

OFFICIAL STATEMENT

Dated July 15, 2021

Rating:
S&P: “AA” (Stable Outlook)/Insured
S&P: “A”/Uninsured
Insurance: BAM
See (“BOND INSURANCE” and
“OTHER INFORMATION
– Rating” herein)

NEW ISSUE – Book-Entry-Only

Delivery of the Bonds is subject to the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel to the District, to the effect that interest on the Bonds will be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described under “TAX MATTERS” herein.

THE BONDS WILL NOT BE DESIGNATED AS “QUALIFIED TAX-EXEMPT OBLIGATIONS” FOR FINANCIAL INSTITUTIONS.

\$1,665,000

TRAVIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 17
(A political subdivision of the State of Texas located within Travis County, Texas)
FLINTROCK RANCH ESTATES DEFINED AREA UNLIMITED TAX BONDS, SERIES 2021

Dated Date: August 24, 2021

Due: May 1, as shown on page 2

Interest to Accrue from the Date of Initial Delivery (as defined below)

The bonds described above (the “Bonds”) are special limited obligations of Travis County Water Control and Improvement District No. 17 (the “District”) secured solely by ad valorem taxes levied on property in the Flintrock Ranch Estates Defined Area within the District and are not obligations of the State of Texas; Travis County; the Cities of Austin, Lakeway or Bee Cave, Texas or any entity other than the District.

PAYMENT TERMS . . . Interest on the \$1,665,000 Travis County Water Control and Improvement District No. 17 Flintrock Ranch Estates Defined Area Unlimited Tax Bonds, Series 2021 (the “Bonds”) will accrue from the Date of Initial Delivery, defined below, and will be payable May 1, 2022, and each November 1 and May 1 thereafter until maturity or prior redemption and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York (“DTC”) pursuant to the book-entry-only system described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. **No physical delivery of the Bonds will be made to the owners thereof.** Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See “THE BONDS – Book-Entry-Only System” herein. The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (see “THE BONDS – Paying Agent/Registrar”).

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the Bond Order, an Order of the Texas Commission on Environmental Quality, Article 16, Section 59 of the Texas Constitution, the general laws of the State of Texas, including Chapters 49 and 51, Texas Water Code, as amended, and an election held within the District on May 6, 2000. **The District has not covenanted or obligated itself to pay the Bonds from monies raised or to be raised from taxation** (see “THE BONDS – Authority for Issuance” and “SECURITY FOR THE BONDS”).

PURPOSE . . . Proceeds of the Bonds will be used to finance (i) the Flintrock Ranch Estates Defined Area’s share of the Flintrock wastewater treatment plant improvements and related engineering fees and contingencies and (ii) the costs associated with the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”



The scheduled payment of principal and of 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 (“BAM” or the “Bond Insurer”) (see “BOND INSURANCE”).

CUSIP PREFIX: 894521
MATURITY SCHEDULE & 9 DIGIT CUSIP
See Schedule on Page 2

The Bonds, when issued, will constitute valid and legally binding special limited obligations of the District and will be payable from the proceeds of an annual ad valorem tax levied, without legal limitation as to rate or amount, against all taxable property within the Flintrock Ranch Estates Defined Area within the District. **THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS DESCRIBED HEREIN.** See “INVESTMENT CONSIDERATIONS.”

LEGALITY . . . The Bonds are offered by the District subject to prior sale, when, as and if issued by the District and accepted by the Purchaser, subject, among other things, to the approval of the Initial Bond by the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Bond Counsel to the District, Austin, Texas (see “APPENDIX C – Form of Bond Counsel’s Opinion”).

DELIVERY . . . The Bonds are expected to be available for delivery through DTC on August 24, 2021 (the “Date of Initial Delivery”).

MATURITY SCHEDULE

5/1 Maturity	Principal Amount	Interest Rate	Initial Yield ^(a)	CUSIP Numbers ^(b)
2025	\$ 55,000	2.000%	0.550%	894521AN3
2026	55,000	2.000%	0.650%	894521AP8
2027	60,000	2.000%	0.800% ^(c)	894521AQ6
2028	60,000	2.000%	1.150% ^(c)	894521AR4
2029	60,000	2.000%	1.300% ^(c)	894521AS2
2030	65,000	2.000%	1.500% ^(c)	894521AT0
2031	65,000	2.000%	1.600% ^(c)	894521AU7

\$435,000 2.000% Term Bonds due May 1, 2037 at a Price to Yield 2.040%^(a) – 894521BA0^(b)

\$245,000 2.000% Term Bonds due May 1, 2040 at a Price to Yield 2.100%^(a) – 894521BD4^(b)

\$270,000 2.000% Term Bonds due May 1, 2043 at a Price to Yield 2.200%^(a) – 894521BG7^(b)

\$295,000 2.250% Term Bonds due May 1, 2046 at a Price to Yield 2.300%^(a) – 894521BK8^(b)

(Interest to Accrue from the Date of Initial Delivery)

- (a) The initial yields are established by and are the sole responsibility of the Purchaser and may subsequently be changed.
- (b) CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are included herein solely for the convenience of the owners of the Bonds. The CUSIP number for a specific maturity is subject to being changed after the execution and delivery of the Bonds as a result of various subsequent actions, including but not limited to, a refunding in whole or in part of such maturity, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of the Bonds. None of the District, the Financial Advisor, or the Purchaser is responsible for the selection or correctness of the CUSIP numbers set forth herein.
- (c) Yield calculated based on the assumption that the Bonds denoted and sold at a premium will be redeemed on May 1, 2026, the first optional redemption date for such Bonds, at a redemption price of par, plus accrued interest to the redemption date.

REDEMPTION . . . The District reserves the right, at its option, to redeem Bonds having stated maturities on and after May 1, 2027, in whole or from time to time in part, in principal amounts of \$5,000 or any integral multiple thereof, on May 1, 2026, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see “THE BONDS – Redemption”). Additionally, Term Bonds maturing on May 1 in the years 2037, 2040, 2043 and 2046 are subject to mandatory sinking fund redemption (see “THE BONDS – Mandatory Sinking Fund Redemption”).

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 “BOND INSURANCE” and “APPENDIX D – Specimen Municipal Bond Insurance Policy.”

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USE OF INFORMATION IN THIS OFFICIAL STATEMENT

The Official Statement, when further supplemented by adding information specifying the interest rates and certain other information relating to the Bonds, shall constitute a “Final Official Statement” of the District with respect to the Bonds, as that term is defined in Rule 15c2-12.

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 representation 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, 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 Specialized

Public Finance Inc., the District's financial advisor (the "Financial Advisor"), 248 Addie Roy Road, Suite B-103, Austin, Texas 78746, 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 the Official Statement until delivery of the Bonds to the Purchaser and thereafter only as specified in "CONTINUING DISCLOSURE OF INFORMATION."

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

SALE AND DISTRIBUTION OF THE BONDS

THE PRICES AND OTHER TERMS WITH RESPECT TO THE OFFERING AND SALE OF THE BONDS MAY BE CHANGED FROM TIME TO TIME BY THE PURCHASER AFTER THE BONDS ARE RELEASED FOR SALE, AND THE BONDS MAY BE OFFERED AND SOLD AT PRICES OTHER THAN THE INITIAL OFFERING PRICES, INCLUDING SALES TO DEALERS WHO MAY SELL THE BONDS INTO INVESTMENT ACCOUNTS. IN CONNECTION WITH THE OFFERING OF THE BONDS, THE PURCHASER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. The District has no understanding with the Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Purchaser.

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 utility district bonds may be greater than 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 (the "SEC") under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other 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.

NEITHER THE SEC NOR ANY STATE COMMISSION HAS APPROVED OR DISAPPROVED THE BONDS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

MUNICIPAL BOND RATING AND MUNICIPAL BOND INSURANCE

RATINGS . . . The Bonds are expected to be rated "AA"/Stable by S&P Global Ratings ("S&P") by virtue of a municipal bond insurance policy issued by Build America Mutual Assurance Company ("BAM" or the "Bond Insurer") at the time of delivery of the Bonds. The District's outstanding Flintrock Ranch Estates Defined Area ("FREDA") Bonds have an underlying rating of "A" by S&P without regard to credit enhancement. See "BOND INSURANCE."

OFFICIAL STATEMENT SUMMARY

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

THE BONDS

THE BONDS The \$1,665,000 Travis County Water Control and Improvement District No. 17 Flintrock Ranch Estates Defined Area Unlimited Tax Bonds, Series 2021 are issued as serial Bonds maturing on May 1 in the years 2025 through and including 2031 and as Term Bonds maturing on May 1 in the years 2037, 2040, 2043 and 2046 (see “THE BONDS – Description of the Bonds”).

PAYMENT OF INTEREST Interest on the Bonds accrues from the Date of Initial Delivery and is payable May 1, 2022, and each November 1 and May 1 thereafter until maturity or prior redemption (see “THE BONDS – Description of the Bonds” and “THE BONDS – Redemption”).

AUTHORITY FOR ISSUANCE The Bonds are issued pursuant to the Bond Order, an Order of the Texas Commission on Environmental Quality, Article 16, Section 59 of the Texas Constitution, the general laws of the State of Texas, including Chapters 49 and 51, Texas Water Code, as amended, and an election held within the District on May 6, 2000. See “THE BONDS – Authority for Issuance.”

SECURITY FOR THE BONDS Principal of and interest on the Bonds are payable from the proceeds of a continuing, direct, annual ad valorem tax levied, without legal limitation as to rate or amount, against all taxable property within the Flintrock Ranch Estates Defined Area within the District. The Bonds are not secured by any other source including other taxable improvements located within the District but outside the Flintrock Ranch Estates Defined Area. The Bonds are special limited obligations of the District and are not obligations of the Cities of Austin, Lakeway, or Bee Cave, Travis County, the State of Texas, or any entity other than the District. See “THE BONDS – Source of Payment.”

REDEMPTION The District reserves the right, at its option, to redeem Bonds having stated maturities on and after May 1, 2027, in whole or from time to time in part, in principal amounts of \$5,000 or any integral multiple thereof, on May 1, 2026, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption (see “THE BONDS – Redemption”). Additionally, Term Bonds maturing on May 1 in the years 2037, 2040, 2043 and 2046 are subject to mandatory sinking fund redemption (see “THE BONDS – Mandatory Sinking Fund Redemption”).

TAX EXEMPTION..... In the opinion of Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof. See “TAX MATTERS” herein for a discussion of the opinion of Bond Counsel.

USE OF PROCEEDS Proceeds of the Bonds will be used to finance (i) the Flintrock Ranch Estates Defined Area’s share of the Flintrock wastewater treatment plant improvements and related engineering fees and contingencies and (ii) the costs associated with the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

MUNICIPAL BOND RATING

AND INSURANCE The Bonds are expected to be rated “AA”/Stable by S&P Global Ratings (“S&P”) by virtue of a municipal bond insurance policy issued by Build America Mutual Assurance Company (“BAM” or the “Bond Insurer”) at the time of delivery of the Bonds. The District’s outstanding Flintrock Ranch Estates Defined Area (“FREDA”) Bonds have an underlying rating of “A” by S&P without regard to credit enhancement. See “BOND INSURANCE.”

BOOK-ENTRY-ONLY

SYSTEM The definitive Bonds will be initially registered and delivered only to Cede & Co., the nominee of DTC pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the beneficial owners thereof. Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds (see “THE BONDS – Book-Entry-Only System”).

INVESTMENT CONSIDERATIONS... 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."

THE DISTRICT

THE DISTRICT..... The District was created on December 8, 1958 by order of the Travis County Commissioners Court and confirmed by the District voters on February 28, 1959. At creation, the District encompassed approximately 4,500 acres of land. Subsequent annexations have increased the size of the District to approximately 15,000 acres. The Flintrock Ranch Estates Defined Area is comprised of approximately 488.323 acres located entirely within the District. See "THE DISTRICT" and "APPENDIX A – Information Regarding the District and the Flintrock Ranch Estates Defined Area."

LOCATION..... The District is located approximately 20 miles northwest of the City of Austin in Travis County, Texas. Ranch Road 620 bisects the District. Approximately 488.323 acres within the District are referred to herein as the "Flintrock Ranch Estates Defined Area," including 8.853 acres annexed into the Flintrock Ranch Estates Defined Area on July 10, 2006 and another 109.340 acres annexed into the Flintrock Ranch Estates Defined Area on September 18, 2008. The Flintrock Ranch Estates Defined Area property was developed primarily as a single-family residential community. All of the land within the Flintrock Ranch Estates Defined Area lie within the Lake Travis Independent School District and the corporate limits of the City of Lakeway. See "THE FLINTROCK RANCH ESTATES DEFINED AREA."

FLINTROCK RANCH ESTATES

DEFINED AREA..... The Board of Directors of the District adopted a plan on February 23, 2000, to provide water, wastewater and drainage services to the Flintrock Ranch Estates Defined Area. On May 6, 2000, the voters in the District approved (1) the designation of the Flintrock Ranch Estates Defined Area; (2) \$24,200,000 principal amount of unlimited tax bonds for the Flintrock Ranch Estates Defined Area; (3) \$36,300,000 principal amount of unlimited tax refunding bonds for the Flintrock Ranch Estates Defined area; and (4) the levy of an unlimited ad valorem tax upon the taxable property located within the Flintrock Ranch Estates Defined Area to pay such bonds. The Bonds are secured solely by an unlimited ad valorem tax levied upon all taxable property located within the Flintrock Ranch Estates Defined Area. Such tax will be in addition to the taxes levied by the District on all taxable property in the District. The Flintrock Ranch Estates Defined Area lies wholly within the Lake Travis Independent School District and the corporate limits of the City of Lakeway, Texas. See "THE FLINTROCK RANCH ESTATES DEFINED AREA," and "DEBT SERVICE REQUIREMENTS – Estimated Overlapping Taxes."

**DEVELOPMENT WITHIN THE
FLINTROCK RANCH ESTATES**

DEFINED AREA..... To date, all of the developable acreage within the Flintrock Ranch Defined Area has been developed with water, wastewater and drainage facilities including water, wastewater and drainage facilities to serve all seven single-family subdivisions within the Flintrock Ranch Estates Defined Area, Phases 1-7. Water, wastewater and drainage has also been provided to approximately 18 acres of multi-family villas and 3.5 acres containing 30,000 square feet of commercial office space. As of March 10, 2017, development included 420 completed homes, an 18-hole championship golf course and club house, a completed 30,000 square foot office complex, a 44-condo villa section (all of which are sold and occupied), and a 34-condo villa section, all of which are sold and occupied. See "THE FLINTROCK RANCH ESTATES DEFINED AREA."

THE DEVELOPERS..... Land in the Flintrock Ranch Estates Defined Area was developed as the master planned community known as Flintrock Falls primarily by HPK Ventures Limited ("HPK"), a Texas Limited Partnership, and Five Star Development, Inc. ("Five Star" and collectively with HPK, the "Developers"), a Texas Corporation. There are no amounts owing from the Flintrock Ranch Estates Defined Area to HPK or Five Star, and the development is complete. See "THE DEVELOPERS."

PAYMENT RECORD..... The District previously has issued various series of debt secured by an unlimited tax upon all taxable property located within the District, debt secured by water and wastewater revenue of the District, and debt secured by an unlimited tax levied solely upon taxable property located

within various defined areas including Comanche Trail Defined Area, Steiner Ranch Defined Area and the Flintrock Ranch Estates Defined Area. The Bonds are the fifth issuance of debt secured by an unlimited ad valorem tax levied solely upon taxable property located within the Flintrock Ranch Estates Defined Area. The District has never defaulted on any principal and/or interest payments due on its bonds including District wide bonds or the bonds secured solely by a tax levied on property located in the Flintrock Ranch Estates Defined Area.

OVERLAPPING DISTRICT

TAXES..... The Flintrock Ranch Estates Defined Area lies wholly within the boundaries of the District and is subject to taxes levied by the District for District wide maintenance purposes and to pay debt incurred by the District to serve other areas of the District. For the 2021 tax year, the District has adopted a total tax rate of \$0.0599 per \$100 of assessed valuation on all taxable property located within the District for maintenance and operation purposes and a debt service tax rate of \$0.3422 per \$100 of assessed valuation on all taxable property located within the Flintrock Ranch Estates Defined Area. The District currently has no outstanding tax-supported debt for District-wide purposes and, consequently, levies no District-wide ad valorem tax for debt service. See “DEBT SERVICE REQUIREMENTS – Estimated Overlapping Taxes.”

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DISTRICT OFFICIALS, STAFF AND CONSULTANTS

ELECTED OFFICIALS

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Term Expires</u>
Jeff Roberts	President	Contracts Executive	2024
Mickey Decker	Vice President	Business Owner	2022
Vacant ^(a)	Secretary		
Kenneth M. Smith	Assistant Secretary	Retired Hospitality Consultant	2022
Elicia G. Michaud	Director	Real Estate Broker	2022

(a) Jerri Lynn Ward tendered her resignation effective as of June 25, 2021. The District is in the process of finding a replacement for her position.

SELECTED ADMINISTRATIVE STAFF

<u>Name</u>	<u>Position</u>	<u>Length of Service</u>
Jason F. Homan	General Manager	4 Years
Bart Sanchez	Administration & Finance Manager	New

CONSULTANTS AND ADVISORS

Auditors Maxwell Locke & Ritter LLP
Austin, Texas

Bond Counsel McCall, Parkhurst & Horton, L.L.P.
Austin, Texas

Financial Advisor.....Specialized Public Finance Inc.
Austin, Texas

For additional information regarding the District, please contact:

Jason F. Homan General Manager Travis County Water Control and Improvement District No. 17 3812 Eck Lane Austin, Texas 78734 (512) 266-1111; Ext 113 www.wcid17.org	or	Garry Kimball Managing Director Specialized Public Finance Inc. 248 Addie Roy Road Suite B-103 Austin, Texas 78746 (512) 275-7300 www.spfmuni.com
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SELECTED FINANCIAL INFORMATION (UNAUDITED)

2020 Certified Taxable Assessed Valuation of the Flintrock Ranch Estates Defined Area (100% of Market Value)	\$379,004,738 ^(a)
2021 Preliminary Taxable Assessed Valuation of the Flintrock Ranch Estates Defined Area (100% of Market Value)	\$389,921,675 ^(a)

Gross Direct Long-Term Debt Outstanding of the Flintrock Ranch Estates Defined Area (as of 4/30/21)	\$ 16,835,000 ^(b)
Estimated Overlapping Debt of the Flintrock Ranch Estates Defined Area.....	<u>11,917,118</u> ^(c)
Gross Direct Long-Term Debt and Estimated Overlapping Debt	\$ 28,752,118

Less: Flintrock Ranch Estates Defined Area Interest and Sinking Fund Balance (as of June 1, 2021).....	<u>(\$1,022,080)</u>
Net Direct Long-Term and Estimated Overlapping Debt	\$27,730,038

Ratio of Gross Direct Long-Term Debt of the Flintrock Ranch Estates Defined Area to:	
2020 Certified Taxable Assessed Valuation of the Flintrock Ranch Estates Defined Area	4.44%

Ratio of Net Long-Term Debt of the Flintrock Ranch Estates Defined Area and Estimated Overlapping Debt to:	
2020 Certified Taxable Assessed Valuation of the Flintrock Ranch Estates Defined Area	7.32%

Average Annual Debt Service Requirement (2022-2046)	\$ 855,715 ^(b)
Maximum Annual Debt Service Requirement (2032).....	\$ 1,383,663 ^(b)

2020 Flintrock Ranch Estates Defined Area Debt Service Tax Rate	\$ 0.3422
2020 District Maintenance Tax Rate (within Flintrock Ranch Estates).....	<u>0.0599</u> ^(d)
Total.....	\$ 0.4021

Tax Rate Required to Pay Average Annual Debt Service (2022-2046) at 98% Collection Rate	
Based Upon the 2020 Certified TAV of the Flintrock Ranch Estates Defined Area.....	\$ 0.2304
Tax Rate Required to Pay Maximum Annual Debt Service (2032) at 98% Collection Rate	
Based Upon the 2020 Certified TAV of the Flintrock Ranch Estates Defined Area.....	\$ 0.3726

Status of Development within Flintrock Ranch Estates Defined Area as of June 1, 2021:	
Total Completed Homes	420
Total Occupied Homes	420
Total Completed Condo Villas	77
30,000 sq. ft. Completed Office Building (percent occupied).....	100%
Estimated Population	1,740 ^(e)

- (a) Source: Travis Central Appraisal District.
- (b) Includes the Bonds and excludes the Refunded Bonds. See “DEBT SERVICE REQUIREMENTS.”
- (c) The Flintrock Ranch Estates Defined Area is located wholly within the District and is subject to the levy of (i) taxes by the District to serve areas outside the Flintrock Ranch Estates Defined Area, (ii) taxes to serve the Flintrock Ranch Estates Defined Area, and (iii) taxes levied by other taxing entities. See “DEBT SERVICE REQUIREMENTS – Estimated Overlapping Debt.”
- (d) The District is currently authorized to levy a District wide maintenance and operation tax up to \$0.0600 per \$100 valuation.
- (e) Based upon 3.5 residents per completed single-family residence (including condo villas).

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**OFFICIAL STATEMENT
RELATING TO**

\$1,665,000

**TRAVIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 17
FLINTROCK RANCH ESTATES DEFINED AREA UNLIMITED TAX BONDS, SERIES 2021**

INTRODUCTION

GENERAL . . . This Official Statement, which includes the Appendices hereto, provides certain information regarding the issuance of \$1,665,000 Travis County Water Control and Improvement District No. 17 Flintrock Ranch Estates Defined Area Unlimited Tax Bonds, Series 2021. Capitalized terms used in this Official Statement not otherwise defined herein have the same meanings assigned to such terms in the Bond Order, as defined herein, adopted by the Board of the District on July 15, 2021 authorizing the issuance of the Bonds.

There follows in this Official Statement descriptions of the Bonds and certain information regarding the District and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the District’s Financial Advisor, Specialized Public Finance Inc., 248 Addie Roy Road, Suite B-103, Austin, Texas 78746.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. A copy of this Official Statement will be submitted to the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (EMMA) system. See “CONTINUING DISCLOSURE OF INFORMATION” for a description of the District’s undertaking to provide certain information on a continuing basis.

THE BONDS

DESCRIPTION OF THE BONDS . . . The Bonds are dated August 24, 2021, and mature on May 1 in each of the years and in the amounts shown on page two hereof. Interest will accrue from the Date of Initial Delivery and will be computed on the basis of a 360-day year comprised of twelve 30-day months, and will be payable on May 1, 2022, and each November 1 and May 1 thereafter until maturity or prior redemption. The definitive Bonds will be issued only in fully registered form in any integral multiple of \$5,000 for any one maturity and will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York (“DTC”) pursuant to the book-entry-only system described herein (the “Book-Entry-Only System”). **No physical delivery of the Bonds will be made to the owners thereof.** Principal of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See “THE BONDS – Book-Entry-Only System” herein.

AUTHORITY FOR ISSUANCE . . . The Bonds are issued pursuant to the Bond Order, Article 16, Section 59 of the Texas Constitution, general laws of the State of Texas, including Chapters 49 and 51 of the Texas Water Code, as amended, and an order of the TCEQ, and the election held within the District on May 6, 2000 (the “Election”).

REDEMPTION . . . *Optional Redemption.* The District reserves the right, at its option, to redeem Bonds having stated maturities on and after May 1, 2027, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on May 1, 2026, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption. If less than all of the Bonds are to be redeemed, the District may select the maturities, and sinking fund installment in the case of Term Bonds, of Bonds to be redeemed. If less than all the Bonds of any maturity, or sinking fund installment in the case of Term Bonds, are to be redeemed, the Paying Agent/Registrar (or DTC while the Bonds are in Book-Entry-Only form) shall determine by lot or other customary random method the Bonds, or portions thereof, within such maturity, or sinking fund installment in the case of Term Bonds, to be redeemed. If a Bond (or any portion of the principal sum thereof) shall have been called for redemption and notice of such redemption shall have been given, such Bond (or the principal amount thereof to be redeemed) shall become due and payable on such redemption date and interest thereon shall cease to accrue from and after the redemption date, provided funds for the payment of the redemption price and accrued interest thereon are held by the Paying Agent/Registrar on the redemption date.

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MANDATORY SINKING FUND REDEMPTION . . . The Bonds maturing on May 1 in the years 2037, 2040, 2043 and 2046 (the “Term Bonds”) are subject to mandatory sinking fund redemption prior to their stated maturity in the following amounts, on the following dates and at a price of par to the date of redemption by lot:

Term Bonds Due May 1, 2037		Term Bonds Due May 1, 2040	
Redemption Date	Principal Amount	Redemption Date	Principal Amount
May 1, 2032	\$ 65,000	May 1, 2038	\$ 80,000
May 1, 2033	70,000	May 1, 2039	80,000
May 1, 2034	70,000	May 1, 2040*	85,000
May 1, 2035	75,000		
May 1, 2036	75,000		
May 1, 2037*	80,000		

Term Bonds Due May 1, 2043		Term Bonds Due May 1, 2046	
Redemption Date	Principal Amount	Redemption Date	Principal Amount
May 1, 2041	\$ 85,000	May 1, 2044	\$ 95,000
May 1, 2042	90,000	May 1, 2045	100,000
May 1, 2043*	95,000	May 1, 2046*	100,000

*Stated Maturity.

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

NOTICE OF REDEMPTION . . . Not less than 30 days prior to an optional redemption date for the Bonds, the District shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the registered owners of the Bonds to be redeemed, in whole or in part, at the address of the registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the business day next preceding the date of mailing such notice. ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN AND ANY OTHER CONDITION TO REDEMPTION SATISFIED, THE BONDS CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY BOND OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH BOND OR PORTION THEREOF SHALL CEASE TO ACCRUE.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such optional redemption required by the Bond Order have been met and money sufficient to pay the principal of and premium, if any, and interest on the Bonds to be redeemed will have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice will state that said redemption may, at the option of the District, be conditional upon the satisfaction of such prerequisites and receipt of such money by the Paying Agent/Registrar on or prior to the date fixed for such redemption or upon any prerequisite set forth in such notice of redemption. If a conditional notice of optional redemption is given and such prerequisites to the redemption are not fulfilled, such notice will be of no force and effect, the District will not redeem such Bonds, and the Paying Agent/Registrar will give notice in the manner in which the notice of optional redemption was given, to the effect that such Bonds have not been redeemed.

DTC REDEMPTION PROVISION . . . The Paying Agent and the District, so long as a book-entry-only is used for the Bonds, will send any notice of optional redemption, notice of proposed amendment to the Bond Order or other notices with respect to the Bonds only to DTC. Any failure by DTC to advise any DTC Participant, as herein defined, or of any Direct Participant or Indirect Participant, as herein defined, to notify the beneficial owner, shall not affect the validity of the redemption of the bonds called for redemption or any other action premised on any such notice. Redemption of portions of the Bonds by the District will reduce the outstanding principal amount of such Bonds held by DTC. Participants in accordance with its rules or other agreements with DTC Participants and then Direct Participants and Indirect Participants may implement a redemption of such Bonds and such redemption will not be conducted by the District or the Paying Agent. Neither the District nor the Paying Agent will have any responsibility to the DTC Participants. Indirect Participants or the persons for whom DTC Participants act as nominees with respect to the payment on the Bonds or the providing of notice to Direct Participants, Indirect Participants, or beneficial owners of the selection of portions of Bonds for redemption.

DEFEASANCE . . . *General.* The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of ad valorem taxes and all other general defeasance covenants in the Bond Order under certain circumstances. Any Bond and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a “Defeased Bond”) within the meaning of the Bond Order, except to the extent provided below for the Paying Agent/Registrar to continue payments and for the District to retain the right to call Defeased Bonds to be paid at maturity, when the payment of all principal and interest payable with respect to such Bond to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent/Registrar or a commercial bank or trust company for such payment (a) lawful money of the United States of America sufficient to make such payment, (b) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, with reinvestment, of sufficient money to provide for such payment and when proper arrangements have been made by the District with the Paying Agent/Registrar for the payment of its services until all Defeased Bonds shall have become due and payable or (c) any combination of (a) and (b). At such time as a Bond shall be deemed to be a Defeased Bond, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes levied and pledged as provided in the Bond Order and such principal and interest shall be payable solely from such money or Defeasance Securities, and thereafter the District will have no further responsibility with respect to amounts available to such paying agent (or other financial institution permitted by applicable law) for the payment of such Defeased Bonds, including any insufficiency therein caused by the failure of such paying agent (or other financial institution permitted by applicable law) to receive payment when due on the Defeasance Securities.

The deposit shall be deemed a payment of a Bond when proper notice of redemption of such Bonds shall have been given, in accordance with the Bond Order. Any money so deposited with the Paying Agent/Registrar or a commercial bank or trust company may at the discretion of the Board of Directors also be invested in Defeasance Securities, as hereinafter defined, maturing in the amounts and at the times set forth in the Bond Order and all income from such Defeasance Securities received by the Paying Agent/Registrar or a commercial bank or trust company that is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be turned over to the Board of Directors.

All money or Defeasance Securities set aside and held in trust pursuant to the provisions of the Bond Order for the payment of principal of the Bonds and premium, if any, and interest thereon, shall be applied to and used solely for the payment of the particular Bonds and premium, if any, and interest thereon, with respect to which such money or Defeasance Securities have been so set aside in trust. Until all Defeased Bonds shall have become due and payable, the Paying Agent/Registrar or a commercial bank or trust company shall perform the services of Paying Agent/Registrar for such Defeased Bonds the same as if they had not been defeased, and the District shall make proper arrangements to provide and pay for such services as required by the Bond Order.

If money or Defeasance Securities have been deposited or set aside with the Paying Agent/Registrar or a commercial bank or trust company for the payment of Bonds and such Bonds shall not have in fact been actually paid in full, no amendment of the defeasance provisions of the Bond Order shall be made without the consent of the registered owner of each Bond affected thereby.

Retention of Rights . . . To the extent that, upon the defeasance of any Defeased Bond to be paid at its maturity, the District retains the right under Texas law to later call the Defeased Bond for redemption in accordance with the provisions of the Bond Order authorizing its issuance, the District may call such Defeased Bond for redemption upon complying with the provisions of Texas law and upon satisfaction of the provisions set forth above regarding such Defeased Bond as though it was being defeased at the time of the exercise of the option to redeem the Defeased Bond and the effect of the redemption is taken into account in determining the sufficiency of the provisions made for the payment of the Defeased Bond.

Investments. Any escrow agreement or other instrument entered into between the District and the Paying Agent/Registrar or a commercial bank or trust company pursuant to which money and/or Defeasance Securities are held by the Paying Agent/Registrar or a commercial bank or trust company for the payment of Defeased Bonds may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of certain requirements. All income from such Defeasance Securities received by the Paying Agent/Registrar or a commercial bank or trust company which is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, will be remitted to the District.

For the purposes of these provisions, “Defeasance Securities” means (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than “AAA” or its equivalent, (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm no less than “AAA” or its equivalent, and (iv) any other then authorized securities or obligations under applicable State law that may be used to defease obligations such as the Bonds.

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 those currently permitted under State law. There is no assurance that the rating for U.S. Treasury securities used as Defeasance Securities or those for any other Defeasance Security will be maintained at any particular rating category.

Upon such deposit as described above, such Bonds shall no longer be regarded to be outstanding or unpaid.

AMENDMENTS . . . The District may without the consent of or notice to any Registered Owner amend the Bond Order in any manner not detrimental to the interest of the Registered Owners, including the curing of an ambiguity, inconsistency, or formal defect or omission therein. In addition, the District may, with the written consent of the owners of a majority in principal amount of the Bonds then outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order, except that, without the consent of the owners of all of the Bonds affected, no such amendment, addition, or rescission may (1) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may in the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

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

DTC 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 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of “AA+.” The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual 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 Purchaser take any responsibility for the accuracy thereof.

REGISTRATION AND TRANSFER . . . So long as any Bonds remain outstanding, the Paying Agent/Registrar shall keep a register of owners (the "Register") at a principal payment office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with the terms of the Bond Order.

In the event the book-entry-only system should be discontinued, each Bond shall be transferable only upon the presentation and surrender of such Bond at the designated payment/transfer office of the Paying Agent/Registrar, initially in Dallas, Texas (the "Designated Payment/Transfer Office"), duly endorsed for transfer, or accompanied by an assignment duly executed by the Registered Owner or his authorized representative in form satisfactory to the Paying Agent/Registrar. Upon due presentation of any Bond in proper form for transfer, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor, within three (3) business days after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees, in authorized denominations and of the same maturity and aggregate principal amount and accruing interest at the same rate as the Bond or Bonds so presented.

All Bonds shall be exchangeable upon presentation and surrender thereof at the Designated Payment/Transfer Office of the Paying Agent/Registrar for a Bond or Bonds of the same maturity and interest rate and in any authorized denomination in an aggregate amount equal to the unpaid principal amount of the Bond or Bonds presented for exchange. The Paying Agent/Registrar is authorized to authenticate and deliver exchange Bonds. Each Bond so delivered shall be entitled to the benefits and security of the Bond Order to the same extent as the Bond or Bonds in lieu of which such Bond is delivered.

Neither the District nor the Paying Agent/Registrar shall be required to transfer or to exchange any Bond during the fifteen (15) day period next preceding any interest payment date or to transfer or exchange any Bond called for redemption during the thirty (30) day period prior to the date fixed for redemption of such Bond.

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

RECORD DATE . . . The record date for payment of the interest on the Bonds on any regularly scheduled interest payment date is the fifteenth (15th) day of the month (whether or not a business day) preceding such interest payment date.

REPLACEMENT OF PAYING AGENT/REGISTRAR . . . The Bank of New York Mellon Trust Company, National Association, Dallas, Texas is the initial Paying Agent/Registrar. Provisions are 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 act in the same capacity as the previous Paying Agent/Registrar. Any Paying Agent/Registrar selected by the District shall be a national or state banking institution, which shall be a corporation organized and doing business under the laws of the United States of America or of any state, authorized under such laws to exercise trust powers, and subject to supervision or examination by federal or state authority, to act as Paying Agent/Registrar for the Bonds.

LOST, STOLEN OR DESTROYED BONDS . . . Upon the presentation and surrender to the Designated Payment/Transfer Office of the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like maturity, interest rate and principal amount, bearing a number not contemporaneously outstanding. If any Bond is lost, apparently destroyed, or wrongfully taken, the District, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall, upon receipt of certain documentation and an indemnity bond from the Registered Owner, execute and the Paying Agent/Registrar shall authenticate and deliver a replacement Bond of like maturity, interest rate and principal amount bearing a number not contemporaneously outstanding.

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

ISSUANCE OF ADDITIONAL DEBT . . . The voters within the District and the Flintrock Ranch Estates Defined Area have authorized the issuance of \$24,200,000 of unlimited tax bonds for the purposes permitted pursuant to the May 6, 2000 bond election. After issuance of the Bonds, the District will have \$2,565,000 of such unlimited tax bonds authorized but unissued for water, wastewater and drainage purposes within the Flintrock Ranch Estates Defined Area. The District will also have \$36,300,000 authorized but unissued authorization for refunding Flintrock Ranch Estates Defined Area outstanding bonds. The District has no plans to issue these remaining voted bonds, but reserves the right to do so if needed.

In addition to the \$2,565,000 authorized but unissued unlimited tax bonds for water, wastewater and drainage purposes and the \$36,300,000 authorized but unissued authorization for refunding purposes for the Flintrock Ranch Estates Defined Area, the District may issue bonds necessary to provide those improvements and facilities for which the District was created, with the approval of the TCEQ and, in the case of bonds payable from taxes, the District's voters. In addition, voters may authorize the issuance of additional bonds or certain contractual obligations secured by ad valorem taxes. The District also has the right to issue revenue bonds, revenue notes, special project bonds, bond anticipation notes and tax anticipation notes without the necessity of voter approval. Neither Texas law nor the Bond Order can impose a limitation on the amount of additional bonds which may be issued by the District. Any additional bonds issued by the District may dilute the security for the Bonds.

According to the District, following the issuance of the Bonds, the District will not owe the Developers any additional amount for the facilities serving the existing development within the Flintrock Ranch Estates Defined Area.

ANNEXATION . . . The District lies within the extraterritorial jurisdiction of the City of Austin, the City of Lakeway and the City of Bee Cave with all of the Flintrock Ranch Estates Defined Area lying within the corporate limits of the City of Lakeway. Under Texas law, when a utility district lies within the extraterritorial jurisdiction of two or more cities, any of such cities may annex that portion of the utility district lying within its extraterritorial jurisdiction without dissolving the utility district. At such time as each of the cities has annexed that portion of the utility district within its extraterritorial jurisdiction, the cities may, but are not required to, dissolve the utility district and distribute among them the assets and liabilities of the utility district. Such distribution must be done pro rata, based on the ratio that the value of property and other assets distributed bears to the total value of all the property and other assets of the utility district.

Under prior Texas law, a municipality could annex and dissolve a municipal utility district located within its extraterritorial jurisdiction without consent of the district or its residents in accordance with the provisions of Chapter 43 of the Local Government Code, as amended ("Chapter 43"). Under Chapter 43, a municipality may annex a district with a population of less than 200 residents only if: (i) the municipality obtains consent to annex the area through a petition signed by more than 50% of the registered voters of the district, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation; and (b) a municipality may annex a district with a population of 200 residents or more only if: (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered voters in the area to be annexed do not own more than 50% of the land in the area, a petition has been signed by more than 50% of the landowners consenting to the annexation. Notwithstanding the foregoing, a municipality may annex an area if each owner of land in the area requests the annexation. The described election and petition process does not apply, however, during the term of a strategic partnership agreement between a municipality and a district specifying the procedures for annexation of all or a portion of the District.

Annexation of land by a city is a policy-making matter within the discretion of the Mayor and City Council and therefore the District makes no representation that either the Cities of Austin, Lakeway, or Bee Cave will ever annex any part of the District or whether such cities will ever assume its debt. Moreover, no representation is made concerning the ability of the City of Austin, the City of Lakeway, or the City of Bee Cave to make debt service payments should annexation and dissolution of the District occur.

CONSOLIDATION . . . A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets, such as cash and the utility system, with the water and wastewater systems of districts with which it is consolidating as well as its liabilities (which would include the Bonds). No representation is made concerning the likelihood of consolidation.

ALTERATION OF BOUNDARIES . . . In certain circumstances, under Texas law the District may alter its boundaries to: (1) upon satisfying certain conditions, annex additional territory; and (2) exclude land subject to taxation within the District that is not served by District facilities if the District simultaneously annexes land of equal acreage and value that may be practicably served by District facilities or upon petition by a landowner filed prior to August 31, 2007 for property within the District greater than 28 years. No representation is made concerning the likelihood that the District would effect any change in its boundaries.

Additionally, pursuant to Section 51.534, Texas Water Code, as amended, the District is authorized to annex additional land into a defined area such as Flintrock Ranch Estates Defined Area.

REMEDIES IN EVENT OF DEFAULT . . . The Bond Order establishes specific events of default with respect to the Bonds. If the District defaults in the payment of the principal of or interest on the Bonds when due, or the District defaults in the observance or performance of any of the covenants, conditions, or obligations of the District, the failure to perform which materially, adversely affects the rights of the owners, including but not limited to, their prospect or ability to be repaid in accordance with the Bond Order, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the District, the Bond Order and Chapter 54 of the Texas Water Code provides that any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the District to make such payment or observe and perform such covenants, obligations, or conditions. The issuance of a writ of mandamus may be sought if there is no other available remedy at law to compel performance of the Bonds or the Bond Order and the District's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, subject to the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Bond Order does not provide for the appointment of a trustee to represent the interest of the Bondholders upon any failure of the District to perform in accordance with the terms of the Bond Order, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On April 1, 2016, the Texas Supreme Court rules in *Wasson Interest, Ltd. v. City of Jacksonville*, 489 S.W. 3d 427 (Tex. 2016) ("*Wasson I*"), that governmental immunity does not imbue a city with derivative immunity when it performs a proprietary, as opposed to governmental, function in respect to contracts executed by a city. On October 5, 2018, the Texas Supreme Court issued a second opinion to clarify *Wasson I*, *Wasson Interests, Ltd. v. City of Jacksonville*, 559 S.W. 3d 142 (Tex. 2018) ("*Wasson II*"), and together with *Wasson I*, "*Wasson*"), ruling that to determine whether governmental immunity applies to a breach of contract claim, the proper inquiry is whether the municipality was engaged in a governmental or proprietary function at the time it entered into the contract, not at the time of the alleged breach. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in regard to municipal contract cases (as opposed to tort claim cases), it is incumbent on the courts to determine whether a function was governmental or proprietary based upon the statutory and common law guidance at the time of the contractual relationship. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under authority or for the benefit of the State; these are usually activities that can be, and often are, provided by private persons, and therefore are not done as a branch of the State, and do not implicate the state's immunity since they are not performed under the authority, or for the benefit, of the State as sovereign. Issues related to the applicability of a governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated based on the facts and circumstances surrounding the contract in question. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 49 Tex. Sup. Ct. J. 819 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the District's sovereign immunity from a suit for money damages, Bondholders may not be able to bring such a suit against the District for breach of the Bonds or Bond Order covenants. Even if a judgment against the District could be obtained, it could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the District is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or Bondholders of an entity which has sought protection under Chapter 9. Therefore, should the District avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the

enforceability of the Bonds are qualified with respect to the customary rights of debtors relative to their creditors. See “INVESTMENT CONSIDERATIONS – Registered Owners’ Remedies” and “– Bankruptcy Limitation to Registered Owners’ Rights.”

LEGAL INVESTMENT AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS . . . Pursuant to Section 49.186 of the Texas Water Code, bonds, notes or other obligations issued by a water control and improvement 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 Texas, and all agencies, subdivisions, and instrumentalities of Texas, including all counties, cities, towns, villages, school districts and all other kinds and types of districts, public agencies and bodies politic.” Additionally, Section 49.186 of the Texas Water Code provides that bonds, notes or other obligations issued by a water control and improvement district are eligible and lawful security for all deposits of public funds of Texas and all agencies, subdivisions and instrumentalities of the State. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the Bonds may have to be assigned a rating of not less than “A” or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds.

The District makes no representation that the Bonds will be acceptable to banks, savings and loan associations or public entities for investment purposes or to secure deposits of public funds. The District has made no investigation of other laws, regulations or investment criteria which might apply to or otherwise limit the availability of the Bonds for investment or collateral purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the acceptability of the Bonds for investment or collateral purposes.

ADDITIONAL COVENANTS . . . The District has additionally covenanted in the Bond Order that it will keep accurate records and accounts and employ an independent certified public accountant to audit and report on its financial affairs at the close of each fiscal year, such audits to be in accordance with applicable law, rules and regulations and open to inspection in the office of the District.

SPECIFIC TAX COVENANTS . . . In the Bond Order the District has covenanted with respect to, among other matters, the use of the proceeds of the Bonds and the facilities financed therewith by persons other than state or local governmental units, and the manner in which the proceeds of the Bonds are to be invested. The District may omit to comply with any such covenant if it has received a written opinion of a nationally recognized bond counsel to the effect that regulations or rulings hereafter promulgated modify or expand provisions of the Internal Revenue Code of 1986, as amended (the “Code”), so that such covenant is ineffective or inapplicable or in compliance with such covenant which adversely affects the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code.

AMENDMENTS TO BOND ORDER . . . The District may without the consent of or notice to any Registered Owner amend the Bond Order in any manner not detrimental to the interest of the Registered Owners, including the curing of an ambiguity, inconsistency, or formal defect or omission therein. In addition, the District may, with the written consent of the owners of a majority in principal amount of the Bonds then outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order, except that, without the consent of the owners of all of the Bonds affected, no such amendment, addition, or rescission may (1) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may in the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

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BOND INSURANCE

BOND INSURANCE POLICY . . . Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company (“BAM” or “Bond Insurer”) 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 C 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 March 31, 2021 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$477.7 million, \$156.4 million and \$321.3 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 “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 www.buildamerica.com/videos. (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 www.buildamerica.com/credit-profiles. 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.

BOND INSURANCE RISK FACTORS

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

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

In the event BAM is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the moneys received pursuant to the applicable bond documents. In the event BAM becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds.

The long-term ratings on the Bonds are dependent in part on the financial strength of BAM and its claim paying ability. BAM'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 BAM and of the ratings on the Bonds insured by BAM 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.

The obligations of BAM are general obligations of BAM and in an event of default by BAM, the remedies available may be limited by applicable bankruptcy law or other similar laws related to insolvency.

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THE FLINTROCK RANCH ESTATES DEFINED AREA

DESCRIPTION . . . The Flintrock Ranch Estates Defined Area encompasses approximately 488.323 acres within the master planned community known as Flintrock Falls. Flintrock Falls consists of approximately 379 acres of land, including approximately 180 acres developed as an 18-hole championship golf course. Flintrock Falls is generally located approximately 20 miles northwest of Austin’s central business district, north of Ranch Road 620 and to the west of the City of Lakeway, Texas. Currently, there are 420 complete homes, as well as 77 condo villas and 30,000 square feet of commercial office space that is 100% occupied. No additional development within the Defined Area is anticipated.

The District supplies water to the Flintrock Ranch Estates Defined Area through 24” mains on Ranch Road 620 and 2,000,000 gallons of storage capacity. Wastewater service is provided through the District’s Southern Wastewater Treatment Plant, a 500,000 gallon per day activated sludge facility. Treated effluent is stored in onsite ponds and used to irrigate the 18-hole golf course, and some common area landscaping. Proceeds of the Bonds will be used to expand the Flintrock Wastewater Treatment Plant.

USE AND DISTRIBUTION OF BOND PROCEEDS

		<u>COST PAID BY DISTRICT</u>
I.	CONSTRUCTION COSTS	
	A. Developer Contribution Items – None	
	B. District Items:	
	1. Flintrock Wastewater Treatment Plant Improvements	\$ 1,166,348
	2. Engineering	116,700
	3. Contingencies.....	<u>233,325</u>
	Total District Contribution Items	\$ 1,516,373
	TOTAL CONSTRUCTION COSTS (91.07% of BIR)	\$ 1,516,373
II.	NON-CONSTRUCTION COSTS	
	A. Legal Fees	\$ 16,650
	B. Fiscal Agent Fees	20,813
	C. Bond Discount (2.32%).....	38,560
	D. Bond Issuance Expenses	38,386
	E. Bond Application Report Costs.....	17,000
	F. Attorney General Fees (0.10%).....	1,665
	G. TCEQ Fee (0.25% of BIR).....	4,163
	H. Contingency ^(a)	<u>11,390</u>
	Total Non-Construction Costs.....	\$ 148,627
	TOTAL BOND ISSUE REQUIREMENT	\$ 1,665,000

(a) The TCEQ, in its approval of the Bonds, directed any surplus Bond proceeds to be shown as a contingency line item and be subject to TCEQ rules on use of surplus Bond funds.

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THE DISTRICT

AUTHORITY . . . The District is a water control and improvement district created by an order of the Commissioner's Court of Travis County, Texas on December 8, 1958 and confirmed by the voters within the District at an election held on February 28, 1959.

The District is a political subdivision of Texas with the rights, powers, privileges, and authority established by the general laws of the State of Texas, including particularly Chapters 49 and 51 of the Texas Water Code.

The District is subject to the continuing supervision of the TCEQ.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water, the collection, transportation and treatment of wastewater, and the control and diversion of storm water. The District issues bonds and other forms of indebtedness to purchase or construct such facilities.

The TCEQ exercises continuing supervisory jurisdiction over the District. Construction and operation of the District's water, wastewater and storm drainage system is subject to the regulatory jurisdiction of federal and state governmental agencies.

DESCRIPTION . . . At creation, the District encompassed approximately 4,500 acres of land. Subsequent annexations, have increased the size of the District to approximately 15,000 acres. The District is located west of the City of Austin in Travis County, Texas. Ranch Road 620 bisects the District. The District lies wholly within the extraterritorial jurisdiction of the Cities of Austin, Lakeway and Bee Cave and portions of the District lie within the limited purpose jurisdiction of the City of Austin and the corporate limits of the City of Lakeway. Some portions of the District are within Leander Independent School District and the remainder is within Lake Travis Independent School District.

DEVELOPMENT WITHIN THE FLINTROCK RANCH ESTATES DEFINED AREA . . . The Flintrock Ranch Estates Defined Area has been developed primarily as single-family residential subdivisions with some multi-family villas and commercial establishments. At present, the Flintrock Ranch Estates Defined Area is 100 percent developed according to the District's engineer.

MANAGEMENT OF THE DISTRICT . . . The District is governed by the Board of Directors, consisting of five Directors, who have control over management and supervision of all affairs of the District. All of the directors reside within the District. The directors serve four-year staggered terms. Elections are held in May.

GENERAL MANAGER AND STAFF . . . Jason F. Homan has managed the District since 2017. District Field Manager, Henry Marley, District Operations Manager, Joe Kunz, and Administration and Finance Manager Bart Sanchez assist Mr. Homan. There are currently 62 field staff and 17 office staff members.

The District offers a 401(a) Retirement Plan to all non-temporary employees. The investment plan is administered by an outside financial agency. The District also contributes to federal social security.

The 401(a) Retirement Plan is a defined contribution plan where all employer allocations are invested. The amount invested is 5% of pay (calculated on gross wages up to 40 hours/week) over and above regular pay which the employee may invest in a variety of investments offered. The 5% amount increases by ½ percent on each anniversary of employment. The maximum amount the District will contribute for each employee is 10%.

CONSULTANTS . . . The District has contracted for auditing, tax assessing and collecting, engineering, financial advisory and legal services as follows:

Tax Appraisal. The Travis Central Appraisal District ("Appraisal District") has the responsibility of appraising all property within the District.

Auditor. The firm of Maxwell Locke & Ritter LLP is currently the District's independent auditor. Such firm was hired to audit the financial statements for the fiscal year ending September 30, 2020 which audit is attached. See "APPENDIX B – Financial Statement of the District for the Year Ended September 30, 2020."

Tax Assessor/Collector. The District has engaged the Travis County Tax Assessor and Collector ("Tax Collector"), to collect its ad valorem taxes. The District also has contracted with the Tax Collector to collect the special tax to be levied against property located within the Flintrock Ranch Estates Defined Area.

Engineer. The District's consulting engineer is Green Civil Design, LLC ("Engineer"). Jones-Heroy Engineering has been engaged by the Developer to advise on bond and regulatory issues.

Financial Advisor. The District has engaged Specialized Public Finance Inc. as financial advisor. The fees for services rendered in connection with the issuance of the Bonds are based on the percentage of the Bonds actually issued, sold and delivered and therefore such fee is contingent upon the sale and delivery of the Bonds.

General Counsel. General Counsel to the District is Lloyd Gosselink Rochelle and Townsend, P.C., Attorneys at Law.

Bond Counsel. The District has engaged McCall, Parkhurst & Horton L.L.P. as bond counsel. The fees for services rendered in connection with the issuance of the Bonds are based on the percentage of the Bonds actually issued, sold and delivered and therefore such fee is contingent upon the sale and delivery of the Bonds.

DISTRICT SYSTEM . . . The District provides water, wastewater and drainage service. The District in 2020 provided water service to approximately 12,404 connections and wastewater service to approximately 7,378 connections.

The District's water production and distribution system, sanitary sewer collection and treatment and storm water systems have been designed in accordance with the criteria of various regulatory agencies including Travis County, the City of Austin and the TCEQ. The construction and installation of the facilities must be made in accordance with the standards and specifications of such entities and are subject to inspection by each such entity.

The District obtains water from Lake Travis pursuant to a contract with the Lower Colorado River Authority which has been renewed for 50 years to 2051. The contract authorizes withdrawal of up to 8,800 acre-feet per year, or an average of 7.85 million gallons per day. The raw water contract is sufficient to serve 19,640 LUEs.

The District's existing water treatment facilities are sufficient to serve approximately 20,370 LUEs (i.e. treat approximately 22.0 million gallons per day of water) and the District currently is serving between 18,000 and 19,000 LUEs. The remaining capacity in the water supply facilities are available to all potential customers within the District, including those within the Flintrock Ranch Estates Defined Area (which is still under development), on a first come first served basis. See "THE FLINTROCK RANCH ESTATES DEFINED AREA SYSTEM."

Wastewater treatment for customers in the District is provided by 4 wastewater treatment plants (WWTP), with a total treatment capacity of 2.63 MGD. The southern portion of the District is served by the South District Wastewater System, which includes a 1.0 MGD WWTP and 0.5 MGD of effluent storage and effluent disposal. According to the Engineer, the District's wastewater treatment/disposal capacity is sufficient to serve approximately 8,772 LUEs as compared with 8,572 LUEs currently being served. Proceeds of the Bonds will be used to expand the effluent storage and disposal capacity of the South District Wastewater System to provide storage capacity for 1.0 MGD and disposal capacity for 0.65 MGD.

As growth occurs in and around the District, and upon the request of landowners and voters within the District, the District may designate additional defined areas to provide water, wastewater and drainage to growth areas.

STEINER RANCH DEFINED AREA . . . On December 8, 1958, the District created the Steiner Ranch Defined Area, a master planned community known as Steiner Ranch. At creation, the District encompassed approximately 4,500 acres of land. Subsequent annexations, including the annexation of the Steiner Ranch Defined Area in 1987, have increased the size of the District to approximately 15,000 acres. Approximately 9,399 acres within the District, including all of the Steiner Ranch Defined Area, lie wholly within the extraterritorial jurisdiction of the City of Austin, Texas. A portion of the area within the District and within the Steiner Ranch Defined Area has been annexed by the City of Austin for limited purposes. The voters within the District and the Steiner Ranch Defined Area have authorized the issuance of \$118,500,000 of Unlimited Tax Bonds for new money water and wastewater purposes to serve the Steiner Ranch Defined Area pursuant to elections conducted within the District and within the Steiner Ranch Defined Area. All such voted authorization has been issued.

COMANCHE TRAIL DEFINED AREA . . . On July 22, 1993, the District created the Comanche Trail Defined Area encompassing approximately 645 acres. The District has issued a single issue \$1,090,000 Travis County Water Control and Improvement District No. 17 Comanche Trail Defined Area Unlimited Tax Bond, Series 1995 to provide water service to the Comanche Trail Defined Area within the District. The Comanche Trail Defined Area has no remaining voted bond authority but could elect to vote additional authority at some future date. As of June 1, 2021, all Comanche Trail Defined Area bonds have been retired.

SERENE HILLS DEFINED AREA . . . In January of 2008, the District created the Serene Hills Defined Area encompassing approximately 457 acres. The defined area is north of Highway 71, approximately 3.5 miles west of the intersection of Highway 71 and RM 620. \$55,000,000 in bonds were authorized for this defined area by the voters in a May 2008 election, of which \$25,075,000 has been issued to date.

SERVICE TO AREA OUTSIDE THE DISTRICT . . . In December of 1997, the District purchased the Apache Shores Utility Company and took over the certificate of convenience and necessity to provide service to the 570 existing customers in the Apache Shores subdivision which is located outside the boundaries of the District. The Apache Shores ground water system was highly substandard, thus the water quality did not meet TCEQ requirements, and the quantity was insufficient to serve the number of customers. In April 1998, the District made the first connection of the District surface water system to Apache Shores and by September 1998, the system was fully connected. The initial Apache Shores improvements were funded by contract revenue bonds in the aggregate principal amount of \$2,100,000 issued by the District and purchased by the Texas Water Development Board, of which \$750,000 remained outstanding as of June 1, 2021. The Apache Shores system has now been brought up to TCEQ standards and has in excess of 1,100 accounts.

The Apache Shores Subdivision is operated as a separate certificated area and is not within the boundaries of the District.

The District owns and operates the River Ridge Water System located in Travis County, Texas adjacent to, but outside of, the District's boundaries and service area. Prior to the District's acquisition, the River Ridge Water System was a privately-owned system consisting of approximately 180 connections placed under receivership by the TCEQ. The District executed a purchase contract with the receiver transferring ownership of the system to the District upon approval by the TCEQ. The District filed a Sales, Transfer, and Merger Application requesting approval of transfer of the system to the District with the TCEQ which closed December 12, 2002, and the District now owns and operates this system. The District has issued revenue bonds in the aggregate principal amount of \$1,100,000 which were purchased by the Texas Water Development Board to make needed improvements to the River Ridge Water System. As of June 1, 2021, \$575,000 remained outstanding on this bond issue. These improvements were completed in November 2005.

INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE DISTRICT . . . Under Texas law, the District is authorized to make investments meeting the requirements of the PFIA, which currently include (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including the Federal Home Loan Banks; (2) direct obligations of the State or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State or the United States or their respective 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; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than "A" or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the Federal Deposit Insurance Corporation or its successor, or the National Credit Union Share Insurance Fund or its successor; (8) interest-bearing banking deposits other than those described by clause (7) if (A) the funds invested in the banking deposits are invested through: (i) a broker with a main office or branch office in this State that the District selects from a list the governing body or designated investment committee of the District adopts as required by Section 2256.025, Texas Government Code; or (ii) a depository institution with a main office or branch office in the State that the District selects; (B) the broker or depository institution selected as described by (A) above arranges for the deposit of the funds in the banking deposits in one or more federally insured depository institutions, regardless of where located, for the District's account; (C) the full amount of the principal and accrued interest of the banking deposits is insured by the United States or an instrumentality of the United States; and (D) the District appoints as the District's custodian of the banking deposits issued for the District's account: (i) the depository institution selected as described by (A) above; (ii) an entity described by Section 2257.041(d), Texas Government Code; or (iii) a clearing broker dealer registered with the Securities and Exchange Commission (the "SEC") and operating under SEC Rule 15c3-3; (9) (i) certificates of deposit or share certificates meeting the requirements of the Public Funds Investment Act (Chapter 2256, Texas Government Code) (the "PFIA") that are issued by an institution that has its main office or a branch office in the State and are guaranteed or insured by the FDIC or the NCUSIF, or their respective successors, or are secured as to principal by obligations described in clauses (1) through (8) or in any other manner and provided for by law for District deposits, or (ii) certificates of deposits where (a) the funds are invested by the District through (A) a broker that has its main office or a branch office in the State and is selected from a list adopted by the District as required by law, or (B) a depository institution that has its main office or branch office in the State that is selected by the District, (b) the broker or the depository institution selected by the District arranges for the deposit of the funds in certificates of deposit in one or more federally insured depository institutions, wherever located, for the account of the District, (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States, and (d) the District appoints the depository institution selected under (a) above, a custodian as described by Section 2257.041(d) of the Texas Government Code, or a clearing broker-dealer registered with the SEC and operating pursuant to SEC Rule 15c3-3 (17 C.F.R. Section 240.15c3-3) as custodian for the District with respect to the certificates of deposit; (10) fully collateralized repurchase agreements that have a defined termination date, are secured by a combination of cash and obligations described in clause (1) above, clause (12) below, require the securities being purchased by the District or cash held by the District to be pledged to the District, held in the District's name, and deposited at the time the investment is made with the District or with a third party selected and approved by the District, and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State; (11) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least "A-1" or "P-1" or the equivalent by at least one nationally recognized credit rating agency; (12) commercial paper with a stated maturity of 365 days or less that is rated at least "A-1" or "P-1" or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (13) no-load money market mutual funds registered with and regulated by the United States SEC that provide the District with a prospectus and other information required by the Securities Exchange Act of 1934 or the Investment Company Act of 1940 and that comply with federal SEC Rule 2a-7 (17 C.F.R. Section 270.2a-7), promulgated under the Investment Company Act of 1940 (15 U.S.C. Section 80a-1 et seq.); and (14) no-load mutual funds registered with the SEC that have an average weighted maturity of less than two years, and either (a) a duration of one year or more and invest exclusively in obligations described in under this heading, or (b) a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities, other than the prohibited obligations described below, in

an amount at least equal to the amount of bond proceeds invested under such contract and are pledged to the District and deposited with the District or a third party selected and approved by the District.

A political subdivision such as the District may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (8) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than “A” or its equivalent or (c) cash invested in obligations described in clauses (1) through (8) above, clauses (12) through (14) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the District, held in the District’s name and deposited at the time the investment is made with the District or a third party designated by the District; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State of Texas; and (iv) the agreement to lend securities has a term of one year or less.

The District may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than “AAA” or “AAA_m” or an equivalent by at least one nationally recognized rating service. The District may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the District retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the District must do so by order, ordinance, or resolution.

The District is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

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

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

Under Texas law, the District is additionally required to: (1) annually review its adopted policies and strategies, (2) require any investment officers with personal business relationships or family relationships with firms seeking to sell securities to the District to disclose the relationship and file a statement with the Texas Ethics Commission and the District, (3) require the registered principal of firms seeking to sell securities to the District to: (a) receive and review the District’s investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude imprudent investment activities, and (c) deliver a written statement attesting to these requirements; (4) in conjunction with its annual financial audit, perform a compliance audit of the management controls on investments and adherence to the District’s investment policy, (5) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse repurchase agreement, (6) restrict the investment in non-money market mutual funds in the aggregate to no more than 15% of the District’s monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service and (7) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements.

ADDITIONAL PROVISIONS . . . Under Texas law, the District is additionally required to: (1) annually review its adopted policies and strategies; (2) adopt by written instrument a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution; (3) require any investment officers with personal business relationships or relatives with firms

seeking to sell securities to the District to disclose the relationship and file a statement with the Texas Ethics Commission and the Board of Directors; (4) require the qualified representative of firms offering to engage in an investment transaction with the District to: (a) receive and review the District’s investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the District and the business organization that are not authorized by the District’s investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the entity’s entire portfolio, requires an interpretation of subjective investment standards or relates to investment transactions of the entity that are not made through accounts or other contractual arrangements over which the business organization has accepted discretionary investment authority), and (c) deliver a written statement in a form acceptable to the District and the business organization attesting to these requirements; (5) in conjunction with its annual financial audit, perform a compliance audit of the management controls on investments and adherence to the District’s investment policy; (6) provide specific investment training for the Treasurer, chief financial officer and investment officers; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the District’s monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements; and (10) at least annually review, revise and adopt a list of qualified brokers that are authorized to engage in investment transactions with the District.

CURRENT INVESTMENTS . . . The District’s investment goal is to minimize credit and market risks while maintaining a competitive yield on its portfolio. Funds of the District are invested either in short term U.S. Treasuries or 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. The District does not currently own, nor does it anticipate the inclusion of, long term securities or derivative products in the District portfolio. As of February 28, 2021 the District’s funds were invested in the following:

Account	Amount	Percent
Compass Bank	\$ 3,839,132	7.33%
TexSTAR	38,394,679	73.29%
NexBank	10,154,091	19.38%
	\$ 52,387,902	100.00%

THE DEVELOPERS

GENERAL . . . In general, the activities of a developer in a utility district, such as the District, include purchasing the land within the utility district; coordinating the design of the subdivision; coordinating the design of the utilities and streets to be constructed in the subdivision; coordinating the design of any community facilities to be built; defining a marketing program and building schedule; securing necessary governmental approvals and permits for development; arranging for the construction of the improvements within the subdivisions, including water, wastewater, and drainage facilities pursuant to the rules of the TCEQ, as well as gas, telephone, cable television, and electric service; and selling improved lots and commercial reserves to homebuilders, other developers, or other third parties. In most instances, the developer will be required to pay up to 30% of the cost of constructing certain of the water, wastewater, and drainage facilities in a utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities will have a profound effect on the security of the bonds issued by the District. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer’s right to sell any or all of the land which it owns within a district. In addition, a developer is ordinarily the major taxpayer within the district during the development phase of the property.

DESCRIPTION OF THE DEVELOPERS . . . Land in the Flintrock Ranch Estates Defined Area was developed as the master planned community known as Flintrock Falls primarily by HPK Ventures Limited (“HPK”), a Texas Limited Partnership, and Five Star Development, Inc. (“Five Star” and collectively with HPK, the “Developers”), a Texas Corporation. The project is fully developed and no additional development activity is expected. There are no amounts owing from the Flintrock Ranch Estates Defined Area to HPK or Five Star.

STATUS OF ALL DEVELOPMENT LOANS

All Flintrock Ranch Defined Area development loans have been paid in full.

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FLINTROCK RANCH ESTATES DEFINED AREA DEBT SERVICE REQUIREMENTS

Fiscal Year Ending 9/30	Existing FREDA Debt ^(a)			The Bonds ^(b)			Total FREDA Debt Service Requirements
	Principal	Interest	Total	Principal	Interest	Total	
	2022	\$ 845,000	\$ 445,606	\$ 1,290,606	\$ -	\$ 23,354	
2023	890,000	420,531	1,310,531	-	34,038	34,038	1,344,569
2024	920,000	396,931	1,316,931	-	34,038	34,038	1,350,969
2025	850,000	376,687	1,226,687	55,000	34,038	89,038	1,315,725
2026	880,000	355,394	1,235,394	55,000	32,938	87,938	1,323,331
2027	910,000	332,406	1,242,406	60,000	31,838	91,838	1,334,244
2028	945,000	307,556	1,252,556	60,000	30,638	90,638	1,343,194
2029	975,000	279,600	1,254,600	60,000	29,438	89,438	1,344,037
2030	1,020,000	249,325	1,269,325	65,000	28,238	93,238	1,362,562
2031	1,070,000	217,503	1,287,503	65,000	26,938	91,938	1,379,441
2032	1,110,000	183,025	1,293,025	65,000	25,638	90,638	1,383,663
2033	980,000	148,963	1,128,963	70,000	24,338	94,338	1,223,300
2034	1,025,000	115,100	1,140,100	70,000	22,938	92,938	1,233,038
2035	650,000	85,788	735,788	75,000	21,538	96,538	832,325
2036	670,000	62,688	732,688	75,000	20,038	95,038	827,725
2037	700,000	38,713	738,713	80,000	18,538	98,538	837,250
2038	730,000	13,231	743,231	80,000	16,938	96,938	840,169
2039	-	-	-	80,000	15,338	95,338	95,338
2040	-	-	-	85,000	13,738	98,738	98,738
2041	-	-	-	85,000	12,038	97,038	97,038
2042	-	-	-	90,000	10,338	100,338	100,338
2043	-	-	-	95,000	8,538	103,538	103,538
2044	-	-	-	95,000	6,638	101,638	101,638
2045	-	-	-	100,000	4,500	104,500	104,500
2046	-	-	-	100,000	2,250	102,250	102,250
	\$ 15,170,000	\$ 4,029,047	\$ 19,199,047	\$ 1,665,000	\$ 528,829	\$ 2,193,829	\$ 21,392,875

(a) The outstanding debt for the 2021 fiscal year has already been paid.

(b) Interest calculated at the rates shown on the inside cover page hereof.

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TAX RATE CALCULATIONS . . . The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of Assessed Valuation which would be required to meet the debt service requirements on the Bonds and the Outstanding Flintrock Ranch Estates Defined Area Bonds if no growth in the District's tax base within the Flintrock Ranch Estates Defined Area occurs beyond the 2020 Certified Assessed Valuation. The calculations assume collection of 98% of taxes levied.

Average Annual Debt Service Requirements (2022-2046)	\$	855,715 ^(a)
Tax Rate of \$0.2304 on the 2020 Certified Assessed Valuation produces (98% collections).....	\$	855,762
Maximum Annual Debt Service Requirements (2032)	\$	1,383,663 ^(a)
Tax Rate of \$0.3726 on the 2020 Certified Assessed Valuation produces (98% collections).....	\$	1,383,928

(a) Includes the Bonds.

The District has adopted a debt service tax in 2020 for the Flintrock Ranch Estates Defined Area of \$0.3422 per \$100 of Assessed Valuation. As the above table indicates, the 2020 tax rate will not be sufficient to pay debt service on the Bonds and the Outstanding Flintrock Ranch Estates Defined Area Bonds with no increase beyond the 2020 Certified Assessed Valuation.

ESTIMATED OVERLAPPING DEBT . . . Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas, or other available information. Except for the amount relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person is entitled to rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the dates stated in this table, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot presently be determined. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for operation, maintenance and/or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes.

<u>Taxing Jurisdiction</u>	<u>Outstanding Bonds</u>	<u>As of</u>	<u>Percent</u>	<u>Overlapping Amount</u>
Travis County	\$ 997,735,000	4/30/21	0.14%	\$ 1,396,829
Austin CCD	386,255,000	4/30/21	0.15%	579,383
Lake Travis ISD	350,735,000	4/30/21	2.25%	7,891,538
Travis County ESD #6	2,075,000	4/30/21	2.09%	43,368
Travis County Healthcare District	6,105,000	4/30/21	0.14%	8,547
City of Lakeway	29,075,000	4/30/21	6.87%	1,997,453
Flintrock Ranch Estates Defined Area ^(b)	16,835,000	4/30/21	100.00%	16,835,000

Total Direct and Estimated Overlapping Debt	\$	28,752,118
Less: Flintrock Ranch Estates Defined Area Interest and Sinking Fund Balance as of June 1, 2021		<u>(\$1,022,080)</u>
Net Direct and Estimated Overlapping Debt.....	\$	27,730,038

Net Direct and Estimated Overlapping Debt as a Percentage of:

 2020 Certified Taxable Assessed Value of \$379,004,738..... 7.32%

(a) Secured solely by ad valorem taxes levied on taxable property located in the Flintrock Ranch Estates Defined Area; includes the Bonds.

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

Set forth below is an estimation of all taxes per \$100 of assessed valuation levied by such jurisdictions. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. All the land located within the Flintrock Ranch Estates Defined Area lies within the District. The following chart includes the 2020, 2019 and 2018 taxes per \$100 of assessed valuation levied by all such taxing jurisdictions.

<u>TAXING JURISDICTION</u>	2020	2019	2018
	<u>Tax Rates</u>	<u>Tax Rates</u>	<u>Tax Rates</u>
The District ^(a)	\$ 0.4021	\$ 0.4021	\$ 0.4319
Travis County	0.3744	0.3693	0.3542
City of Lakeway	0.1645	0.1645	0.1645
Lake Travis Independent School District	1.3239	1.3375	1.4075
Austin Community College District	0.1058	0.1049	0.1048
Travis County Healthcare District	0.1103	0.1056	0.1052
Emergency Services District #6	<u>0.1000</u>	<u>0.1000</u>	<u>0.1000</u>
Estimated Tax Bill	\$ 2.5810	\$ 2.5839	\$ 2.6681

(a) Total tax rate levied by the District on property located in the Flintrock Ranch Estates Defined Area.

TAX DATA

GENERAL . . . All taxable property within the Flintrock Ranch Estates Defined Area is subject to the assessment, levy and collection by the District of a continuing, direct annual ad valorem tax levied, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds. The District has in its Order covenanted to assess and levy, for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds.

DISTRICT TAXES . . . *Flintrock Ranch Estates Defined Area 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 on all property in the Flintrock Ranch Estates Defined Area adequate to provide funds to pay the principal of and interest on the Bonds. For 2020, the District had no debt service tax levy within Flintrock Ranch Estates Defined Area for district wide ad valorem tax bonds, the tax levy for Flintrock Ranch Estates Defined Area included only the \$0.3422 levied on Flintrock Ranch Estates Defined Area residents for outstanding Flintrock Ranch Estates Defined Area ad valorem tax bonds.

Maintenance Tax: On September 14, 2002, the voters within the District approved the levy of a District wide maintenance tax in an amount not to exceed \$0.0600 per \$100 valuation. For 2020, the District levied a District wide \$0.0599 maintenance tax. There is no separate maintenance tax levied only in the Flintrock Ranch Estates Defined Area.

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PRINCIPAL TAXPAYERS . . . The following table represents the principal taxpayers within the Flintrock Ranch Estates Defined Area, the type of property, the taxable assessed value of such property, and such property’s assessed value as a percentage of the District’s 2020 Certified Taxable Assessed Valuation of \$379,004,738. See “THE DEVELOPERS” for more information on certain of the principal taxpayers.

Name of Taxpayer	2020 Taxable Assessed Valuation	% of Total Taxable Assessed Valuation
Hills II of Lakeway Inc. ^(a)	\$ 3,614,709	0.95%
Johnson Trust Investments LLC	2,835,000	0.75%
Castlerock Communities LP	2,725,318	0.72%
Thomas, Lee R. III	2,168,280	0.57%
Bancroft, Paul	1,552,700	0.41%
Wells, J. Kent & Gail	1,504,030	0.40%
Boucvault Investments LLC	1,471,172	0.39%
Sipos, Lawrence J.	1,460,000	0.39%
Elder, Scott W.	1,450,000	0.38%
Mosiman, Monte & Nicole	1,448,119	0.38%
	\$ 20,229,328	5.34%

(a) Owner of the 18-hole championship golf course.

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TAXING PROCEDURES

AUTHORITY TO LEVY TAXES . . . The District is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the Flintrock Ranch Estates Defined Area within the District in an amount sufficient to pay the principal of and interest on the Bonds, the Outstanding Flintrock Ranch Estates Defined Area Bonds and any additional bonds payable from taxes which the District may hereafter issue (see “THE BONDS – Issuance of Additional Debt”) and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Order to levy such a tax from year-to-year as described more fully herein under “THE BONDS – Source of Payment.” Under Texas law, and if approved by the voters of the District, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District and its water and wastewater system and for the payment of certain contractual obligations (see “TAX DATA – Maintenance Tax”).

PROPERTY TAX CODE AND COUNTY-WIDE APPRAISAL DISTRICT . . . The Texas Property Tax Code (the “Property Tax Code”) establishes an appraisal district and an appraisal review board in each county of Texas. The appraisal district is governed by a board of directors which is elected by the governing bodies of cities, towns, and school districts that participate in the appraisal district and of the county and, if entitled to vote, conservation and reclamation districts such as the District. The Board of Directors of the appraisal district selects a chief appraiser to manage the appraisal offices of the appraisal district. All taxing units within Travis County, including the District, are included in the Appraisal District. The Appraisal District is responsible for appraising property within the District, subject to review by the Travis Central Appraisal Review Board. The appraisal roll as approved by the Travis Central Appraisal Review Board must be used by the District in establishing its tax roll and tax rate.

PROPERTY SUBJECT TO TAXATION BY THE DISTRICT . . . General. Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes, and certain categories of intangible personal property with a tax situs in the District is subject to taxation by the District; however, no effort is expected to be made by the Appraisal District to include on the tax roll tangible or intangible personal property not devoted to commercial or industrial use. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain non-profit cemeteries; farm products owned by the producer; and certain property owned by qualified charitable, religious, veterans, youth, or fraternal organizations. Goods, wares, ores and merchandise (other than oil, gas, or petroleum products) that are acquired in or imported into Texas and forwarded out of Texas within 175 days thereafter are also exempt. Property owned by a disabled veteran or by the spouse or certain children of a deceased disabled veteran or a veteran who died while on active duty is partially exempt to between \$5,000 and \$12,000 of assessed value depending upon the disability rating of the veteran. Veterans who receive from a rating of 100% disabled (and their surviving spouses so long as they remain unmarried) are entitled to an exemption from taxation of the total appraised value of the veteran’s residential homestead. Also exempt, if approved by the Board or through a process of petition and referendum by the District’s voters, are residential homesteads of certain persons who are disabled or at least 65 years old, not less than \$3,000 of appraised value or more. The District has granted an exemption of \$10,300 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’s tax assessor/collector is authorized by statute to disregard such exemptions for the elderly and disabled if granting the exemptions would impair the District’s obligation to pay tax supported debt incurred prior to adoption of the exemptions by the District.

The surviving spouse of a deceased veteran who qualified for such an exemption when the disabled veteran died, or the surviving spouse of a disabled veteran who would have qualified for such exemption if such exemption had been in effect on the date the disabled veteran died, is entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries. A partially disabled veteran or the surviving spouse of a partially disabled veteran, if such spouse has not remarried since the death of the disabled veteran and the property was the residence homestead of the surviving spouse when the disabled veteran died and remains the residence homestead of the surviving spouse, is entitled to an exemption equal to the percentage of the veteran’s disability, if the residence was donated to the disabled veteran by a charitable organization at no cost to the disabled veteran, or at some cost to the disabled veteran in the form of a cash payment, a mortgage, or both in an aggregate amount that is not more than 50% of the good faith estimate of the market value of the residence homestead made by the charitable organization as of the date the donation is made. Such exemption is transferable to a different property of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

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

The governing body of a taxing unit may exempt from taxation part or all of the assessed value of a structure or archeological site and the land necessary for access to and use of the structure or site, if the structure or site is designated as a recorded Texas Historic

Landmark or a state archeological landmark by the Texas Historical Commission or is designated as a historically or archeologically significant site in need of tax relief to encourage its preservation by the governing body of the taxing unit.

The Property Tax Code provides that a Community Housing Development Organization (a "CHDO") is entitled to an exemption from taxation of improved or unimproved real property under certain circumstances. A CHDO which applies for an exemption on or after January 1, 2004, is entitled to exemption from taxation of 50 percent of the appraised value of improved or unimproved real property it owns if it has for at least the preceding three years, (i) been exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (ii) met certain requirements for a charitable organization as delineated in the Property Tax Code, and (iii) had as one of its purposes to provide low-income housing. In addition, for property to be exempt, the CHDO must own the property for the purpose of constructing or rehabilitating a housing project and renting or selling the property to individuals or families who are below a specified income level, to be adjusted annually by cost of living.

Residential Homestead. The Board may exempt up to 20% of the market value of residential homesteads from ad valorem taxation if the exemption is adopted by the Board before July 1. Such exemption would be in addition to any other applicable exemptions provided by law. However, if ad valorem taxes have previously been pledged for the payment of debt, then the Board may continue to levy and collect taxes against the exempted value of the homesteads until the debt is discharged if the cessation of the levy would impair the obligation of the contract by which the debt was created. The District has adopted a residential homestead exemption of 10% of the assessed value or \$5,000, whichever is greater.

Tax Abatement. The City of Austin, City of Bee Cave, City of Lakeway and Travis County may designate all or part of the area within the District as a reinvestment zone, and Travis County, Lake Travis Independent School District, the Lake Travis Independent School District, the District, and the Cities of Austin, Lakeway and Bee Cave, respectively, may thereafter enter into tax abatement agreements with owners of real property within such zone. The tax abatement agreements may exempt from ad valorem taxation by the applicable taxing jurisdiction for a period of up to ten 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. To date, the District has not executed any abatement agreements.

VALUATION OR PROPERTY FOR TAXATION . . . Generally, all taxable property in the District (other than any qualifying agricultural or timberland) must be appraised by the Appraisal District at 100% market value as of January 1 of each year, subject to review and approval by the Appraisal Review Board. However, houses held for sale by a developer or builder which remain unoccupied, are not leased or rented, and produce no income are required to be assessed at the price for which they would sell as a unit to a purchaser who would continue the owner's business. Valuation of houses at inventory level in future years could reduce the assessed value of developer and builder house inventory within the District. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values at least once every three years.

The Property Tax Code permits land designated for agricultural use or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. Provisions of the Property Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use designation must apply for the designation, and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including three years for agricultural use and five years for agricultural land and timberland, prior to the loss of the designation.

The chief appraiser must give written notice before the Appraisal Review Board meeting to an affected owner if a reappraisal has resulted in a recommended increase in value, if the appraiser will recommend an increase in value over the value rendered by the owner, or if property not previously included on the appraisal roll has been appraised. The Appraisal Review Board has the ultimate responsibility for determining the value of all taxable property within the District; however, any owner who has timely filed notice to the Appraisal Review Board may appeal the final determination by the Appraisal Review Board of the owner's protest by filing suit in Texas district court. Prior to such appeal, however, the owner must substantially comply with the requirements that it pay the tax due on the amount of value of the property involved that is not in dispute or the amount of tax paid in the prior year, whichever is greater, but not to exceed the amount of tax due under the order from which the appeal is taken. In the event of such suit, the value of the property is determined by the court, or a jury if requested by any party. Additionally, the District is entitled to challenge certain matters before the Appraisal Review Board, including the level of appraisal of a certain category of property, the exclusion of property from the appraisal records, or the grant in whole or in part of a partial exemption. The District may not, however, protest a valuation of individual property.

LEVY OF TAXES . . . By September 1 of each year, or as soon thereafter as possible, the rate of taxation is set by the Board based upon the valuation of property within the District as of the preceding January 1 and the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Unless the Board, or the qualified voters of the District or of Travis County at an election held for such purpose, determines to transfer the collection of taxes to the Appraisal District or another taxing unit, the District is responsible for the levy and collection of its taxes.

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

COLLECTION OF TAXES . . . Taxes are due on receipt of the tax bill and become delinquent after January 31 of the following year. However, a person over 65 is entitled by law to pay current taxes on his residential homestead in installments or to defer taxes without penalty during the time he owns and occupies the property as his residential homestead. The date of the delinquency may be postponed if the tax bills are mailed after January 10 of any year. The Board may legally approve a 3% discount for taxes paid in October, 2% for November and 1% for December. Delinquent taxes are subject to a 6% penalty for the first month of delinquency, 1% for each month thereafter to July 1, and 12% total if any taxes are unpaid on July 1. Delinquent taxes also accrue interest at the rate of 1% per month during the period they remain outstanding. In addition, where a district engages an attorney for collection of delinquent taxes, the Board may impose a further penalty not to exceed twenty percent 20% on all taxes unpaid on July 1.

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each state and local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units (see "FLINTROCK RANCH ESTATES DEFINED AREA DEBT SERVICE REQUIREMENTS – Estimated Overlapping Debt" and "– Estimated Overlapping Taxes"). A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law.

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights (a taxpayer may redeem property within six months of foreclosure unless the property is his residence homestead or designated for agricultural use, in which case the taxpayer may redeem the property within two years) or by bankruptcy proceedings which restrict the collection of taxpayer debts. Federal bankruptcy law provides that an automatic stay of actions by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court. See "INVESTMENT CONSIDERATIONS – Tax Collection Limitations and Foreclosure Remedies."

Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

ROLLBACK OF OPERATION AND MAINTENANCE TAX RATE . . . Chapter 49 of the Texas Water Code, as amended, classifies districts differently based on the current operation and maintenance tax rate or on the percentage of build-out that the district has completed. Districts that have adopted an operation and maintenance tax rate for the current tax year that is 2.5 cents or less per \$100 of taxable value are classified as "Low Tax Rate Districts." Districts that have financed, completed, and issued bonds to pay for all improvements and facilities necessary to serve at least 95% of the projected build-out of the district are classified as "Developed Districts." Districts that do not meet either of the classifications previously discussed are classified as "Developing Districts" (or "Other Districts"). The impact each classification has on the ability of a district to increase its total tax rate is described for each classification below. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

Special Taxing Units

Special Taxing Units that adopt a total tax rate in excess of 1.08 times the amount of the total tax rate imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are required to hold a rollback 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 the Special Taxing Unit is the current tax 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 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 in excess of 1.035 times the amount of the total tax rate imposed by the district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions and any unused increments authorized by the Tax Code for the preceding tax year, are required to hold a rollback 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 the Developed District is the current year's debt service and contract tax rates plus 1.035 times the previous year's operation and maintenance tax rate. If a district qualifies as both a Low Tax Rate District and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Low Tax Rate Districts. 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 or Other Districts

The qualified voters of these districts, upon the district's adoption of a total tax rate that would impose more than 1.08 times the amount of the total tax rate imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are authorized to petition for an election to reduce the operation and maintenance tax rate. If a rollback election is called and passes, the total tax rate for Developing Districts 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 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 year at the time a district sets its tax rate. For the 2020 tax year, the Board of Directors has designated Flintrock Ranch Estates Defined Area a Developed District. 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 rate that will reclassify the District into a new classification and new rollback election calculation.

INVESTMENT CONSIDERATIONS

GENERAL . . . The Bonds are special limited obligations solely of the District and are not obligations of the Cities of Austin, Lakeway and Bee Cave, Texas, Travis County, Texas, the State of Texas, 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 solely on taxable property within the Flintrock Ranch Estates Defined Area 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 Flintrock Ranch Estates Defined Area and the taxes levied by the District and other taxing authorities upon the property within the Flintrock Ranch Estates Defined Area. See "THE BONDS – Source 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 Flintrock Ranch Estates Defined Area will occur or that property in the Flintrock Ranch Estates Defined Area will maintain taxable values sufficient to justify continued payment of taxes by property owners or that there will be a market for the property. See "Registered Owners' Remedies" below.

INFECTIOUS DISEASE OUTBREAK (COVID-19) . . . In March 2020, the World Health Organization and the President of the United States separately declared the outbreak of a respiratory disease caused by a novel coronavirus ("COVID-19") to be a public health emergency. On March 13, 2020, the Governor of Texas (the "Governor") declared a state of disaster for all counties in the State of Texas (the "State") because of the effects of COVID-19. Subsequently, in response to a rise in COVID-19 infections in the State and pursuant to the Chapter 418 of the Texas Government Code, the Governor issued a number of executive orders intended to help limit the spread of COVID-19 and mitigate injury and the loss of life, including limitations imposed on business operations, social gatherings, and other activities.

Over the ensuing year, COVID-19 negatively affected commerce, travel and businesses locally and globally, and negatively affected economic growth worldwide and within the State. Following the widespread release and distribution of various COVID-19 vaccines in 2021 and a decrease in active COVID-19 cases generally in the United States, state governments (including Texas) have started to lift business and social limitations associated with COVID-19. Beginning in March 2021, the Governor issued various executive orders, which, among other things, rescinded and superseded prior executive orders and provide that there are currently no COVID-19 related operating limits for any business or other establishment except in counties with an "area with high hospitalizations" where a county judge may impose COVID-19 related mitigation strategies. Travis County is not currently an "area with high hospitalizations." The Governor retains the right to impose additional restrictions on activities if needed to mitigate the effects of COVID-19. Additional information regarding executive orders issued by the Governor is accessible on the website

of the Governor at <https://gov.texas.gov/>. Neither the information on, nor accessed through, such website of the Governor is incorporated by reference into this Official Statement.

With the decrease in the number of active COVID-19 cases and the easing or removal of associated governmental restrictions, economic activity has increased. However, there are no assurances that such increased economic activity will continue or continue at the same rate, especially if there are future outbreaks of COVID-19. The District has not experienced any decrease in property values, unusual tax delinquencies, or interruptions to service as a result of COVID-19; however the District cannot predict the long-term economic effect of COVID-19 or a similar virus should there be a reversal of economic activity and re-imposition of restrictions.

FACTORS AFFECTING TAXABLE VALUES AND TAX PAYMENTS . . . A substantial percentage of the taxable value of the Flintrock Ranch Estates Defined Area results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of single family residences. Demand for lots and residential dwellings 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 Flintrock Ranch Estates Defined Area or could adversely impact existing values. 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 and homebuilders are able to obtain financing for development and construction costs. Lenders have been selective in recent years in making real estate loans in the Austin area because of the negative impact to their real estate portfolios. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the Flintrock Ranch Estates Defined Area. Because of the numerous and changing factors affecting the availability of funds, the Flintrock Ranch Estates Defined Area is unable to assess the future availability of such funds for continued development and construction within the Flintrock Ranch Estates Defined Area. In addition, although located approximately 20 miles northeast from the central downtown business district of Austin, the success of development within the Flintrock Ranch Estates Defined Area and growth of Flintrock Ranch Estates Defined Area taxable property values are, to a great extent, a function of the Austin, Texas, metropolitan and regional economics.

Competition. The demand for and construction of single-family homes in the Flintrock Ranch Estates Defined Area, which is 20 miles from downtown Austin, Texas, could be affected by competition from other residential developments including other residential developments located in other utility districts in the vicinity of the District, many of which have a more mature development status. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in more established neighborhoods closer to downtown Austin that are for sale. Such homes could represent additional competition for new homes proposed to be sold within the Flintrock Ranch Estates Defined Area.

The Flintrock Ranch Estates Defined Area is located within 10 miles of 3 other large developments: Lakeway, Twin Creeks and Deer Creek. Lakeway is a 2,550 acre multi-use project located on Highway 620, 4 miles to the west of Flintrock Ranch. Lakeway includes over 30 single-family residential subdivisions in which a total of over 3,500 single-family homes have been built along with additional commercial and retail space. Twin Creeks is a 760-acre project located about 3 miles south of Serene Hills off Ranch Road 620. Twin Creeks is a 760-acre development with approximately 1,000 lots, over 600 of which contain occupied homes. The third primary competitor with Serene Hills is Deer Creek, a 214-acre subdivision with approximately 622 lots, which is almost completely built out. All of these projects will compete directly with Serene Hills for homebuilders and home purchasers.

The competitive position of a builder in the construction of single-family residential houses within the Flintrock Ranch Estates Defined Area is affected by most of the factors discussed in this section. Such a competitive position is directly related to the growth and maintenance of taxable values in the Flintrock Ranch Estates Defined Area and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the Flintrock Ranch Estates Defined Area by any builder will be implemented or, if implemented, will be successful.

Landowners Under No Obligation to the District. There are no commitments or obligations from any landowner to proceed at any particular rate or according to any specified plan with the construction of homes in the Flintrock Ranch Estates Defined Area, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed lots and tracts and failure of landowners to develop their land would restrict the rate of growth of taxable value in the Flintrock Ranch Estates Defined Area. The District is also dependent upon its principal taxpayers for the timely payment of ad valorem taxes, and the District cannot predict what the future financial condition of any taxpayer will be or what effect, if any, such conditions may have on their ability to pay taxes. See "TAX DATA – Principal Taxpayers." Failure to construct taxable improvements on developed lots and tracts would restrict the rate of growth of taxable value in the Flintrock Ranch Estates Defined Area. See "THE FLINTROCK RANCH ESTATES DEFINED AREA – History and Status of Development" and "THE DEVELOPER."

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.

Regulatory Constraints. To the extent the remainder of acreage located within the Flintrock Ranch Estates Defined Area does not develop due to economic or other factors, including, without limitation, implementation by any governmental land use, water

quality and other regulatory restrictions, such lack of development may have an adverse impact on the assessed valuation and tax rate within the Flintrock Ranch Estates Defined Area.

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 local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial foreclosure. The District’s ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming and expensive collection procedures, (b) a bankruptcy court’s stay of tax collection procedures against a taxpayer, or (c) market conditions affecting the marketability of taxable property within the Flintrock Ranch Estates Defined Area and limiting the proceeds from a foreclosure sale of such property. Moreover, the proceeds of any sale of property within the Flintrock Ranch Estates Defined Area available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see “FLINTROCK RANCH ESTATES DEFINED AREA DEBT SERVICE REQUIREMENTS – Estimated Overlapping Taxes”), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers’ right to redeem property within six months after the purchaser’s deed issued at the foreclosure sale is filed in the County records with the exception of residential homesteads and property designated for agricultural use for which the right of redemption is two years). Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the Flintrock Ranch Estates Defined Area pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. See “Bankruptcy Limitation to Registered Owners’ Rights” below. 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.

OVERLAPPING AND COMBINED TAX RATES . . . The combined tax rate projections for the Flintrock Ranch Estates Defined Area reflects a projected combined tax rate of the Flintrock Ranch Estates Defined Area and the tax levied by the District. However, the tax rate that may be required to service debt on any bonds issued for the benefit of the Flintrock Ranch Estates Defined Area is subject to numerous uncertainties such as the growth of taxable values within the boundaries of the Flintrock Ranch Estates Defined Area, the amount of direct unlimited tax bonds issues for the benefit of Flintrock Ranch Estates Defined Area and the District, regulatory approvals, construction costs and interest rates. There can be no assurance that combined tax rates imposed by overlapping jurisdictions on property situated in the Flintrock Ranch Estates Defined Area will be competitive with the tax rates of competing projects in the Austin metropolitan area. To the extent that such composite tax rates are not competitive with competing developments, the growth of property tax values in the Flintrock Ranch Estates Defined Area and the investment quality or security of the Bonds could be adversely affected. The combined 2020 tax levy of Flintrock Ranch Estates Defined Area and the District was \$0.4021 per \$100 of assessed valuation. The current TCEQ rules regarding the feasibility of a bond issue for a utility district in Travis County limit the projected combined total tax rate of entities levying a tax for water, wastewater and drainage to \$1.20. The projections for the Flintrock Ranch Estates Defined Area are consistent with the rules of the TCEQ. If the total combined tax rate of Flintrock Ranch Estates Defined Area should ever exceed \$1.20, the District could be prohibited under the TCEQ rules from selling additional bonds.

REGISTERED OWNERS’ REMEDIES . . . In the event of default in the payment of principal of or interest on the Bonds, the registered owners have the right to seek a writ of mandamus, requiring the District to levy adequate taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interest 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. The registered owners cannot themselves foreclose on property within the Flintrock Ranch Estates Defined Area or sell property within the Flintrock Ranch Estates Defined Area in order to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the registered owners may further 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. See “THE BONDS – Remedies in Event of Default.”

BANKRUPTCY LIMITATION TO REGISTERED OWNERS’ RIGHTS . . . The enforceability of the rights and remedies of Bondholders 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. Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of Bondholders’ remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic bondholders’ stay would remain in effect until the federal bankruptcy judge hearing the case dismissed the petition, entered an order granting relief from the stay or otherwise allowed creditors to proceed against the petitioning political subdivision. A political subdivision such as the District may qualify as a debtor eligible to proceed in a Chapter 9 case only if it (1) is specifically authorized to file for federal bankruptcy protection by applicable state 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, a water control and improvement district such as the District must obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code. The TCEQ is required to investigate the financial condition of a financially troubled district and authorize such district to

proceed under federal bankruptcy law only if such 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, a 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 Owners could potentially and adversely impair the value of the Registered Owners' claims.

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

MARKETABILITY . . . The District has no understanding with the Purchaser 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 for 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 more generally bought, sold or traded in the secondary market.

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

FUTURE DEBT . . . *District Debt . . .* See "THE BONDS – Issuance of Additional Debt."

The District has also reserved the right to issue certain other additional bonds, special project bonds, refunding bonds, and other obligations described in the Bond Order. If the District does issue future bonds or other debt obligations, such issuance could increase gross debt/property valuation ratios and might adversely affect the investment security of the Bonds.

FORWARD-LOOKING STATEMENTS . . . The statements contained in this Official Statement and in any other information provided by the District that are not purely historical are forward-looking statements, including statements regarding the District's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the District on the date hereof, and the District assumes no obligation to update any such forward-looking statements. The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates, possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions, and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

APPROVAL OF THE BONDS . . . The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas does not pass upon or guarantee the security of the Bonds as an investment, nor does he pass upon the adequacy or accuracy of the information contained in this Official Statement.

TAX EXEMPT PROPERTY-STRATEGIC HOUSING FINANCE CORPORATION OF TRAVIS COUNTY . . . Within the District there is the potential for property to be owned by the "Strategic Housing Finance Corporation of Travis County ("SHFC"), a public nonprofit housing finance corporation established in 2004 pursuant to Chapter 394 of the Texas Local Government Code (the "Texas Housing Finance Corporations Act"). SHFC operates a lease-to-purchase affordable housing program for low to moderate income families in Travis County that was initially financed with the proceeds of \$35 million in Lease Purchase Revenue Bonds issued by SHFC in 2004. Pursuant to the program as currently structured by SHFC, low to moderate income families in Travis County pay a fee to SHFC which purchases a home and leases it back to the family for a period of thirty nine (39) months. Under the Texas Housing Finance Corporations Act, all property owned by a nonprofit housing finance corporation, such as SHFC, is tax exempt, therefore during the thirty nine (39) month term of the lease, during which SHFC owns the home, that property is removed from the tax rolls of the District. If the tenant vacates the property or cannot afford to assume the mortgage at the end of the lease term, then the property may remain tax exempt indefinitely. Presently, there are no homes within the District that are owned by SHFC. Because the SHFC program is between itself and an individual resident, the District cannot make any projection regarding the future impact the SHFC program may have on its taxable appraised values. It is not known whether SHFC will seek additional funding for its program in the future or alter the terms and leasing arrangements at which it offers homes through its programs. Additionally,

taxable appraised values may also be adversely affected if similar lease-to-purchase affordable housing programs are instituted by other corporations created under the Texas Housing Finance Corporations Act.

FUTURE AND PROPOSED TAX 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.

STATE LEGISLATIVE ISSUES . . . The State Legislature, operating under the biennial system, convenes its regular session at noon on the second Tuesday in January of odd-numbered years. The maximum duration of a regular session is 140 days. The 87th regular legislative session convened on January 12, 2021 and concluded on May 31, 2021. Under the Texas Constitution, the Governor has the authority to call additional special sessions of the State Legislature at any time, each for a duration of no more than thirty days, to address only those subjects designated by the Governor. While in session, the State Legislature may consider bills which could have a direct impact on the District. The District makes no representations or predictions with respect to whether the Governor will exercise his authority under the Texas Constitution to call additional special sessions of the State Legislature or concerning the substance or effect of any legislation that may be proposed and ultimately passed while the State Legislature is in session.

DROUGHT CONDITIONS . . . Central Texas, like other areas of the State, has experienced drought conditions in recent years. The LCRA provides water to the District residents in amounts sufficient to service the residents of the District, however, as drought conditions emerge, water usage, District revenues and rates could be impacted.

STORM WATER . . . The National Weather Service recently completed a rainfall study known as Atlas 14. Floodplain boundaries within the District may be redrawn based on the Atlas 14 study based a higher statistical rainfall amount, resulting in interim floodplain regulations applying to a larger number of properties and consequently leaving less developable property within the District. Such regulations could additionally result in higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the floodplain. See “THE FLINTROCK RANCH ESTATES DEFINED AREA SYSTEM – Storm Drainage.”

TAX MATTERS

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

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

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

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

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the property financed or refinanced with proceeds of the Bonds. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the

taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

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

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

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

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

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. All owners of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

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

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

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

Interest on the Bonds will be includable as an adjustment for “adjusted current earnings” to calculate the alternative minimum tax imposed on corporations by section 55 of the Code. Section 55 of the Code imposes a tax equal to 2-percent for corporations, or 26 percent for non-corporate taxpayers (28 percent for taxable income exceeding \$175,000), of the taxpayer’s “alternative minimum taxable income,” if the amount of such alternative minimum tax is greater than the taxpayer’s regular income tax for the taxable year.

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

price plus accrued original issue discount). The “accrued market discount” is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

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

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

CONTINUING DISCLOSURE OF INFORMATION

The District has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, not in excess of 10 business days after the event’s occurrence, to the Municipal Securities Rulemaking Board (the “MSRB”), through its Electronic Municipal Markets Access (“EMMA”) system, where said information will be available to the general public, without charge, at www.emma.msrb.org.

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 “DEBT SERVICE REQUIREMENTS,” “TAX DATA,” and in APPENDICES A and B. The District will update and provide this information within six months after the end of each fiscal year. The District will provide the updated information to the MSRB.

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 of the District, if the District commissions an audit and it is completed by the required time. If the audit of such financial statements is not complete within 12 months after the fiscal year end, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such twelve month period, and audited financial statements when the audit report on such statements becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in “APPENDIX B” or such other accounting principles as the District may be required to employ from time to time pursuant to Texas law or regulation.

The District’s fiscal year end is currently September 30. Accordingly, it must provide updated information by March 31 each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

NOTICE OF CERTAIN EVENTS . . . The District will provide timely notices of certain specified 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) nonpayment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of 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; (13) consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District (as defined by the Rule, which includes debt, debt-like and debt related obligations), if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of any such financial obligation of the District, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of any such financial obligation of the District, any of which reflect financial difficulties.

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

For the purposes of the events described in clauses (15) and (16) of the preceding paragraph, the term “Financial Obligation” is defined in the Bond Order to mean (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, and existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “Financial Obligation” shall not include municipal securities (as defined in the Securities Exchange Act of 1934, as amended) as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule. The Bond Order further provides that the District intends the words in such clauses (15) and (16) in the preceding paragraph and in the definition of Financial Obligation to have the meanings ascribed to them in SEC Release No. 34-83885 dated August 29, 2018.

The District will provide notice of the aforementioned events to the MSRB in a timely manner (but not in excess of ten business days after the occurrence of the event). The District will also provide timely notice of any failure by the District to provide annual financial information in accordance with the agreement described above under “– Annual Reports.”

AVAILABILITY OF INFORMATION . . . The District has agreed to provide the foregoing information only to the MSRB. All documents provided by the District to the MSRB described above under “Annual Reports” and “Notice of Certain Events” will be in an electronic format and accompanied by identifying information as prescribed by the MSRB.

The address of the MSRB is 1900 Duke Street, Suite 600, Alexandria, VA 22314, and its telephone number is (703) 797-6600.

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 and beneficial owners of the Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

The District may amend its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District but only if the agreement, as amended, would have permitted a purchaser to purchase or sell Bonds in the offering described herein in compliance with SEC Rule 15c2-12, taking into account any amendments and interpretations of the Rule to the date of such amendment, as well as changed circumstances, and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the District (such as a nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The District may also amend or repeal the agreement if the SEC amends or repeals the applicable provisions of such rule or a court of final jurisdiction determines that such provisions are invalid but in either case, only to the extent that its right to do so would not prevent the Purchaser from lawfully purchasing the Bonds in the offering described herein. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under “Annual Reports” an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information and operating data so provided.

COMPLIANCE WITH PRIOR UNDERTAKINGS . . . For the past five years, the District has been in material compliance with its continuing disclosure agreements each year in accordance with SEC Rule 15c2-12.

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OTHER INFORMATION

RATING . . . The Bonds are expected to be rated “AA”/Stable by S&P Global Ratings (“S&P”) by virtue of a municipal bond insurance policy issued by Build America Mutual Assurance Company (“BAM” or the “Bond Insurer”) at the time of delivery of the Bonds. The District’s outstanding Flintrock Ranch Estates Defined Area (“FREDA”) Bonds have an underlying rating of “A” by S&P without regard to credit enhancement. See “BOND INSURANCE.” The District also has other series of outstanding FREDA bonds which are insured by various commercial insurance companies. An explanation of the significance of such rating may be obtained from the company furnishing the rating. The rating reflects only the view of such organization and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if in the judgment of such company, circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

LITIGATION . . . It is the opinion of General Counsel for the District and District Staff that there is no pending litigation against the District that would have a material adverse financial impact upon the District or its operations.

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

LEGAL INVESTMENTS AND ELIGIBILITY TO SECURE PUBLIC FUNDS IN TEXAS . . . Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Bonds are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State of Texas. With respect to investment in the Bonds by municipalities or other political subdivisions or public agencies of the State of Texas, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Bonds be assigned a rating of “A” or its equivalent as to investment quality by a national rating agency. See “OTHER INFORMATION – Rating” herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with at capital of one million dollars or more, and savings and loan associations. The Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value. No review by the District has been made of the laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

LEGAL OPINIONS . . . The District will furnish the Purchaser a transcript of certain proceedings incident to the authorization and issuance of the Bonds. Such transcript will include a certified copy of the approving opinion of the Attorney General of the State of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Bonds are valid and legally binding obligations of the District. The District will also furnish the approving legal opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel to the effect that (i), based upon an examination of such transcript, the Bonds are valid and legally binding special obligations of the District under the Constitution and the 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 governmental immunity, bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District and (ii) the interest on the Bonds will be excludable from gross income for federal income tax purposes under Section 103(a) of the Code, subject to the matters described under “TAX MATTERS” herein. See “APPENDIX C – Form of Bond Counsel’s Opinion.”

Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the Bonds in the Official Statement under the captions “THE BONDS” (except for the subcaption “Book-Entry-Only-System”), “TAX MATTERS,” and “CONTINUING DISCLOSURE OF INFORMATION” (except for the subcaption “Compliance with Prior Undertakings”), “OTHER INFORMATION – Registration and Qualification of Bonds for Sale,” “OTHER INFORMATION – Legal Investments and Eligibility to Secure Public Funds in Texas” and “OTHER INFORMATION – Legal Opinions” (except for the last sentence of the second paragraph) to determine that the information relating to the Bonds and the Bond Order contained therein fairly and accurately describes the provisions thereof and is correct as to matters of law. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are contingent on the sale and delivery of the Bonds. The applicable legal opinion will accompany the Bonds deposited with DTC or will be printed on or attached to the Bonds in the event of discontinuance of the Book-Entry-Only System.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future

performance of the parties to the transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

FINANCIAL ADVISOR . . . Specialized Public Finance Inc. is employed as Financial Advisor to the District in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. Specialized Public Finance Inc., in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

The Financial Advisor to the District has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as 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.

CERTIFICATION OF OFFICIAL STATEMENT . . . The District, acting through its Board of Directors in its official capacity and in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements and descriptions pertaining to the District and its affairs herein contain no untrue statements of material fact and do not omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. The information, descriptions and statements concerning entities other than the District, including particularly other governmental entities, have been obtained from sources believed to be reliable, but the District has made no independent investigation or verification of such matters and makes no representation as to the accuracy or completeness thereof.

PURCHASER . . . After requesting competitive bids for the Bonds, the District accepted the bid of SAMCO Capital Markets to purchase the Bonds at the interest rates shown on the inside cover page of the Official Statement at a price of approximately 97.684% of par. The initial reoffering price to the public by the Purchaser, produces compensation to the Purchaser of \$27,889.30. The Purchaser can give no assurance that any trading market will be developed for the Bonds after their sale by the District to the Purchaser. The District has no control over the price at which the Bonds are subsequently sold and the initial yield at which the Bonds will be priced and reoffered will be established by and will be the responsibility of the Purchaser.

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.

This Official Statement was approved by the Board of Directors of Travis County Water Control and Improvement District No. 17, as of the date shown on the cover page.

JEFF ROBERTS
President
Travis County Water Control and
Improvement District No. 17

ATTEST:

ELICIA G. MICHAUD
Alternative Secretary
Travis County Water Control and
Improvement District No. 17

APPENDIX A

**GENERAL INFORMATION REGARDING THE DISTRICT
AND FLINTROCK RANCH ESTATES DEFINED AREA**

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**HISTORICAL DISTRICT TAX BASE, TAX RATE AND COLLECTION EXPERIENCE FOR
TAXES LEVIED ON ALL PROPERTY IN THE DISTRICT**

<u>Tax Year</u>	<u>Assessed Valuation^(a)</u>	<u>Tax Rate</u>	<u>Levy</u>	<u>% Collections Total</u>	<u>Year Ended 9/30</u>
2020	\$ 7,214,998,033	\$ 0.0599	\$ 4,321,784	96.79%	2021
2019	6,699,801,970	0.0599	4,183,080	99.63%	2020
2018	6,626,263,548	0.0599	3,962,593	99.68%	2019
2017	6,079,513,284	0.0599	3,637,144	99.76%	2018
2016	5,607,366,681	0.0599	3,354,999	99.90%	2017
2015	5,006,921,702	0.0585	2,929,049	99.93%	2016
2014	4,429,045,688	0.0575	2,546,701	97.36%	2015
2013	4,236,281,992	0.0575	2,435,862	99.35%	2014
2012	3,978,811,423	0.0600	2,387,288	99.17%	2013
2011	3,547,348,767	0.0600	2,147,435	99.40%	2012
2010	3,261,211,963	0.0600	1,956,727	98.59%	2011
2009	3,344,117,301	0.0575	1,922,867	99.57%	2010
2008	3,232,830,543	0.0575	1,865,144	101.40%	2009

**HISTORICAL TAX BASE, TAX RATE AND COLLECTION
EXPERIENCE FOR TAXES LEVIED ONLY ON PROPERTY LOCATED
IN FLINTROCK RANCH ESTATES DEFINED AREA**

<u>Tax Year</u>	<u>Assessed Valuation^(a)</u>	<u>Tax Rate</u>	<u>Levy</u>	<u>% Collections Total</u>	<u>Year Ended 9/30</u>
2020	\$ 379,004,738	\$ 0.3422	\$1,296,954	96.04%	2021
2019	348,027,856	0.3422	1,190,951	99.63%	2020
2018	326,057,720	0.3720	1,212,935	99.91%	2019
2017	304,598,325	0.3996	1,217,175	99.94%	2018
2016	296,878,575	0.4320	1,282,515	98.95%	2017
2015	279,791,979	0.4505	1,260,463	99.68%	2016
2014	246,722,063	0.4526	1,116,664	99.87%	2015
2013	227,753,266	0.4656	1,060,419	99.89%	2014
2012	214,056,888	0.4988	1,067,716	99.91%	2013
2011	207,568,014	0.4500	934,056	99.40%	2012
2010	194,417,558	0.4223	821,025	98.59%	2011

(a) Source: Travis Central Appraisal District.

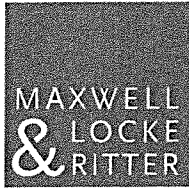
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APPENDIX B

**EXCERPTS FROM THE
TRAVIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 17
ANNUAL FINANCIAL REPORT
For the Year Ended September 30, 2020**

The Bonds are special limited obligations of the District payable solely from an unlimited ad valorem tax levied on all taxable property within the Flintrock Ranch Estates Defined Area within the District. The District provides water services and collects revenues, fees and taxes throughout its service territory and boundaries which includes areas outside the Flintrock Ranch Estates Defined Area. As a result, the District's audited financial statement includes revenues, fees and taxes which are not pledged to the payment of the Bonds. The District's audited financial statements are provided for purposes of compliance with Rule 15c2-12 of the Federal Securities Exchange Act of 1934. Therefore, the District cautions that the financial information set forth herein unrelated to the Flintrock Ranch Estates Defined Area should not be construed or interpreted as available or pledged to the payment of the Bonds.

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Independent Auditors' Report

To the Board of Directors of
Travis County Water Control and Improvement District No. 17:

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Travis County Water Control and Improvement District No. 17 (the "District"), as of and for the year ended September 30, 2020, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Affiliated Company
ML&R WEALTH MANAGEMENT LLC
A non-licensed Investment Advisor
DBS File # 1601494300

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 September 30, 2020, and the respective changes in financial position and the respective budgetary comparison for the General Fund 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 on pages 5 through 9 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplemental information required by the Texas Commission on Environmental Quality (the "TCEQ") and the other supplemental information listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplemental information required by the TCEQ listed in the table of contents is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental information required by the TCEQ listed in the table of contents is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The other supplemental information listed in the table of contents 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.

Maxwell Locke + Ritter LLP

Austin, Texas
January 28, 2021

Travis County Water Control and Improvement District No. 17

Management's Discussion and Analysis for the Year Ended September 30, 2020

In accordance with Governmental Accounting Standards Board Statement No. 34 ("GASB 34"), the management of Travis County Water Control and Improvement District No. 17 (the "District") offers the following narrative on the financial performance of the District for the year ended September 30, 2020. Please read it in connection with the District's financial statements that follow.

For purposes of GASB 34, the District is considered a special purpose government. This allows the District to present the required fund and government-wide statements in a single schedule. The requirement for fund financial statements that are prepared on the modified accrual basis of accounting is met with the "Total Governmental Funds" column. An adjustment column includes those entries needed to convert to the full accrual basis government-wide statements. Government-wide statements are comprised of the Statement of Net Position and the Statement of Activities.

Overview of the Basic Financial Statements

The District's reporting is comprised of two parts:

- *Management's Discussion and Analysis* (this section)
- *Basic Financial Statements*
 - *Statement of Net Position and Governmental Funds Balance Sheet*
 - *Statement of Activities and Governmental Funds Revenues, Expenditures, and Changes in Fund Balances*
 - *Statement of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual - General Fund*
 - *Notes to Basic Financial Statements*

Other supplementary information is also included.

The *Statement of Net Position and Governmental Funds Balance Sheet* includes a column (titled "Total Governmental Funds") that represents a balance sheet prepared using the modified accrual basis of accounting. The adjustments column converts those balances to a balance sheet that more closely reflects a private-sector business. Over time, increases or decreases in the District's net position will indicate financial health.

The *Statement of Activities and Governmental Funds Revenues, Expenditures, and Changes in Fund Balances* includes a column (titled "Total Governmental Funds") that derives the change in fund balances resulting from current year revenues, expenditures, and other financing sources or uses. These amounts are prepared using the modified accrual basis of accounting. The adjustments column converts those activities to full accrual, a basis that more closely represents the income statement of a private-sector business.

The *Statement of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual - General Fund* presents a comparison statement between the District's final adopted budget to its actual results.

The *Notes to Basic Financial Statements* provide additional information that is essential to a full understanding of the information presented in the *Statement of Net Position and Governmental Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Revenues, Expenditures, and Changes in Fund Balances*.

Schedules required by the Texas Commission on Environmental Quality and other supplemental information are presented immediately following the *Notes to Basic Financial Statements*.

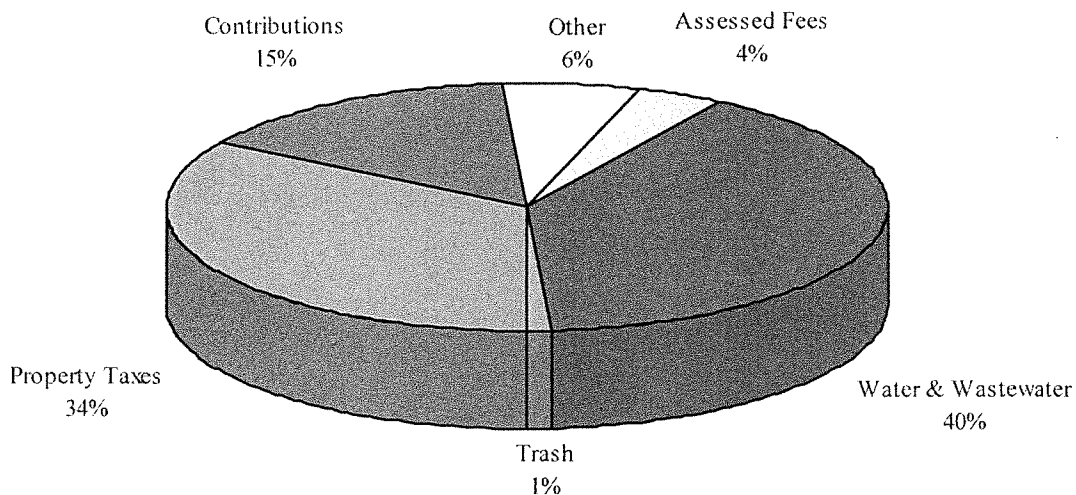
Comparative Financial Statements

Statement of Net Position

	Governmental Activities		
	2020	2019	% Change
Current and other assets	\$ 68,081,149	\$ 63,617,650	7%
Capital assets	235,908,972	231,477,597	2%
Total assets	<u>303,990,121</u>	<u>295,095,247</u>	<u>3%</u>
Deferred outflows of resources	1,599,134	1,536,647	4%
Current liabilities	15,203,240	15,267,614	(<1%)
Long-term liabilities	121,329,934	125,377,022	(3%)
Total liabilities	<u>136,533,174</u>	<u>140,644,636</u>	<u>(3%)</u>
Net investment in capital assets	112,109,003	103,143,734	9%
Restricted	5,651,516	6,796,383	(17%)
Unrestricted	51,295,562	46,047,141	11%
Total net position	<u>\$ 169,056,081</u>	<u>\$ 155,987,258</u>	<u>8%</u>

The District's total assets were approximately \$304 million as of September 30, 2020. Of this amount, approximately \$235.9 million is accounted for by capital assets. The District had outstanding liabilities of approximately \$136.5 million of which \$130.3 million represent bonds payable.

Sources of Revenue



Statement of Activities

	Governmental Activities		
	2020	2019	% Change
Water and wastewater	\$ 16,408,876	\$ 14,874,794	10%
Trash and recycling	488,506	441,933	11%
Property taxes	14,051,374	13,608,984	3%
Contributions	6,054,612	2,548,070	138%
Assessed fees	1,798,720	1,684,181	7%
Other	2,838,542	3,155,866	(10%)
Total Revenues	41,640,630	36,313,828	15%
Water and wastewater	2,344,494	2,587,831	(9%)
Trash and composting	444,768	413,318	8%
Salary and related expenditures	5,831,184	5,426,616	7%
Professional services	512,413	672,104	(24%)
Materials and supplies	782,125	794,720	(2%)
Repairs and maintenance	1,135,596	1,249,815	(9%)
Utilities	1,806,524	1,932,142	(7%)
Insurance	341,165	323,096	6%
Apache Shores	894,339	834,726	7%
Chemicals and lab tests	381,353	358,968	6%
Other	1,148,666	1,292,170	(11%)
Debt service	4,738,584	4,977,707	(5%)
Depreciation	8,210,596	7,992,892	3%
Total Expenses	28,571,807	28,856,105	(1%)
Change in net position	13,068,823	7,457,723	75%
Beginning net position	155,987,258	148,529,535	5%
Ending net position	\$ 169,056,081	\$ 155,987,258	8%

Operating revenues increased by approximately \$5.3 million to approximately \$41.6 million for the fiscal year ended September 30, 2020. Water and wastewater provided approximately \$16.4 million, various assessed fees provided approximately \$1.8 million, and property taxes generated approximately \$14.1 million in revenues. Total expenses decreased approximately \$284,000 to approximately \$28.6 million for the fiscal year ended September 30, 2020. Net position increased approximately \$13.1 million and \$7.5 million for the fiscal years ended September 30, 2020 and 2019, respectively.

Analysis of Governmental Funds

Government Funds by Year

	<u>2020</u>	<u>2019</u>
Cash and cash equivalents	\$ 13,503,303	\$ 15,078,800
Temporary investments	51,773,917	45,248,772
Accounts receivable	2,431,587	2,828,054
Inventory	5,000	5,000
Prepaid and other assets	41,193	36,277
Due from other funds	<u>8,143,482</u>	<u>8,624,390</u>
Total assets	<u>\$ 75,898,482</u>	<u>\$ 71,821,293</u>
Accounts payable	\$ 3,461,347	\$ 3,437,576
Accrued liabilities	138,631	189,538
Customer deposits	1,091,619	877,705
Unearned revenue	71,419	74,656
Due to other funds	<u>8,143,482</u>	<u>8,624,390</u>
Total liabilities	<u>12,906,498</u>	<u>13,203,865</u>
Deferred inflows of resources	<u>149,186</u>	<u>143,486</u>
Nonspendable	46,193	41,277
Restricted for debt service	7,041,268	8,292,278
Restricted for capital projects	11,550,263	9,875,854
Committed	636,460	2,652,486
Unassigned	<u>43,568,614</u>	<u>37,612,047</u>
Total fund balances	<u>62,842,798</u>	<u>58,473,942</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 75,898,482</u>	<u>\$ 71,821,293</u>

The *General Fund* pays for daily operating expenditures. When comparing actual to budget, actual revenues were more than budgeted revenues primarily due to the District receiving more connection and other fees than budgeted. Expenditures were less than budgeted primarily due to fewer capital outlay expenditures. More detailed information about the District's budgetary comparison is presented in the *Basic Financial Statements*.

The *Debt Service Fund* remitted bond principal of approximately \$9.2 million and interest of approximately \$4.0 million during the year ended September 30, 2020. More detailed information about the District's debt is presented in the *Notes to Basic Financial Statements*.

The *Capital Projects Fund* primarily purchases the District's infrastructure. Capital outlay expenditures were approximately \$5.8 million for the year ended September 30, 2020.

During the year ended September 30, 2020, the District issued \$19,025,000 in Unlimited Tax Refunding Bonds in the Steiner Ranch Defined Area and \$4,500,000 in Unlimited Tax Bonds in the Serene Hills Defined Area. More detailed information about these bond issuances are presented in the *Notes to Basic Financial Statements*.

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout the United States. While the disruption is expected to be temporary, there is uncertainty around the duration. Due to the nature of the District's services, the pandemic may negatively impact the District's business, results of operations, and financial position; however, the related financial impact cannot be reasonably estimated at this time.

Capital Assets and Long-Term Debt Activity

Capital Assets

	<u>2020</u>	<u>2019</u>
Land and easements	\$ 2,676,443	\$ 2,676,443
Construction in progress	1,143,335	12,707,735
Infrastructure	323,295,868	299,212,566
Buildings	1,666,389	1,666,389
Furniture, fixtures & equipment	<u>5,294,518</u>	<u>5,210,850</u>
Subtotal	334,076,553	321,473,983
Accumulated depreciation	<u>(98,167,581)</u>	<u>(89,996,386)</u>
Total	<u>\$ 235,908,972</u>	<u>\$ 231,477,597</u>

More detailed information about the District's capital assets is presented in the *Notes to Basic Financial Statements*.

Long-Term Debt Activity

	<u>2020</u>	<u>2019</u>
Current portion	\$ 8,985,000	\$ 9,125,000
Long term portion	<u>114,714,998</u>	<u>125,377,022</u>
Total	<u>\$ 123,699,998</u>	<u>\$ 134,502,022</u>

During the year, the District issued \$19,025,000 in refunding bonds to refund then outstanding principal of \$19,650,000 and issued \$4,500,000 in unlimited tax bonds. More detailed information about the District's long-term debt is presented in the *Notes to Basic Financial Statements*.

Currently Known Facts, Decisions, or Conditions

The adopted budget for 2021 projected an increase in revenue of approximately \$630,000 compared to the 2020 final operating budget and a decrease in expenditures of approximately \$1.1 million from the 2020 final operating budget. The tax rate has been set at \$0.0599 and \$0.0750 per \$100 of assessed value for the District wide area and the Serene Hills Defined Area, respectively, for operations and maintenance funds, and \$0.2889, \$0.3422, and \$0.5500 per \$100 assessed value for the Steiner Ranch Defined Area, Flintrock Ranch Estates Defined Area, and Serene Hills Defined Area, respectively, which is for debt service funds.

Requests for Information

This financial report is designed to provide a general overview of the District's finances and to demonstrate the District's accountability for the funds it receives. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the District at 3812 Eck Lane, Austin, Texas 78734. For an updated description of the areas served by the District and the facilities operated by the District, please refer to the District's website at www.wcid17.org.

Travis County Water Control and Improvement District No. 17

Statement of Net Position and Governmental Funds Balance Sheet September 30, 2020

	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds	Adjustments (Note 2)	Statement of Net Position
Assets:						
Cash and cash equivalents	\$ 12,915,782	-	587,521	13,503,303	-	13,503,303
Temporary investments	32,481,990	11,650,128	7,025,575	51,157,693	-	51,157,693
Restricted investments	-	-	616,224	616,224	-	616,224
Accounts receivable:						
Taxes receivable	83,714	65,472	-	149,186	-	149,186
Service accounts	2,272,291	-	-	2,272,291	-	2,272,291
Other	-	-	10,110	10,110	-	10,110
Due from other funds	4,072,280	-	4,071,202	8,143,482	(8,143,482)	-
Inventory	5,000	-	-	5,000	-	5,000
Prepays and other assets	41,193	-	-	41,193	326,149	367,342
Capital assets (net of accumulated depreciation):						
Land and easements	-	-	-	-	2,676,443	2,676,443
Construction in progress	-	-	-	-	1,143,335	1,143,335
Infrastructure	-	-	-	-	230,685,628	230,685,628
Buildings	-	-	-	-	394,441	394,441
Furniture, fixtures and equipment	-	-	-	-	1,009,125	1,009,125
Total assets	\$ 51,872,250	11,715,600	12,310,632	75,898,482	228,091,639	303,990,121
Deferred outflows of resources-						
Deferred charges on bond refundings	-	-	-	-	1,599,134	1,599,134
Total deferred outflows of resources	-	-	-	-	1,599,134	1,599,134
Total assets and deferred outflows of resources	\$ 51,872,250	11,715,600	12,310,632	75,898,482	229,690,773	305,589,255
Liabilities:						
Accounts payable	\$ 3,337,438	-	123,909	3,461,347	-	3,461,347
Accrued liabilities	158,631	-	-	158,631	-	158,631
Due to other funds	3,534,622	4,608,860	-	8,143,482	(8,143,482)	-
Accrued bond interest payable	-	-	-	-	1,455,224	1,455,224
Customer deposits	1,091,619	-	-	1,091,619	-	1,091,619
Unearned revenue	71,419	-	-	71,419	-	71,419
Long-term liabilities:						
Due within one year	-	-	-	-	8,985,000	8,985,000
Due after one year	-	-	-	-	121,329,934	121,329,934
Total liabilities	8,173,729	4,608,860	123,909	12,906,498	123,626,676	136,533,174
Deferred inflows of resources-						
Property taxes	83,714	65,472	-	149,186	(149,186)	-
Total deferred inflows of resources	83,714	65,472	-	149,186	(149,186)	-
Fund balances/net position:						
Fund balances:						
Nonspendable:						
Inventory	5,000	-	-	5,000	(5,000)	-
Prepays and other assets	41,193	-	-	41,193	(41,193)	-
Restricted for:						
Debt service	-	7,041,268	-	7,041,268	(7,041,268)	-
Capital projects	-	-	11,550,263	11,550,263	(11,550,263)	-
Committed to-						
Impact fee expenditures	-	-	636,460	636,460	(636,460)	-
Unassigned	43,568,614	-	-	43,568,614	(43,568,614)	-
Total fund balances	43,614,807	7,041,268	12,186,723	62,842,798	(62,842,798)	-
Total liabilities, deferred inflows of resources and fund balances	\$ 51,872,250	11,715,600	12,310,632	75,898,482		
Net position:						
Net Investment in capital assets					112,109,003	112,109,003
Restricted for debt service					5,651,516	5,651,516
Unrestricted					51,295,562	51,295,562
Total net position					\$ 169,056,081	169,056,081

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

Travis County Water Control and Improvement District No. 17

Statement of Activities and Governmental Funds Revenues, Expenditures, and Changes in Fund Balances Year Ended September 30, 2020

	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds	Adjustments (Note 2)	Statement of Activities
Expenditures/expenses:						
Service operations:						
Water and wastewater	\$ 2,344,494	-	-	2,344,494	-	2,344,494
Trash and composting	444,768	-	-	444,768	-	444,768
Salary and related expenditures	5,831,184	-	-	5,831,184	-	5,831,184
Professional services	385,152	127,261	-	512,413	-	512,413
Materials and supplies	782,125	-	-	782,125	-	782,125
Repairs and maintenance	1,135,596	-	-	1,135,596	-	1,135,596
Utilities	1,806,524	-	-	1,806,524	-	1,806,524
Insurance	341,165	-	-	341,165	-	341,165
Apache Shores	894,339	-	-	894,339	-	894,339
Chemicals and lab tests	381,353	-	-	381,353	-	381,353
Other	1,135,800	169	12,697	1,148,666	-	1,148,666
Capital outlay	829,377	-	5,757,982	6,587,359	(6,587,359)	-
Debt service:						
Principal payments	-	9,225,000	-	9,225,000	(9,225,000)	-
Interest payments	-	4,018,843	-	4,018,843	(175,394)	3,843,449
Fiscal agent fees and other	-	705,161	274,052	979,213	(84,078)	895,135
Depreciation	-	-	-	-	8,210,596	8,210,596
Total expenditures/expenses	16,311,877	14,076,434	6,044,731	36,433,042	(7,861,235)	28,571,807
Revenues:						
Program revenues:						
Water and sewer service	16,408,876	-	-	16,408,876	-	16,408,876
Trash and recycling service	488,506	-	-	488,506	-	488,506
Connection and service fees	437,672	-	-	437,672	-	437,672
Permit/inspection income	385,743	-	-	385,743	-	385,743
Impact fees	-	-	975,305	975,305	-	975,305
Apache Shores income	1,170,923	-	-	1,170,923	-	1,170,923
Total program revenues	18,891,720	-	975,305	19,867,025	-	19,867,025
Total program expense, net						(8,704,782)
General revenues:						
Property taxes, including penalties and interest	4,475,264	9,570,410	-	14,045,674	5,700	14,051,374
Interest income	469,594	102,994	60,243	632,831	-	632,831
Penalties and fines	269,908	-	-	269,908	-	269,908
Contributions	-	-	-	-	6,054,612	6,054,612
Other income	458,848	231,347	-	690,195	74,685	764,880
Total general revenues	5,673,614	9,904,751	60,243	15,638,608	6,134,997	21,773,605
Total revenues	24,565,334	9,904,751	1,035,548	35,505,633	6,134,997	41,640,630
Excess (deficiency) of revenues over (under) expenditures	8,253,457	(4,171,683)	(5,009,183)	(927,409)	13,996,232	13,068,823
Other financing sources (uses):						
Issuance of bonds	-	-	4,500,000	4,500,000	(4,500,000)	-
Issuance of refunding bonds	-	19,025,000	-	19,025,000	(19,025,000)	-
Discount on sale of bonds	-	-	(17,305)	(17,305)	17,305	-
Premium on sale of bonds	-	1,641,755	45,539	1,687,294	(1,687,294)	-
Payment to refunded bond escrow agent	-	(19,973,409)	-	(19,973,409)	19,973,409	-
Insurance proceeds	-	-	74,685	74,685	(74,685)	-
Transfers in (out)	(2,291,974)	2,227,327	64,647	-	-	-
Total other financing sources (uses)	(2,291,974)	2,920,673	4,667,566	5,296,265	(5,296,265)	-
Changes in fund balances/net position	5,961,483	(1,251,010)	(341,617)	4,368,856	8,699,967	13,068,823
Fund balances/net position:						
Beginning of year	37,653,324	8,292,278	12,528,340	58,473,942	97,513,316	155,987,258
End of year	\$ 43,614,807	7,041,268	12,186,723	62,842,798	106,213,283	169,056,081

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

Travis County Water Control and Improvement District No. 17

Statement of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual - General Fund Year Ended September 30, 2020

	Original Budget	Final Budget	Actual	Variance
Revenues:				
Water and sewer service	\$ 17,122,500	16,868,100	16,408,876	(459,224)
Trash and recycling service	493,200	468,200	488,506	20,306
Property taxes, including penalties and interest	4,409,527	4,409,527	4,475,264	65,737
Connection and service fees	379,200	397,200	437,672	40,472
Penalties and fines	271,100	257,600	269,908	12,308
Interest income	800,000	400,000	469,594	69,594
Permit/inspection income	395,000	316,000	385,743	69,743
Apache Shores income	1,054,600	1,035,600	1,170,923	135,323
Contributions	-	-	-	-
Other income	187,000	197,000	458,848	261,848
Total revenues	25,112,127	24,349,227	24,565,334	216,107
Expenditures:				
Service operations:				
Water and wastewater	2,347,000	2,293,000	2,344,494	(51,494)
Trash and composting	425,000	425,000	444,768	(19,768)
Salary and related expenditures	6,165,584	6,147,118	5,831,184	315,934
Professional services	705,000	400,000	385,152	14,848
Materials and supplies	1,010,000	744,184	782,125	(37,941)
Repairs and maintenance	1,346,000	1,321,000	1,135,596	185,404
Utilities	2,134,900	2,134,900	1,806,524	328,376
Insurance	360,000	360,000	341,165	18,835
Apache Shores	826,150	946,100	894,339	51,761
Chemicals and lab tests	502,400	502,400	381,353	121,047
Other	982,900	1,131,425	1,135,800	(4,375)
Capital outlay	2,628,076	2,513,076	829,377	1,683,699
Total expenditures	19,433,010	18,918,203	16,311,877	2,606,326
Excess of revenues over expenditures	5,679,117	5,431,024	8,253,457	2,822,433
Other financing uses-				
Transfers out	-	-	(2,291,974)	(2,291,974)
Change in fund balance	5,679,117	5,431,024	5,961,483	530,459
Fund balances:				
Beginning of year	37,653,324	37,653,324	37,653,324	-
End of year	\$ 43,332,441	43,084,348	43,614,807	530,459

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

Travis County Water Control and Improvement District No. 17

Notes to Basic Financial Statements

Year Ended September 30, 2020

1. Summary of Significant Accounting Policies

Travis County Water Control and Improvement District No. 17 (the “District”), was created by an order of the Commissioners’ Court of Travis County, Texas on December 8, 1958, and confirmed by the electorate of the District at a confirmation election held on February 28, 1959. The Board of Directors (the “Board”) held its first meeting in December 1958, and the first bonds were sold on November 15, 1959. The District operates and maintains a water treatment and distribution system in Travis County, Texas under Chapter 51 of the Texas Water Code. The District is a political subdivision of the State of Texas and operates under an elected Board of Directors. Additional information related to the District, including information on the utility service territory and water and wastewater facilities operated by the District, is available on the District’s website at www.wcid17.org.

The reporting entity of the District encompasses those activities and functions over which the District’s elected officials exercise significant oversight or control. The District is governed by a five-member Board which has been elected by District residents or appointed by the Board. The District is not included in any other governmental “reporting entity” as defined by the Governmental Accounting Standards Board (“GASB”) since Board members are elected by the public and have decision making authority, the power to designate management, the responsibility to significantly influence operations, and primary accountability for fiscal matters. In addition, there are no component units which are included in the District’s reporting entity.

Government-Wide and Fund Financial Statements

For purposes of GASB Statement No. 34, the District is considered a special purpose government. This allows the District to present the required fund and government-wide statements in a single schedule. The requirement for fund financial statements that are prepared on the modified accrual basis of accounting is met with the “Total Governmental Funds” column. An adjustment column includes those entries needed to convert to the full accrual basis government-wide statements. Government-wide statements are comprised of the statement of net position and the statement of activities.

The government-wide financial statements report information on all of the activities of the District. The effect of interfund activity has been removed from these statements.

The statement of activities demonstrates the degree to which the expenses are offset by program revenues. Program revenues include charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by the District. Taxes and other items not included among program revenues are reported instead as general revenues.

Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Amounts reported as program revenues include charges to customers or applicants for goods, services, or privileges provided. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes. As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within sixty days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

Major revenue sources considered susceptible to accrual include interest income. No accrual for property taxes collected within sixty days of year end has been made as such amounts are deemed immaterial; delinquent property taxes at year end are reported as deferred inflows of resources.

The District reports the following major governmental funds:

The General Fund includes financial resources used for general operations. It is a budgeted fund, and any unassigned fund balance is considered resources available for current operations.

The Debt Service Fund includes debt service taxes and other revenues collected to retire bond principal and to pay interest due.

The Capital Projects Fund is used to account for financial resources restricted for or committed to authorized construction and other capital asset acquisitions.

Budgets and Budgetary Accounting

Formal budgetary integration is employed as a management control device for the General Fund. Formal budgetary integration is not employed for the Debt Service Fund and the Capital Projects Fund. The budget is proposed by the District General Manager for the fiscal year commencing the following October 1, and is adopted on the modified accrual basis, which is consistent with generally accepted accounting principles.

Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources, and Net Position or Equity

Cash and Cash Equivalents - Includes cash on deposit as well as investments with maturities of three months or less. The investments, consisting of money market funds, are recorded at cost, which approximates fair value.

Investments - Temporary investments throughout the year consisted of investments in an external local government investment pool, certificates of deposit, and money market mutual funds. The external local government investment pool is recognized at amortized cost as permitted by GASB Statement No. 79, *Certain External Investment Pools and Pool Participants*. The District's deposits and investments are invested pursuant to the investment policy, which is approved annually by the Board. The District's investment policies and types of investments are governed by Section 2256 of the Texas Government Code ("Public Funds Investment Act"). The District's management believes that it complied with the requirements of the Public Funds Investment Act and the District's investment policy. The District accrues interest on temporary investments based on the terms and effective interest rates of the specific investments. Restricted investments consist of escrowed bond proceeds.

Accounts Receivable - The District provides for uncollectible accounts receivable using the allowance method of accounting for bad debts. Under this method of accounting, a provision for uncollectible accounts is charged to earnings. The allowance account is increased or decreased based on past collection history and management's evaluation of accounts receivable. All amounts considered uncollectible are charged against the allowance account, and recoveries of previously charged off accounts are added to the allowance. As of September 30, 2020, there was no allowance for uncollectible accounts.

Prepaid Items - Certain payments to vendors reflect costs applicable to future periods and are recorded as prepaid assets in both the government-wide and fund financial statements. Prepaid assets are charged to expenditures when consumed.

Capital Assets - Capital assets, which include land and easements, construction in progress, infrastructure (water, wastewater, drainage and distribution systems, and water tanks purchased, constructed or donated), buildings, and furniture, fixtures and equipment, are reported in the governmental activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of at least \$5,000. Such assets are recorded at historical cost if purchased or estimated acquisition value at the date of donation if donated. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets lives are not capitalized.

Capital assets (other than land and easements and construction in progress) are depreciated using the straight line method over the following estimated useful lives: infrastructure - twenty to fifty years, buildings - thirty years, furniture, fixtures and equipment - five to ten years.

Long-Term Debt - In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities statement of net position. Bond premiums and discounts, including bond insurance costs, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Bond insurance costs are reported as assets and amortized over the term of the related debt.

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

Ad Valorem Property Taxes - Delinquent taxes are prorated between maintenance and debt service based on rates adopted for the year of the levy. Allowances for uncollectibles within the General and Debt Service Funds are based upon historical experience in collecting property taxes. Uncollectible personal property taxes are periodically reviewed and written off, but the District is prohibited from writing off real property taxes without specific statutory authority from the Texas Legislature.

Deferred Outflows and Deferred Inflows of Resources - The District complies with GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which provides guidance for reporting the financial statement elements of deferred outflows of resources, which represent the consumption of the District's net position that is applicable to a future reporting period, and deferred inflows of resources, which represent the District's acquisition of net position applicable to a future reporting period.

The District complies with GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, which establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. See Note 6 for additional information on deferred outflows of resources.

Fund Equity - The District complies with GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds. See Note 9 for additional information on those fund balance classifications.

Included in restricted fund balance in the Debt Service Fund are funds collected from customers of the Apache Shores water system for the payment of annual debt service requirements. These fees, which are assessed through debt service fees and capacity buy-in fees on the customer's monthly water bill, cannot be used in the daily operation of the system or combined with the District's debt service collections or operating needs.

Fair Value Measurements - The District complies with GASB Statement No. 72, *Fair Value Measurement and Application*, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

- Level 1 inputs are based on unadjusted quoted market prices for identical assets or liabilities in an active market the entity has the ability to access.
- Level 2 inputs are observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.
- Level 3 inputs are unobservable inputs that reflect the entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value:

- Market approach - uses prices generated by market transactions involving identical or comparable assets or liabilities.
- Cost approach - uses the amount that currently would be required to replace the service capacity of an asset (replacement cost).
- Income approach - uses valuation techniques to convert future amounts to present amounts based on current market expectations.

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

Recently Issued Accounting Pronouncements

In June 2017, the GASB issued GASB Statement No. 87, *Leases*, effective for fiscal years beginning after June 15, 2021. The objective of GASB Statement No. 87 is to improve accounting and financial reporting for leases by governments by requiring recognition of certain lease assets and liabilities that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. GASB Statement No. 87 establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under GASB Statement No. 87, a lessee is required to recognize a lease liability and an intangible right-to-use asset, and a lessor is required to recognize a lease receivable and deferred inflow of resources. Management is evaluating the effects that the full implementation of GASB Statement No. 87 will have on its financial statements for the year ended September 30, 2022.

In June 2018, the GASB issued GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*, effective for fiscal years beginning after December 15, 2020. The objective of GASB Statement No. 89 is to enhance the relevance and comparability of information about capital assets and to simplify accounting for interest costs incurred before the end of a construction period. Under GASB Statement No. 89, interest costs will no longer be capitalized as part of the asset but will be shown as an expenditure in the fund financial statements and as an expense in the government-wide financial statements. Management is evaluating the effects that the full implementation of GASB Statement No. 89 will have on its financial statements for the year ended September 30, 2022.

2. Reconciliation of Government-Wide and Fund Financial Statements

Amounts reported for governmental activities in the statement of net position are different because:

Governmental funds total fund balance	\$ 62,842,798
Prepaid bond insurance costs are recorded as expenditures in the funds, but are amortized over the life of the related bonds in the statement of net position.	326,149
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	235,908,972
Deferred tax revenue is not available to pay for current period expenditures and, therefore, is deferred in the funds.	149,186
The following liabilities are not due and payable in the current period and, therefore, are not reported in the funds:	
Bonds payable, including premiums and discounts	(129,368,550)
Less: Deferred charges on bond refundings	1,599,134
Accretion payable	(946,384)
Bond interest payable	<u>(1,455,224)</u>
Total net position	<u>\$ 169,056,081</u>

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

Change in fund balances	\$ 4,368,856
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense:	
Capital outlay	6,587,359
Depreciation expense	(8,210,596)
Contributed capital assets	6,054,612
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds:	
Change in deferred tax revenue	5,700
Bond proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position.	
Repayment of bond principal	9,225,000
Bond proceeds, including premium and discount	(25,194,989)
Payment to refunded bond escrow agent	19,973,409
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:	
Change in bond interest payable	107,915
Change in accretion payable	(21,384)
Amortization of deferred charges on bond refunding	(260,922)
Amortization of bond premium	648,517
Amortization of original issue discount	(120,056)
Bond insurance premium	84,078
Amortization of bond insurance costs	<u>(178,676)</u>
Change in net position	<u>\$ 13,068,823</u>

3. Cash, Cash Equivalents, and Temporary Investments

The District's deposits are required to be secured in the manner provided by law for the security of the funds. Custodial credit risk is the risk that in the event of a bank failure, the District's deposits may not be returned to it. As of September 30, 2020, the District's bank deposits were entirely covered by Federal Deposit Insurance Corporation ("FDIC") insurance or secured by collateral pledged by the depository.

The Public Funds Investment Act authorizes the District to invest in funds under a written investment policy. The District's deposits and investments are invested pursuant to the investment policy, which is approved annually by the Board. The primary objectives of the District's investment strategy, in order of priority, are safety, liquidity, and yield.

The District is entitled to invest in obligations of the United States, the State of Texas and their agencies or any state, county, city and any other political subdivisions of any state rated by a nationally recognized investment rating firm with a rating not less than A or its equivalent, certificates of deposit of state or national banks or savings and loan associations within the State, prime domestic bankers' acceptances, commercial paper with a stated maturity of 270 days or less from the date of its issuance, fully collateralized repurchase agreements, no-load money market mutual funds regulated by the United States Securities and Exchange Commission, and eligible public funds investment pools.

Investments held at September 30, 2020 consisted of the following:

Type	Fair Value	Weighted Average Maturity (Days)	Standard & Poor's Rating
Local Governmental Investment Pool- TexStar	\$ 34,952,690	1	AAAm
Certificates of Deposit	16,205,003	345	N/A
Money Market Mutual Funds	616,224	1	AAAm
Total	<u>\$ 51,773,917</u>		

The District had investments in an external local government investment pool, Texas Short-Term Asset Reserve ("TexStar"). Although TexStar is not registered with the SEC as an investment company, it operates in a manner consistent with the SEC's Rule 2a7 of the Investment Company Act of 1940. This investment is stated at amortized cost, in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*.

TexStar is administered by First Southwest Company and JPMorgan Chase. TexStar is overseen by a five-member governing board made up of three participants and one of each of the program's professional administrators. The responsibility of the board includes the ability to influence operations, designation of management and accountability for fiscal matters. In addition, TexStar has a Participant Advisory Board which provides input and feedback on the operations and direction of the program, and Standard and Poor's reviews the pool on a weekly basis to ensure the pool's compliance with its rating requirements. TexStar's investment policy stipulates that it must invest in accordance with the Public Funds Investment Act.

In accordance with GASB Statement No. 79, the external local government investment pool does not have any limitations and restrictions on withdrawals such as notice periods or maximum transaction amounts. This pool does not impose any liquidity fees or redemption gates.

The District also invests in money market mutual funds. Money market mutual funds are valued using Level 1 inputs that are based on market data obtained from independent sources. The investments are reported by the District at fair value in accordance with GASB Statement No. 72.

The restricted investments (money market mutual funds) in the Capital Projects Fund consist of the remaining proceeds of the Series 2006 Unlimited Tax Bonds, Series 2009A Unlimited Tax Bonds, and Series 2010 Unlimited Tax Bonds. These funds can only be released from escrow upon written authorization from the Texas Water Development Board.

Credit Risk - At September 30, 2020, investments were comprised of an external local governmental investment pool, certificates of deposit, and money market mutual funds with ratings from Standard & Poor’s in compliance with the District’s investment policy. At September 30, 2020, all certificates of deposits were collateralized in compliance with the District’s investment policy.

Interest Rate Risk - The District considers the holdings in the external local governmental investment pool and money market mutual funds to have a one day weighted average maturity due to the fact that the share position can usually be redeemed each day at the discretion of the shareholders, unless there has been a significant change in value. At September 30, 2020, the District’s holdings in certificates of deposit had a weighted average maturity of 345 days.

4. Interfund Receivables, Payables, and Transfers

During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. These receivables and payables are classified as “due from other funds” or “due to other funds.” The composition of interfund balances as of September 30, 2020, was as follows:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General Fund	Debt Service	\$ 4,072,280
Capital Projects	General Fund	3,534,622
Capital Projects	Debt Service	536,580
Total		<u>\$ 8,143,482</u>

During the year, the Capital Projects Fund transferred \$2,243,541 to the Debt Service Fund for repayment of bonds with water impact fees collected by the Capital Projects Fund. The General Fund transferred \$2,308,188 to the Capital Projects Fund for capital outlay expenditures. The Debt Service Fund transferred \$16,214 to the General Fund for property taxes collected by the Debt Service Fund.

5. Capital Assets

Capital assets activity for the year ended September 30, 2020, was as follows:

	Balance 9/30/2019	Additions	Retirements and Transfers	Balance 9/30/2020
Capital assets not being depreciated:				
Land and easements	\$ 2,676,443	-	-	2,676,443
Construction in progress	12,707,735	2,081,287	(13,645,687)	1,143,335
Total capital assets not being depreciated	<u>15,384,178</u>	<u>2,081,287</u>	<u>(13,645,687)</u>	<u>3,819,778</u>
Capital assets being depreciated:				
Infrastructure	299,212,566	10,437,615	13,645,687	323,295,868
Buildings	1,666,389	-	-	1,666,389
Furniture, fixtures and equipment	5,210,850	123,069	(39,401)	5,294,518
Total capital assets being depreciated	<u>306,089,805</u>	<u>10,560,684</u>	<u>13,606,286</u>	<u>330,256,775</u>
Less accumulated depreciation for:				
Infrastructure	(84,961,642)	(7,648,598)	-	(92,610,240)
Buildings	(1,190,204)	(81,744)	-	(1,271,948)
Furniture, fixtures and equipment	(3,844,540)	(480,254)	39,401	(4,285,393)
Total accumulated depreciation	<u>(89,996,386)</u>	<u>(8,210,596)</u>	<u>39,401</u>	<u>(98,167,581)</u>
Total capital assets being depreciated, net	<u>216,093,419</u>	<u>2,350,088</u>	<u>13,645,687</u>	<u>232,089,194</u>
Capital assets, net	<u>\$ 231,477,597</u>	<u>4,431,375</u>	<u>-</u>	<u>235,908,972</u>

6. Deferred Charges on Bond Refundings

The following is a summary of changes in deferred charges on bond refundings for the year ended September 30, 2020:

	Balance 9/30/2019	Additions	Retirements	Balance 9/30/2020
Deferred charges on bond refundings	<u>\$ 1,536,647</u>	<u>323,409</u>	<u>(260,922)</u>	<u>1,599,134</u>

7. Long-Term Debt

The following is a summary of changes in long-term debt for the year ended September 30, 2020:

	Balance 9/30/2019	Additions	Retirements	Balance 9/30/2020
Bonds payable	\$ 129,049,998	23,525,000	(28,875,000)	123,699,998
Accretion payable	925,000	21,384	-	946,384
Discount on bonds	(693,205)	(17,305)	120,056	(590,454)
Premium on bonds	5,220,229	1,687,294	(648,517)	6,259,006
Total	<u>\$ 134,502,022</u>	<u>25,216,373</u>	<u>(29,403,461)</u>	<u>130,314,934</u>

Long-term debt at September 30, 2020 is comprised of the following:

	Balance September 30, 2020	Due in One Year
\$2,100,000, Series 1997, Apache Shores Revenue Bond, maturing annually on October 1 through 2026. Interest varies from 5.95% to 6.10% and is payable on April 1 and October 1 each year. Bonds are callable on October 1, 2007.	\$ 750,000	\$ -
\$1,100,000, Series 2004, Travis County Water Control and Improvement District No. 17 River Ridge Unlimited Tax Bonds, maturing annually on November 1 through 2029. Interest varies from 4.80% to 5.75% and is payable on May 1 and November 1 each year. Bonds are callable on May 1, 2014.	625,000	50,000
\$14,040,000, Series 2009, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2020. Interest varies from 4.50% to 5.25% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2018.	670,000	670,000
\$5,409,999, Series 2009, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2020. Interest varies from 3.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2017.	285,000	285,000

\$1,775,000, Series 2010, Travis County Water Control and Improvement District No. 17 Water and Sewer System Revenue Bonds, maturing annually on November 1 through 2032. Interest varies from 2.84% to 5.34% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	1,260,000	70,000
\$7,014,997, Series 2011, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2021. Interest varies from 2.00% to 3.25% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	1,655,000	1,325,000
\$2,350,000, Series 2011, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2020. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	110,000	110,000
\$11,160,000, Series 2012, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2020. Interest varies from 2.00% to 4.50% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	1,360,000	1,360,000
\$14,834,984, Series 2013, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2020. Interest varies from 2.00% to 3.25% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	395,000	395,000
\$2,550,000, Series 2013, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2031. Interest varies from 2.00% to 3.25% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.	1,895,000	125,000

<p>\$2,749,997, Series 2013, Travis County Water Control and Improvement District No. 17 Flintrock Ranch Estates Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2031. Interest varies from 2.00% to 3.375% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2020.</p>	1,880,000	185,000
<p>\$6,830,000, Series 2014, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2025. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2021.</p>	3,970,000	715,000
<p>\$12,919,989, Series 2015, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2031. Interest varies from 2.00% to 3.125% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2022.</p>	10,860,000	440,000
<p>\$2,230,000, Series 2015, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2035. Interest varies from 2.00% to 3.50% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2022.</p>	1,930,000	85,000
<p>\$4,450,000, Series 2015, Travis County Water Control and Improvement District No. 17 Serene Hills Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2040. Interest varies from 2.00% to 4.125% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2023.</p>	4,180,000	105,000
<p>\$11,574,998, Series 2016, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2030. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2023.</p>	11,009,998	460,000

\$6,705,000, Series 2016, Travis County Water Control and Improvement District No. 17 Water and Sewer System Revenue Refunding Bonds, maturing annually on November 1 through 2032. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2019.	5,450,000	420,000
\$14,505,000, Series 2017, Travis County Water Control and Improvement District No. 17 Flintrock Ranch Estates Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2037. Interest varies from 3.00% to 3.625% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2025.	14,105,000	630,000
\$4,125,000, Series 2017, Travis County Water Control and Improvement District No. 17 Serene Hills Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2041. Interest varies from 3.00% to 4.25% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2025.	3,930,000	105,000
\$7,000,000, Series 2017A, Travis County Water Control and Improvement District No. 17 Serene Hills Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2042. Interest varies from 2.00% to 5.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2025.	6,835,000	175,000
\$5,000,000, Series 2018, Travis County Water Control and Improvement District No. 17 Serene Hills Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2043. Interest varies from 3.00% to 5.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2024.	5,000,000	170,000
\$2,470,000, Series 2019, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on November 1 through 2032. Interest varies from 3.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2029.	2,450,000	140,000
\$19,685,000, Series 2019, Travis County Water Control and Improvement District No. 17 Water and Sewer System Revenue Refunding Bonds, maturing annually on November 1 through 2037. Interest varies from 3.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2029.	19,570,000	765,000

\$4,500,000, Series 2019, Travis County Water Control and Improvement District No. 17 Serene Hills Defined Area Unlimited Tax Bonds, maturing annually on November 1 through 2044. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on November 1, 2025.	4,500,000	-
\$19,025,000 Series 2020, Travis County Water Control and Improvement District No. 17 Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, maturing annually on May 1 through 2032. Interest varies from 2.00% to 4.00% and is payable on May 1 and November 1 each year. Bonds are callable on May 1, 2030.	<u>19,025,000</u>	<u>200,000</u>
Total long-term debt	<u>\$ 123,699,998</u>	<u>8,985,000</u>

No accretion payable is due in one year at September 30, 2020.

On November 26, 2019, the District issued \$4,500,000 Serene Hills Defined Area Unlimited Tax Bonds, Series 2019, to reimburse the District's developer for construction and engineering, pay interest on funds advanced by the developer on behalf of the District, and pay certain other costs related to the issuance of bonds. The net proceeds of \$4,256,956 (after payment of \$276,663 in underwriter fees, insurance, and other bond related costs) was deposited in the Capital Projects Fund to provide payments for developer reimbursements and to reimburse for bond issue costs.

On September 22, 2020, the District issued \$19,025,000 in Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, Series 2020, to advance refund \$1,685,000 of its previously issued Series 2011 bonds, advance refund \$6,545,000 of its previously issued Series 2012 bonds and advance refund \$11,420,000 of its previously issued Series 2013 bonds in order to lower its overall debt service requirements. The net proceeds of \$19,978,896 (after payment of \$687,859 in underwriting fees, insurance, and other issuance costs) were used for the following: 1) \$19,973,409 was deposited with an escrow agent to provide the debt service payment on the portion of bonds advance refunded; and 2) \$5,487 was deposited in the District's Debt Service Fund for future principal and interest payments. As a result, \$19,650,000 of bond principal is considered defeased, and the liability of these bonds was removed from the basic financial statements. The reacquisition price exceeded the net carrying amount of the old debt by \$323,409. This amount is recorded as a deferred outflow of resources and amortized over the remaining life of the refunded debt which was equal to the life of the new debt issued. The advance refunding reduced debt service payments by \$1,257,035 and resulted in an economic gain of \$1,293,708.

The bond resolutions require that the District levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due and cover the cost of assessing and collecting taxes. These provisions have been met, and the cash allocated for these purposes is sufficient to meet debt service requirements through the fiscal year ended September 30, 2020.

The Series 1997 Bond Resolution requires the District to use fees collected from users in the Apache Shores water system for payment of the interest and principal on bonds when due.

As of September 30, 2020, the debt service requirements to maturity on the long-term debt outstanding is as follows:

Fiscal Year	Principal	Interest	Total Requirement
2021	\$ 8,985,000	3,693,858	12,678,858
2022	7,379,998	4,685,092	12,065,090
2023	7,930,000	3,469,925	11,399,925
2024	8,190,000	3,222,267	11,412,267
2025	7,825,000	2,969,307	10,794,307
2026-2030	41,545,000	10,691,531	52,236,531
2031-2035	23,800,000	4,786,328	28,586,328
2036-2040	12,805,000	1,821,825	14,626,825
2041-2045	5,240,000	363,329	5,603,329
Total	<u>\$ 123,699,998</u>	<u>35,703,462</u>	<u>159,403,460</u>

The outstanding Steiner Ranch Defined Area Unlimited Tax Refunding Bonds, Series 2016, include both current interest bonds and capital appreciation bonds. The interest shown above, with respect to the capital appreciation bonds, includes the interest to be paid on the bonds maturing in the respective years and does not include accrued interest on bonds not maturing in those years.

In the current year, the District defeased certain outstanding general obligation bonds by placing the proceeds of the new bonds in irrevocable trusts to provide for all the future debt service payments on the old bonds. Accordingly, the trust account assets and defeased bonds are not included in the District's financial statements. At September 30, 2020, outstanding bonds of \$19,650,000 are considered defeased.

At September 30, 2020, unlimited tax bonds of approximately \$34,155,000 were authorized by the District, but unissued. Of this amount, \$29,925,000 represents unissued Serene Hills Defined Area Bond authority, and \$4,230,000 represents Flintrock Ranch Estates Defined Area Bond authority.

8. Property Taxes

The Texas Water Code authorizes the District to levy a tax each October 1 on the assessed value listed as of the prior January 1 for all real and business personal property located within its boundaries. Assessed values are established annually by the Travis Central Appraisal District. District property tax revenues are recognized when levied to the extent that they are collected in the current year. The uncollected balance is reported as deferred revenue. Taxes receivable are due January 1 and are delinquent if received after January 31 and are subject to penalty and interest charges.

The combined tax rate was \$0.0599 per \$100 assessed valuation District-wide, except for the Steiner Ranch Defined Area, Flintrock Ranch Estates Defined Area, and the Serene Hills Defined Area. The Steiner Ranch Defined Area, Flintrock Ranch Estates Defined Area, and Serene Hills Defined Area had additional tax rates of \$0.2899, \$0.3422, and \$0.6250 per \$100 assessed valuation, respectively. The total 2019 tax levy was \$14,109,298 based on a taxable valuation of \$10,080,567,150.

9. Fund Balances

The District complies with GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds. Those fund balance classifications are described below.

Nonspendable - Amounts that cannot be spent because they are either not in a spendable form or are legally or contractually required to be maintained intact.

Restricted - Amounts that can be spent only for specific purposes because of constraints imposed by external providers, or imposed by constitutional provisions or enabling legislation.

Committed - Amounts that can only be used for specific purposes pursuant to approval by formal action by the Board.

Assigned - For the General Fund, amounts that are appropriated by the Board that are to be used for specific purposes. For all other governmental funds, any remaining positive amounts not previously classified as nonspendable, restricted or committed.

Unassigned - Amounts that are available for any purpose; these amounts can be reported only in the District's General Fund.

The detail of the fund balances is included in the Governmental Funds Balance Sheet on page 10.

Fund balance of the District may be committed for a specific purpose by formal action of the Board, the District's highest level of decision-making authority. Commitments may be established, modified, or rescinded only through a resolution approved by the Board. The Board has delegated the authority to assign fund balance for a specific purpose to the General Manager of the District.

In circumstances where an expenditure is to be made for a purpose for which amounts are available in multiple fund balance classifications, the order in which resources will be expended is as follows: restricted fund balance, committed fund balance, assigned fund balance, and lastly, unassigned fund balance.

10. Impact Fees

In July 1984, the District's Board voted for an amendment to the District's Rules and Policies which provides for the assessing of certain fees from developers in the area serviced by the District. These fees are kept separate from other revenue of the District and are used for the purpose of constructing improvements to the District's water treatment, storage, pumping and transmission facilities.

In December 1987, the District and Steiner Ranch Development Corporation (the “Developer”) entered into an annexation agreement. In May 1988, the voters of the District approved the issuance of Defined Area Bonds for the annexed land. The issuance of the Defined Area Bonds is for payment and reimbursement to the Developer for a portion of all costs to provide water, sewer and drainage facilities for the annexed land. The District cannot issue new Steiner Ranch Defined Area debt if the tax rate for payment of debt service on the Defined Area Bonds is greater than \$0.89 minus the District-wide tax rate per \$100 assessed valuation.

The District’s Board has regularly reviewed and approved Land Use Assumptions and Capital Improvements Plans for Water and Wastewater for all regions of the District. By doing so they have approved Water and Wastewater Impact Fees. These fees are kept separate from other revenue of the District and are used for the purpose of constructing improvements to the District’s Water and Wastewater treatment, storage, pumping and transmission facilities. At September 30, 2020, the District had committed fund balance related to these impact fees of \$636,460.

11. Deferred Compensation Plans

The District offers its employees a deferred compensation plan established in accordance with Internal Revenue Code 457 and a deferred compensation plan established in accordance with Internal Revenue Code 401(a). Assets and income of the District’s plans are held in custodial accounts with a bank for the exclusive benefit of participants and their beneficiaries. Accordingly, the plans’ assets and liabilities are not recorded in the District’s basic financial statements.

12. Risk Management

The District’s risk management program includes coverage through third party insurance providers for automobile liability, director and officer liability, public official position liability, and general liability. Losses in excess of the various deductible levels are covered through traditional indemnity coverage. Settled claims have not exceeded insurance limits for the past three years.

13. Commitments and Contingencies

The District has entered into construction contracts for the following projects as of September 30, 2020:

Project Name	Remaining Commitments
Eck Ln & Mansfield WTP Improvements	\$ 1,143,800
Lohmans Pump Station Improvements	1,504,680
Total remaining commitments	<u>\$ 2,648,480</u>

The District has entered into several cost share agreements between the District and the developers for the sharing of construction and engineering expenses related to various projects. The Cost Share Agreements represent the respective pro-rata share of capacity each party shall have in the projects.

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout the United States. While the disruption is expected to be temporary, there is uncertainty around the duration. Due to the nature of the District's services, the pandemic may negatively impact the District's business, results of operations, and financial position; however, the related financial impact cannot be reasonably estimated at this time.

14. Water and Wastewater Contracts

Contract 59757

On May 23, 2001, the District entered into a contract with the Lower Colorado River Authority (the "LCRA") for the right to divert up to 8,800 acre-feet (2,867,920,000 gallons) of raw water per annum from Lake Travis in Travis County, Texas. This contract was amended on April 7, 2011. Water supplied under this contract will be utilized for municipal uses only. The term of the contract is 50 years, ending on May 23, 2051.

On a monthly basis, the District agrees to pay an amount equal to the water rate determined by the Board of Directors of the LCRA to then be in effect for all sales of water for municipal purposes times the amount of water diverted during the previous month. On a calendar year basis, the District agrees to pay an amount equal to the rate determined by the Board of Directors of the LCRA, to then be in effect for diversion of water in amounts in excess of the maximum annual quantity (the "Inverted Block Rate"). As of September 30, 2020, the raw water rate was \$145/acre-feet of water and the Inverted Block Rate was \$290/acre-feet of water. During the current fiscal year, the District incurred costs of \$1,148,757 in relation to Contract 59757 with the LCRA.

Contract 8000287348

On August 16, 2013, the District entered into a contract with the LCRA for the right to divert up to 494 acre-feet of raw water per annum from Lake Travis in Travis County, Texas. Water supplied under this contract will be utilized for recreational uses only. The term of the contract is 10 years.

On a monthly basis, the District agrees to pay an amount equal to the water rate determined by the Board of Directors of the LCRA to then be in effect for all sales of water for recreational purposes times the amount of water diverted during the previous month. On a calendar year basis, the District agrees to pay an amount equal to the water rate times 50% of the "reserved water", which is the difference between the maximum annual quantity and the amount of water actually diverted. In addition, the District agrees to pay an amount equal to the rate determined by the Board of Directors of the LCRA, to then be in effect for diversion of water in amounts in excess of the maximum annual quantity (the "Inverted Block Rate"). As of September 30, 2020, the raw water rate was \$145/acre-feet of water, the reserved water rate was \$72.50/acre-feet of water and the Inverted Block Rate was \$217.50/acre-feet of water. During the current fiscal year, the District incurred costs of \$36,364 in relation to this contract with the LCRA.

West Travis County Public Utility Agency

On May 10, 2007, the District entered into a Wholesale Wastewater Service Agreement with the LCRA. The First Amendment to the agreement was approved on January 6, 2009. In addition, on February 16, 2012, the District consented to the assignment of this agreement from the LCRA to the West Travis County Public Utility Agency (the “PUA”). In accordance with the agreement, the PUA agrees to collect, treat and dispose of wastewater originating from the Falconhead West development. The PUA will provide up to a maximum monthly flow rate of 100 gallons per minute and a peak flow rate of 400 gallons per minute. The District has installed flow meters to accurately account for the flow of wastewater to the PUA. The PUA will establish rates, charges and fees for the service provided under the agreement. As of September 30, 2020, the minimum monthly fee being charged to the District was \$17,936. The District is also charged \$5.10 per 1,000 gallons of actual flow through the meters. During the current fiscal year, the District incurred \$383,066 in charges related to this agreement for wastewater delivered to the PUA.

Lakeway Municipal Utility District

On December 23, 2005, the District entered into an Agreement for Wholesale Wastewater Service with Lakeway Municipal Utility District (“Lakeway”). The First Amendment to the agreement was approved on December 17, 2009. In accordance with the agreement, Lakeway commits and agrees to accept and treat up to 600 living unit equivalents (LUEs), as defined in the agreement, of wastewater from development within the District. The purchase price to be paid by the District for each LUE is \$7,300. As of September 30, 2020, the District had purchased 305 LUEs from Lakeway. Lakeway charges a monthly volume charge for wastewater that flows through the meter. As of September 30, 2020, the current volume charge is \$5.79 per 1,000 gallons of flow. During the current fiscal year, the District paid Lakeway \$123,315 for volume charges in relation to actual wastewater flows.

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APPENDIX C

FORM OF BOND COUNSEL'S OPINION

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[An opinion in substantially the following form will be delivered by McCall, Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the Bonds, assuming no material changes in facts or law.]

**TRAVIS COUNTY WATER CONTROL AND IMPROVEMENT
DISTRICT NO. 17
FLINTROCK RANCH ESTATES DEFINED AREA
UNLIMITED TAX BONDS, SERIES 2021
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$1,665,000**

AS BOND COUNSEL FOR THE TRAVIS COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 17 (the "District") of the bonds described above (the "Bonds"), we have examined into the legality and validity of the Bonds, which bear interest from the dates specified in the text of the Bonds, until maturity or redemption, at the rates and payable on the dates specified in the text of the Bonds all in accordance with the order of the Board of Directors of the District adopted on July 15, 2021 authorizing the issuance of the Bonds (the "Order").

WE HAVE EXAMINED the Constitution and laws of the State of Texas, certified copies of the proceedings of the District, including the Order and other documents authorizing and relating to the issuance of the Bonds; and we have examined various certificates and documents executed by officers and officials of the District upon which certificates and documents we rely as to certain matters stated below. We have also examined one of the executed Bonds (Bond Numbered T-1) and specimens of Bonds to be authenticated and delivered in exchange for the Bonds.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that said Bonds have been duly authorized, issued and delivered in accordance with law; and that said Bonds, except as the enforceability thereof may be limited by laws relating to governmental immunity, bankruptcy, insolvency, reorganization, moratorium, liquidation and other similar laws now or hereafter enacted related to creditors' rights generally or by general principle of equity which permit the exercise of judicial discretion, constitute valid and legally binding obligations of the District, payable from ad valorem taxes without legal limit as to rate or amount to be levied and collected by the District upon taxable property within the Flintrock Ranch Estates Defined Area within the District, which taxes the District has covenanted to levy in an amount sufficient (together with revenues and receipts from other sources which are legally available for such purposes) to pay the interest on and the principal of the Bonds. Such covenant to levy taxes is subject to the right of a city, under existing Texas law, to annex all of the territory within the District; to take over all properties and assets of the District; to assume all debts, liabilities, and obligations of the District, including the Bonds; and to abolish the District.



THE DISTRICT reserves the right to issue additional bonds which will be payable from taxes; bonds, notes, and other obligations payable from revenues; and bonds payable from contracts with other persons, including private corporations, municipalities, and political subdivisions.

IT IS FURTHER OUR OPINION, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, published rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on, certain representations, the accuracy of which we have not independently verified, and assume compliance with certain covenants regarding the use and investment of the proceeds of the Bonds and the use of the property financed therewith. We call your attention to the fact that if such representations are determined to be inaccurate or if the District fails to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the AService@); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the District as the taxpayer. We observe that the District has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Bonds, including the amount, accrual or receipt of interest on, the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds.



WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the District, and, in that capacity, we have been engaged by the District for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified, any records, data, or other material relating to the financial condition or capabilities of the District, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the District as to the current outstanding indebtedness of, and assessed valuation of taxable property within the District. Our role in connection with the District's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

THE FOREGOING OPINIONS represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result.

Respectfully,

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APPENDIX D

SPECIMEN MUNICIPAL BOND INSURANCE POLICY

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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)

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SPECIALIZED PUBLIC FINANCE INC.
FINANCIAL ADVISORY SERVICES