<u>\$ 804,950</u>	<u>\$ 443,995</u>

Percent of Fund Total Revenues

2018	2017	2016	2015	2014
98.0 %	98.8 %	98.2 %	99.6 %	98.9 %
0.6	0.7	1.6	0.3	0.7
1.4	0.5	0.2	0.1	0.3
0.0	0.0	0.0	0.0	0.1
<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
0.3	0.2	0.2	-	0.0
1.8	1.9	1.3	2.5	3.2
0.1	0.1	0.1	0.2	0.4
29.9	20.6	19.2	28.6	32.8
<u>40.9</u>	<u>34.5</u>	<u>40.3</u>	<u>55.0</u>	<u>87.0</u>
<u>73.0</u>	<u>57.3</u>	<u>61.1</u>	<u>86.3</u>	<u>123.4</u>
<u><u>27.0 %</u></u>	<u><u>42.7 %</u></u>	<u><u>38.9 %</u></u>	<u><u>13.7 %</u></u>	<u><u>(23.4) %</u></u>

Montgomery County Municipal Utility District No. 119
Board Members, Key Personnel and Consultants
Year Ended June 30, 2018

Complete District mailing address:	Montgomery County Municipal Utility District No. 119 c/o Schwartz, Page & Harding, L.L.P. 1300 Post Oak Boulevard, Suite 1400 Houston, Texas 77056
District business telephone number:	713.623.4531
Submission date of the most recent District Registration Form (TWC Sections 36.054 and 49.054):	June 4, 2018
Limit on fees of office that a director may receive during a fiscal year:	\$ 7,200

Board Members	Term of Office Elected & Expires	Fees*	Expense Reimbursements	Title at Year-end
James H. Ragan	Elected 05/18- 05/22	\$ 2,850	\$ 596	President
Todd E. Applegate	Elected 05/16- 05/20	2,250	1,385	Vice President
Jackie Bragg	Elected 05/16- 05/20	1,500	618	Secretary
Steve Scarborough	Elected 05/18- 05/22	1,350	435	Assistant Secretary
Brian Lasaine	Appointed 06/18- 05/22	0	0	Director
Justin Ramirez	Elected 05/14- 04/18	300	88	Resigned

*Fees are the amounts actually paid to a director during the District's fiscal year.

Montgomery County Municipal Utility District No. 119
Board Members, Key Personnel and Consultants (Continued)
Year Ended June 30, 2018

Consultants	Date Hired	Fees and Expense Reimbursements	Title
Assessments of the Southwest, Inc.	08/01/07	\$ 25,352	Tax Assessor/ Collector
BKD, LLP	05/27/08	51,200	Auditor
FMatuska, Inc.	08/14/07	19,918	Bookkeeper
Hilltop Securities Inc.	09/11/12	237,016	Former Financial Advisor
Jones & Carter, Inc.	02/24/09	234,393	Engineer
Manhard Consulting, Ltd.	11/07/16	227,322	Engineer
Masterson Advisors LLC	06/04/18	0	Financial Advisor
Montgomery Central Appraisal District	Legislative Action	50,746	Appraiser
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	02/24/09	9,836	Delinquent Tax Attorney
Schwartz, Page & Harding, L.L.P.	08/14/07	170,389 333,000	General Counsel Bond Counsel
TNG Utility Corp.	05/16/12	875,174	Operator
Investment Officer			
Fran Matuska	08/14/07	N/A	Bookkeeper

APPENDIX B

Specimen Municipal Bond Insurance Policy



BAM

**MUNICIPAL BOND
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: _____

MEMBER: [NAME OF MEMBER]

BONDS: \$ _____ in aggregate principal
amount of [NAME OF TRANSACTION]
[and maturing on]

Effective Date: _____

Risk Premium: \$ _____
Member Surplus Contribution: \$ _____
Total Insurance Payment: \$ _____

BUILD AMERICA MUTUAL ASSURANCE COMPANY (“BAM”), for consideration received, hereby UNCONDITIONALLY AND IRREVOCABLY agrees to pay to the trustee (the “Trustee”) or paying agent (the “Paying Agent”) for the Bonds named above (as set forth in the documentation providing for the issuance and securing of the Bonds), for the benefit of the Owners or, at the election of BAM, 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 first Business Day following the Business Day on which BAM shall have received Notice of Nonpayment, BAM will disburse (but without duplication in the case of duplicate claims for the same Nonpayment) to or for the benefit of each Owner of the Bonds, the face amount of principal of and interest on the Bonds that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by BAM, in a form reasonably satisfactory to it, of (a) evidence of the Owner’s right to receive payment of such 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 BAM. 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 BAM is incomplete, it shall be deemed not to have been received by BAM for purposes of the preceding sentence, and BAM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, any of whom may submit an amended Notice of Nonpayment. Upon disbursement under this Policy in respect of a Bond and to the extent of such payment, BAM shall become the owner of such Bond, any appurtenant coupon to such Bond and right to receipt of payment of principal of or interest on such Bond and shall be fully subrogated to the rights of the Owner, including the Owner’s right to receive payments under such Bond. Payment by BAM either to the Trustee or Paying Agent for the benefit of the Owners, or directly to the Owners, on account of any Nonpayment shall discharge the obligation of BAM under this Policy with respect to said Nonpayment.

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 (as defined herein) 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 BAM 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 made to an Owner by or on behalf of the Issuer of principal or interest that is Due for Payment, which payment has been recovered from such Owner pursuant to the United States Bankruptcy Code in accordance with a final, nonappealable order of a court having competent jurisdiction. “Notice” means delivery to BAM of a notice of claim and certificate, by certified mail, email or telecopy as set forth on the attached Schedule or other acceptable electronic delivery, in a form satisfactory to BAM, from and signed by an Owner, the Trustee or the Paying Agent, which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount, (d) payment instructions and (e) the date such claimed amount becomes or 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, the Member or any other person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

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

To the fullest extent permitted by applicable law, BAM 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 BAM to avoid payment of its obligations under this Policy in accordance with the express provisions of this Policy. This Policy may not be canceled or revoked.

This Policy sets forth in full the undertaking of BAM 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, 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. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW. THIS POLICY IS ISSUED WITHOUT CONTINGENT MUTUAL LIABILITY FOR ASSESSMENT.

In witness whereof, BUILD AMERICA MUTUAL ASSURANCE COMPANY has caused this Policy to be executed on its behalf by its Authorized Officer.

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: _____
Authorized Officer

SPECIAL MEMBER

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

1 World Financial Center, 27th floor
200 Liberty Street
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN