

OFFICIAL STATEMENT DATED JUNE 26, 2019

NEW ISSUE-BOOK-ENTRY-ONLY

RATINGS: BAM Insured S&P: "AA"
Moody's Underlying Rating: "Baa1" (Stable Outlook)
See "MUNICIPAL BOND RATINGS" AND "BOND INSURANCE"

Delivery of the Bonds is subject to the opinion of McCall, Parkhurst & Horton LLP, 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 DISTRICT HAS DESIGNATED THE BONDS AS "QUALIFIED TAX-EXEMPT OBLIGATIONS." See "TAX MATTERS – Qualified Tax-Exempt Obligations for Financial Institutions" herein.

\$4,060,000

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
(A Political Subdivision of the State of Texas Located in Williamson and Travis Counties, Texas)

UNLIMITED TAX REFUNDING BONDS, SERIES 2019

Dated: July 23, 2019

Due: September 1, as shown on the inside cover page

The \$4,060,000 Lakeside Municipal Utility District No. 3 Unlimited Tax Refunding Bonds, Series 2019 (the "Bonds") constitute obligations solely of Lakeside Municipal Utility District No. 3 (the "District") and are not obligations of the State of Texas (the "State"); the City of Pflugerville, Texas; Williamson County, Texas; Travis County, Texas; or any entity other than the District. The Bonds will be issued in fully registered form only, in denominations of \$5,000 or any integral multiple of \$5,000. Interest on the Bonds accrues from the date of delivery, currently anticipated to be July 23, 2019, and is payable September 1, 2019 and each March 1 and September 1 thereafter until the earlier of maturity or redemption. The Bonds will be initially registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent/Registrar directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds. See "BOOK-ENTRY-ONLY-SYSTEM." The initial Paying Agent/Registrar for the Bonds is UMB Bank, N.A., Austin, Texas. The Bonds are being issued to currently refund a portion of the District's outstanding Unlimited Tax Bonds, Series 2012, Unlimited Tax Refunding Bonds, Series 2013, and Unlimited Tax Bonds, Series 2013A to achieve a debt service savings and pay the costs of issuing the Bonds. See "PLAN OF FINANCING."

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by **BUILD AMERICA MUTUAL ASSURANCE COMPANY**. See "MUNICIPAL BONDS RATINGS" and "BOND INSURANCE."



**MATURITY SCHEDULE, INTEREST RATES, INITIAL YIELDS,
REDEMPTION PROVISIONS and CUSIP NUMBERS**

(see inside cover page)

THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See "INVESTMENT CONSIDERATIONS" herein.

The Bonds are offered when, as and if issued by the District, subject to the approval of the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel to the District. Certain legal matters will be passed upon for the Underwriter by its counsel, Hunton Andrews Kurth LLP, Houston, Texas. The Bonds in definitive form are expected to be available for delivery in book-entry form through DTC, on July 23, 2019.

**Hutchinson, Shockey,
Erley & Co.**

MATURITY SCHEDULE*
(Due September 1)

CUSIP Prefix: 512185

Due	Principal Amount	Interest Rate	Initial Reoffering Yield ^(b)	CUSIP Suffix ^(c)	Due	Principal Amount	Interest Rate	Initial Reoffering Yield ^(b)	CUSIP Suffix ^(c)
2023	\$ 85,000	4.000%	1.950%	GY9	2029 ^(a)	\$ 470,000	4.000%	2.400%	HE2
2024	350,000	4.000%	2.050%	GZ6	2030 ^(a)	490,000	4.000%	2.500%	HF9
2025	390,000	4.000%	2.100%	HA0	2031 ^(a)	500,000	4.000%	2.550%	HG7
2026	400,000	4.000%	2.200%	HB8	2032 ^(a)	375,000	4.000%	2.600%	HH5
2027	415,000	4.000%	2.280%	HC6	2033 ^(a)	155,000	4.000%	2.650%	HJ1
2028 ^(a)	430,000	4.000%	2.350%	HD4					

- (a) Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, the Bonds maturing on and after September 1, 2028, in whole or from time to time in part, on September 1, 2027, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. See “THE BONDS – Redemption.”
- (b) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first allowable redemption date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Underwriter (as herein defined). The yields may be changed at any time at the discretion of the Underwriter.
- (c) 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 Intelligences 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 provided by CUSIP Global Services. None of the Underwriter, the District, or the Financial Advisor is responsible for the selection or correctness of the CUSIP numbers set forth herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part as a result of the procurement of secondary market portfolio insurance or other similar enhancements by investors that is applicable to all or a portion of certain maturities of the Bonds.

Build America Mutual Assurance Company (“BAM”) makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under the heading “Bond Insurance” and “APPENDIX C – Specimen Municipal Bond Insurance Policy.”

TABLE OF CONTENTS

MATURITY SCHEDULE.....	2	Future Development.....	34
USE OF INFORMATION IN OFFICIAL STATEMENT.....	4	THE DEVELOPER.....	34
SALE AND DISTRIBUTION OF THE BONDS.....	4	Role of Developer.....	34
Underwriting.....	4	Description of the Developer.....	34
Prices and Marketability.....	4	Acquisition and Development Financing.....	34
Securities Laws.....	4	Homebuilder within the District.....	34
MUNICIPAL BOND RATING.....	5	Utility Construction Agreements.....	34
BOND INSURANCE.....	5	Agricultural Waiver.....	35
Bond Insurance Policy.....	5	THE SYSTEM.....	35
Build America Mutual Assurance Company.....	5	Regulation.....	35
OFFICIAL STATEMENT SUMMARY.....	7	Water Supply and Distribution.....	35
THE DISTRICT.....	7	Wastewater Collection and Treatment.....	35
THE BONDS.....	7	100-Year Flood Plain.....	35
INVESTMENT CONSIDERATIONS.....	9	Water and Wastewater Operations Rate and Fee Schedule - Table 1.....	36
SELECTED FINANCIAL INFORMATION.....	10	Operating Revenues and Expenses Statement - Table 2.....	37
INTRODUCTION.....	12	DEBT SERVICE REQUIREMENTS SCHEDULE – TABLE 3.....	38
PLAN OF FINANCING.....	12	FINANCIAL STATEMENT.....	39
Purpose.....	12	Assessed Value - Table 4.....	39
The Refunded Bonds.....	13	Unlimited Tax Bonds Authorized but Unissued - Table 5.....	40
The Remaining Outstanding Bonds.....	14	Outstanding Bonds - Table 6.....	40
The Escrow Agreement.....	15	Cash and Investment Balances - Table 7.....	41
Sources and Uses of Funds.....	15	Investment Authority and Investment Practices of the District.....	41
THE BONDS.....	15	Current Investments - Table 8.....	42
General Description.....	15	Estimated Overlapping Debt Statement.....	42
Redemption.....	15	Overlapping Taxes for 2018.....	43
Selection of Bonds for Redemption.....	16	TAX DATA.....	44
DTC Redemption Provision.....	16	Classification of Assessed Valuation - Table 9.....	44
Termination of Book-Entry-Only System.....	16	Tax Collections - Table 10.....	44
Replacement Bonds.....	17	District Tax Rates - Table 11.....	45
Authority for Issuance.....	17	Tax Rate Limitation.....	45
Source of and Security for Payment.....	17	Maintenance Tax.....	45
Payment Record.....	17	Principal Taxpayers - Table 12.....	45
Flow of Funds.....	18	Tax Adequacy for Debt Service.....	46
Defeasance of Outstanding Bonds.....	18	Debt Service Fund Management Index.....	46
Paying Agent/Registrar.....	19	TAXING PROCEDURES.....	46
Record Date.....	19	Authority to Levy Taxes.....	46
Issuance of Additional Debt.....	19	Property Tax Code and County Wide Appraisal District.....	47
Legal Investment and Eligibility to Secure Public Funds in Texas.....	19	Property Subject to Taxation by the District.....	47
Specific Tax Covenants.....	20	Valuation of Property for Taxation.....	48
Additional Covenants.....	20	District and Taxpayer Remedies.....	48
Remedies in Event of Default.....	20	Levy and Collection of Taxes.....	48
Consolidation.....	21	District's Rights In The Event Of Tax Delinquencies.....	49
Annexation.....	21	Effect of FIRREA on Tax Collections.....	50
Comprehensive Development Agreement.....	21	LEGAL MATTERS.....	50
Alteration of Boundaries.....	21	No-Litigation Certificate.....	50
Approval of the Bonds.....	22	VERIFICATION OF ESCROW SUFFICIENCY AND YIELDS.....	50
Amendments to the Bond Order.....	22	TAX MATTERS.....	51
BOOK-ENTRY-ONLY SYSTEM.....	22	Opinion.....	51
INVESTMENT CONSIDERATIONS.....	24	Federal Income Tax Accounting Treatment of Original Issue	
General.....	24	Discount.....	51
Factors Affecting Taxable Values and Tax Payments.....	24	Collateral Federal Income Tax Consequences.....	52
Tax Collections and Foreclosure Remedies.....	25	State, Local and Foreign Taxes.....	52
Registered Owners' Remedies.....	25	Information Reporting and Backup Withholding.....	52
Bond Insurance Risks.....	25	Qualified Tax-Exempt Obligations for Financial Institutions.....	52
Bankruptcy Limitation to Registered Owners' Rights.....	26	CONTINUING DISCLOSURE OF INFORMATION.....	53
The Effect of the Financial Institutions Act of 1989 on Tax		Annual Reports.....	53
Collections of the District.....	26	Notice of Certain Events.....	53
Marketability.....	26	Availability of Information from MSRB.....	54
Continuing Compliance with Certain Covenants.....	27	Limitations and Amendments.....	54
Future Debt.....	27	Compliance with Prior Undertakings.....	54
No Requirement to Build on Developed Lots.....	27	FINANCIAL ADVISOR.....	54
Forward-Looking Statements.....	27	UNDERWRITING.....	54
Future and Proposed Legislation.....	27	OFFICIAL STATEMENT.....	54
Environmental Regulation.....	27	Preparation.....	54
Drought Conditions.....	29	Consultants.....	55
Storm Water.....	29	Annual Audits.....	55
LOCATION MAP.....	30	PHOTOGRAPHS.....	56
General.....	31	APPENDIX A – Audited Financial Statements	
Management of the District.....	31	APPENDIX B – Form of Bond Counsel Opinion	
Location.....	32	APPENDIX C – Specimen Municipal Bond Insurance Policy	
Current Status of Development.....	33		

USE OF INFORMATION IN OFFICIAL STATEMENT

This Official Statement does not alone constitute, and is not authorized by the District for use in connection with, an offer to sell or the solicitation of any offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

All of the summaries of the statutes, orders, contracts, records, and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the District's General Counsel, 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 the other matters described herein since the date hereof. However, the District has agreed to keep this Official Statement current by amendment or sticker to reflect material changes in the affairs of the District, and to the extent that information actually comes to its attention, other matters described in the Official Statement until delivery of the Bonds to the Underwriter and thereafter only as specified in "CONTINUING DISCLOSURE OF INFORMATION."

NONE OF THE DISTRICT, THE FINANCIAL ADVISOR, OR THE UNDERWRITER MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY-ONLY SYSTEM.

THE CONTENTS OF THIS OFFICIAL STATEMENT ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS OR TAX ADVICE, AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN ATTORNEYS AND BUSINESS AND TAX ADVISORS.

SALE AND DISTRIBUTION OF THE BONDS

Underwriting

The Underwriter listed on the cover page of this Official Statement has agreed, subject to certain conditions, to purchase the Bonds from the District pursuant to a bond purchase agreement (the "Bond Purchase Agreement") for \$4,468,849.71 (an amount equal to the principal amount of the Bonds, plus an original issue premium of \$448,507.40, less an Underwriter's discount of \$39,657.69).

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement pursuant to its responsibilities to investors under the federal securities laws, but the Underwriter does not guarantee the accuracy or completeness of such information.

Prices and Marketability

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Underwriter after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. IN CONNECTION WITH THE OFFERING OF THE BONDS, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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

Securities Laws

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE BONDS OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the offer and sale of the Bonds has been filed with 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 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.

The statements contained in this Official Statement and in other information provided by the District that are not purely historical are forward-looking statements, including regarding the District's expectations, hopes, intentions or strategies regarding the future. 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. See "INVESTMENT CONSIDERATIONS- Forward-Looking Statements."

Any 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 a part of, this Official Statement.

MUNICIPAL BOND RATING

S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P") has assigned a rating of "AA" (stable outlook) to the Bonds, as a result of a municipal bond insurance policy to be issued by Build America Mutual ("BAM" or the "Insurer") at the time of delivery of the Bonds. Additionally, Moody's Investors Service, Inc. ("Moody's") has assigned an underlying rating of "Baa1" to the Bonds.

An explanation of the significance of a rating may be obtained by from the company furnishing the rating. The rating reflects only the respective view of such company, 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.

BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company ("BAM") will issue its Municipal Bond Insurance Policy for the Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an appendix to the 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, 2019 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$513.9 million, \$105 million and \$408.9 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 buildamerica.com/creditisights/. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

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

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

(The remainder of this page intentionally left blank)

OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere 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 DISTRICT

The District	Lakeside Municipal Utility District No. 3 (the "District"), a political subdivision of the State of Texas, was created by order of the Texas Commission on Environmental Quality (the "TCEQ" or the "Commission"), effective September 1, 2005, and confirmed pursuant to an election held within the District on November 8, 2005. The District was created for the purpose of providing, operating, and maintaining facilities to control storm water, distribute potable water, and to collect and treat wastewater and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, and Article XVI, Section 59 of the Texas Constitution. See "THE DISTRICT – General."
Location	The District, which encompasses approximately 283 acres of land, is located predominantly in northeast Travis County with a small portion located in southeast Williamson County and lies approximately five miles northeast of downtown of the City of Pflugerville, Texas (the "City"). The District is located north of and adjacent to Rowe Lane, approximately one mile east of FM 685 North on State Highway 130 Toll Road, an approximately 49 mile toll road that extends from north of Georgetown to Seguin, Texas and Interstate Highway 10 ("SH 130"), and is contained entirely within the extraterritorial jurisdiction of the City of Pflugerville, Texas. See "THE DISTRICT – Location."
The Developer	The Developer currently active within the District is Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership ("Lennar"). See the "DEVELOPER." The General Partner of Lennar Homes of Texas Land and Construction, Ltd. is Lennar Texas Holding Company, a Texas corporation which is an affiliate of Lennar Corporation which is a publicly traded company.
Status of Development	Of the approximately 283 acres within the District approximately 257 acres are developable under current land development and water quality regulations. As of April 25, 2019, approximately 243 acres (or 94.61% of the approximately 257 developable acres within the District) have been developed with utility facilities as the single-family residential subdivision The Commons at Rowe Lane Phases I, II-A, II-B, II-C, III-A, III-B, IV-A, IV-B, V-A, V-B, VI-A, VII, and VIII, which encompass a total of 884 single-family lots, which include 740 completed homes, 9 homes under construction, and 135 vacant single-family lots. The District also contains an amenity center totaling 7,500 square feet on 2.26 acres, which includes an adult pool, children's pool, volleyball court, sport court, playground, park, and hike and bike trails. See "THE DISTRICT – Current Status of Development."
Homebuilder	According to the Developer, Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, is currently the only active homebuilder within the District. The homes range in price from \$237,900 to \$297,900 with square footage ranging from 1,662 to 3,306. See "THE DEVELOPERS."

THE BONDS

Description	The \$4,060,000 on Unlimited Tax Refunding Bonds, Series 2019 (the "Bonds") mature serially in varying amounts on September 1 of each of the years 2023 through 2033, as set forth on the inside cover page hereof. Interest accrues from the date of delivery, currently anticipated to be July 23, 2019 at the rates per annum set forth on the inside cover page hereof and is payable on September 1, 2019 and each March 1 and September 1 thereafter until maturity or earlier redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity. See "THE BONDS - General Description."
Redemption	The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2028, in whole or from time to time in part, on September 1, 2027, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. See "THE BONDS - Redemption."
Source of Payment	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, upon all taxable property within the District, which under Texas law is not legally limited as to rate or amount. See "TAXING PROCEDURES." The Bonds are obligations solely of the District and are not obligations of the City of Pflugerville, Texas; Williamson County, Texas; Travis County, Texas; the State of Texas; or any entity other than the District. See "THE BONDS - Source of and Security for Payment."

Payment Record	The District has previously issued seven (7) installments of unlimited tax new money bonds and one (1) installment of unlimited tax refunding bonds. The District has never defaulted on the timely payment of principal and interest on its previously issued obligations entitled: “\$1,675,000 Unlimited Tax Bonds, Series 2008” (the “Series 2008 Bonds”); “\$1,325,000 Unlimited Tax Bonds, Series 2010” (the “Series 2010 Bonds”); “\$1,725,000 Unlimited Tax Bonds, Series 2012” (the “Series 2012 Bonds”); “\$2,745,000 Unlimited Tax Refunding Bonds, Series 2013” (the “Series 2013 Bonds”); “\$2,250,000 Unlimited Tax Bonds, Series 2013A” (the “Series 2013A” Bonds); “\$2,000,000 Unlimited Tax Bonds, Series 2014” (the “Series 2014 Bonds”); “\$4,000,000 Unlimited Tax Bonds, Series 2016” (the “Series 2016 Bonds”); and “\$3,730,000 Unlimited Tax Bonds, Series 2018” (the “Series 2018 Bonds”). The proceeds of each installment of unlimited tax new money bonds included up to 24 months of capitalized interest. See “FINANCIAL STATEMENT - Outstanding Bonds.”
Authority for Issuance.....	The Bonds are being issued pursuant to Article XVI, Section 59 of the Texas Constitution, the general laws of the State of Texas including Chapters 49 and 54 of the Texas Water Code, as amended, a bond election held within the District on November 8, 2005, approving the issuance of the bonds, an order adopted by the Board of Directors of the District on March 13, 2019 and a pricing certificate executed by the pricing officer as designated in the order (the order and the pricing certificate are collectively referred to herein as the “Bond Order”). See “THE BONDS – Authority for Issuance.”
Use of Proceeds.....	Proceeds from the sale of the Bonds will be used to (i) establish an escrow fund to currently refund \$1,0350,000 of the District’s Unlimited Tax Bonds, Series 2012, \$1,705,000 of the District’s Unlimited Tax Refunding Bonds, Series 2013, and \$1,475,000 of the District’s Unlimited Tax Bonds, Series 2013A (collectively, the “Refunded Bonds”), to achieve a debt service savings; and (ii) pay the costs of issuing the Bonds. See “PLAN OF FINANCING.”
Bonds Authorized But Unissued.....	At an election held within the District on November 8, 2005, the voters within the District approved the issuance of the \$55,500,000 in new money unlimited tax bonds for water, wastewater and drainage facilities. The District has previously issued \$16,705,000 in new money unlimited tax bonds for water, wastewater and drainage facilities and has \$38,795,000 remaining in authorized but unissued bonds. See “FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued” and “THE BONDS.” The Comprehensive Development Agreement with the City of Pflugerville limits the amount of bonds that can be issued to reimburse the Developers to \$25,775,000 plus a reasonable adjustment for inflation. See “The District – Comprehensive Development Agreement.” Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$3,975,000 in new money unlimited tax bonds for the acquisition and construction of parks and recreational facilities, all of which remain authorized but unissued. Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$59,475,000 in unlimited tax refunding bonds. The District has previously issued one series of unlimited tax refunding bonds, which used \$410,000.00 in refunding authorization, and the issuance of the Bonds uses an additional \$84,022.01 of the District’s voted authorization of refunding bonds. After the issuance of the bonds, \$58,980,977.99 of voted authorization of refunding bonds will remain unissued.
Municipal Bond Rating and Insurance	S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) has assigned a rating of “AA” (stable outlook) to the Bonds, as a result of the municipal bond insurance policy to be issued by Build America Mutual (“BAM” or the “Insurer”) at the time of delivery of the Bonds. Additionally, Moody’s Investors Service, Inc. (“Moody’s”) has assigned an underlying rating of “Baa1” to the Bonds.
Qualified Tax-Exempt Obligations	The District has designated the Bonds as “qualified tax-exempt obligations” pursuant to section 265(b) of the Internal Revenue Code of 1986, as amended, and has represented that the total amount of tax-exempt obligations (including the Bonds) issued by it during calendar year 2019 is not reasonably expected to exceed \$10,000,000. See “TAX MATTERS – Qualified Tax-Exempt Obligations for Financial Institutions.”
Bond Counsel	McCall, Parkhurst & Horton L.L.P., Austin, Texas.
General Counsel.....	Armbrust & Brown PLLC, Austin, Texas.
Financial Advisor	Public Finance Group LLC, Austin, Texas.
Underwriter’s Counsel	Hunton Andrews Kurth, LLP, Houston, Texas.
Verification Agent.....	Public Finance Partners, LLC, Minneapolis, Minnesota.

Paying Agent/Registrar UMB Bank, N.A., Austin, Texas
and Escrow Agent

INVESTMENT CONSIDERATIONS

The purchase and ownership of the Bonds involve certain investment considerations and all prospective purchasers are urged to examine carefully the Official Statement, including particularly the section captioned "INVESTMENT CONSIDERATIONS," with respect to the investment security of the Bonds.

(The remainder of this page intentionally left blank)

SELECTED FINANCIAL INFORMATION
(Unaudited)

2018 Certified Assessed Valuation	\$	207,742,777	(a)
2019 Preliminary Assessed Valuation	\$	213,981,640	(b)
Estimated Assessed Valuation as of April 25, 2019	\$	218,891,357	(c)
Gross Debt Outstanding (after issuance of the Bonds)	\$	15,180,000	(d)
Ratio of Gross Debt to 2018 Certified Assessed Valuation		7.09%	
Ratio of Gross Debt to 2019 Preliminary Assessed Valuation		6.93%	
Ratio of Gross Debt to Estimated Assessed Valuation as of April 25, 2019		6.93%	
2018 Tax Rate			
Debt Service	\$	0.4793	
Maintenance		<u>0.3607</u>	
Total 2018 Tax Rate		<u>\$ 0.8400</u>	(e)
Debt Service Fund Balance (as of June 12, 2019)	\$	1,578,200	(f)
Percentage of current tax collections - Tax Years (2006-2018)		99.96%	(g)
Percentage of total tax collections - Tax Years (2006-2018)		99.96%	(g)
Average Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Average Requirement") (2022-2033, inclusive)	\$	1,100,175	
Tax Rate required to pay Average Requirement based upon 2018 Certified Assessed Valuation at 95% collections	\$	0.56	/\$100 AV
Tax Rate required to pay Average Requirement based upon 2019 Preliminary Assessed Valuation at 95% collections	\$	0.55	/\$100 AV
Tax Rate required to pay Average Requirement based upon the Estimated Assessed Valuation as of April 25, 2019 at 95% collections	\$	0.53	/\$100 AV
Maximum Annual Debt Service Requirement of the Bonds and Outstanding Bonds ("Maximum Requirement") (2031)	\$	1,126,613	
Tax Rate required to pay Maximum Requirement based upon 2018 Certified Assessed Valuation at 95% collections	\$	0.58	/\$100 AV
Tax Rate required to pay Maximum Requirement based upon 2019 Preliminary Assessed Valuation at 95% collections	\$	0.56	/\$100 AV
Tax Rate required to pay Maximum Requirement based upon Estimated Assessed Valuation as of April 25, 2019 at 95% collections	\$	0.55	/\$100 AV
Number of connections as of April 25, 2019			
Single Family - Completed		740	
Single Family - Vacant		<u>9</u>	
Total Number of Connections		749	

[The footnotes appear on the following page.]

- (a) Assessed valuation of the District as of January 1, 2018 as certified by the Williamson Central Appraisal District ("WCAD") and the Travis Central Appraisal District ("TCAD"). See "TAXING PROCEDURES."
- (b) Preliminary assessed valuation of the District as of January 1, 2019 as provided by WCAD and TCAD, is included solely for purposes of illustration. No taxes will be levied on this assessed valuation unless it is certified by WCAD and TCAD. See "TAXING PROCEDURES."
- (c) Estimated assessed valuation of the District as of April 25, 2019 as provided by WCAD and TCAD, is included solely for purposes of illustration. No taxes will be levied on this assessed valuation unless it is certified by WCAD and TCAD. See "TAXING PROCEDURES."
- (d) Includes the Bonds, excludes the Refunded Bonds.
- (e) The District levied a 2018 tax rate of \$0.8400 at its meeting in September 2018.
- (f) Unaudited as of June 12, 2019. Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the debt service fund.
- (g) See "TAX DATA – Tax Collections."
- (h) Based upon 3.5 residents per completed and occupied single family home.

(The remainder of this page intentionally left blank)

**OFFICIAL STATEMENT
relating to**

\$4,060,000

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
(A Political Subdivision of the State of Texas Located in Williamson and Travis Counties, Texas)**

UNLIMITED TAX REFUNDING BONDS, SERIES 2019

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Lakeside Municipal Utility District No. 3 (the "District") of its \$4,060,000 Unlimited Tax Refunding Bonds, Series 2019 (the "Bonds").

The Bonds are issued pursuant to an order authorizing the issuance of the Bonds adopted by the Board of Directors of the District on March 13, 2019, a pricing certificate executed by the pricing officer as designated in the order (the order and the pricing certificate are collectively referred to herein as the "Bond Order"), the Constitution and general laws of the State of Texas (the "State") including Chapters 49 and 54 of the Texas Water Code, as amended, the bond election approved by the voters within the District on November 8, 2005, and the approving order of the Texas Commission on Environmental Quality (the "TCEQ" or "Commission").

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

Included in this Official Statement are descriptions of the Bonds and certain information about the District and its finances. ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District c/o Armbrust & Brown PLLC, 100 Congress Avenue, Suite 1300, Austin, Texas, 78701 or from the District's Financial Advisor, Public Finance Group LLC, 900 South Capital of Texas Highway, Building IV, Suite 475, Austin, Texas, 78746, upon payment of reasonable copying, mailing and handling charges.

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 undertaking to provide certain information on a continuing basis.

PLAN OF FINANCING

Purpose

The Bonds are being issued to achieve a debt service savings in the years 2019 through 2033, inclusive, by refunding \$1,035,000 of the District's Unlimited Tax Bonds, Series 2012, \$1,705,000 of the District's Unlimited Tax Refunding Bonds, Series 2013, and \$1,475,000 of the District's Unlimited Tax Bonds, Series 2013A (collectively, the "Refunded Bonds"). See "DEBT SERVICE REQUIREMENTS."

(The remainder of this page intentionally left blank)

The Refunded Bonds

The principal amounts and maturity dates of the Refunded Bonds are set forth below.

Year	Series 2012	Series 2013	Series 2013A	Total
2023	\$ -	\$ -	\$ 100,000	\$ 100,000
2024	90,000	175,000	100,000	365,000
2025	95,000	185,000	125,000	405,000
2026	100,000	190,000	125,000	415,000
2027	105,000	200,000	125,000	430,000
2028	115,000	200,000	125,000	440,000
2029	120,000	210,000	150,000	480,000
2030	130,000	220,000	150,000	500,000
2031	135,000	230,000	150,000	515,000
2032	145,000	95,000	150,000	390,000
2033	-	-	175,000	175,000
	\$ 1,035,000	\$ 1,705,000	\$ 1,475,000	\$ 4,215,000
Redemption Date:	9/1/2019	9/1/2019	9/1/2019	

At an election held within the District on November 8, 2005, the voters within the District approved the issuance of \$55,500,000 in new money unlimited tax bonds for water, wastewater and drainage facilities. The District has previously issued \$16,705,000 in bonds and has \$38,795,000 remaining in authorized but unissued bonds. See “FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued” and “THE BONDS.” The Comprehensive Development Agreement with the City of Pflugerville limits the amount of bonds that can be issued to reimburse the Developers to \$25,775,000 plus a reasonable amount for inflation. See “The District – Comprehensive Development Agreement.” Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$3,975,000 in new money unlimited tax bonds for the acquisition and construction of parks and recreational facilities, all of which remain authorized but unissued. Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$59,475,000 in unlimited tax refunding bonds. See “FINANCIAL STATEMENT – Outstanding Bonds” and “THE BONDS – Issuance of Additional Debt.” The District has previously issued one series of unlimited tax refunding bonds, which used \$410,000.00 refunding authorization, and the issuance of the Bonds uses an additional \$84,022.01 of the District’s voted authorization of refunding bonds. After the issuance of the bonds, \$58,980,977.99 of voted authorization of refunding bonds will remain unissued.

(The remainder of this page intentionally left blank)

The Remaining Outstanding Bonds

The following bonds will remain outstanding after issuance of the Bonds (collectively, the “Remaining Outstanding Bonds”):

Year	Series 2012	Series 2013	Series 2013A	Series 2014	Series 2016	Series 2018	The Bonds	Total
2019	65,000	150,000	100,000	5,000	100,000	100,000	-	520,000
2020	70,000	155,000	100,000	25,000	150,000	100,000	-	600,000
2021	75,000	165,000	100,000	25,000	150,000	100,000	-	615,000
2022	80,000	170,000	100,000	25,000	175,000	100,000	-	650,000
2023	85,000	170,000	-	25,000	175,000	100,000	85,000	640,000
2024	-	-	-	50,000	175,000	100,000	350,000	675,000
2025	-	-	-	50,000	175,000	100,000	390,000	715,000
2026	-	-	-	75,000	175,000	100,000	400,000	750,000
2027	-	-	-	75,000	175,000	100,000	415,000	765,000
2028	-	-	-	75,000	175,000	100,000	430,000	780,000
2029	-	-	-	75,000	175,000	100,000	470,000	820,000
2030	-	-	-	75,000	200,000	100,000	490,000	865,000
2031	-	-	-	75,000	225,000	100,000	500,000	900,000
2032	-	-	-	200,000	250,000	75,000	375,000	900,000
2033	-	-	-	450,000	250,000	75,000	155,000	930,000
2034	-	-	-	675,000	250,000	75,000	-	1,000,000
2035	-	-	-	-	950,000	75,000	-	1,025,000
2036	-	-	-	-	-	1,030,000	-	1,030,000
2037	-	-	-	-	-	1,000,000	-	1,000,000
2038	-	-	-	-	-	-	-	-
2039	-	-	-	-	-	-	-	-
	<u>\$ 375,000</u>	<u>\$ 810,000</u>	<u>\$ 400,000</u>	<u>\$ 1,980,000</u>	<u>\$ 3,925,000</u>	<u>\$ 3,630,000</u>	<u>\$ 4,060,000</u>	<u>\$ 15,180,000</u>

(The remainder of this page intentionally left blank)

The Escrow Agreement

The principal of and interest due on the Refunded Bonds are to be paid on the scheduled interest payment dates and the redemption date of such Refunded Bonds, as applicable, from cash to be deposited pursuant to a certain Escrow Agreement (the "Escrow Agreement") between the District and UMB Bank, N.A., Austin, Texas (the "Escrow Agent"). The Bond Order provides that from the proceeds of the sale of the Bonds received from the Underwriter the District will deposit with the Escrow Agent cash in an amount sufficient to accomplish the discharge and final payment of the Refunded Bonds on their redemption date.

In connection with the issuance of the Bonds, the District will give irrevocable instructions to provide notice to the owners of the Refunded Bonds that the Refunded Bonds will be redeemed prior to their stated maturity on the redemption date, on which date money will be made available to redeem the Refunded Bonds from money held under the Escrow Agreement.

By the deposit of the cash with the Escrow Agent pursuant to the Escrow Agreement, the District will have effected the defeasance of the Refunded Bonds pursuant to the terms of the Bond Order authorizing the issuance of such Refunded Bonds and in accordance with State law and in reliance upon the Verification Report described below. As a result of such defeasance and in reliance upon the Verification Report of Public Finance Partners LLC, the Refunded Bonds are deemed to have been fully paid and no longer outstanding, except for the purpose of being paid from funds provided therefore in the Escrow Agreement, and the District will have no further responsibility with respect to amounts available for the payment of such defeased bonds, including any insufficiencies.

Sources and Uses of Funds

The proceeds from the sale of the Bonds will be applied approximately as follows:

Sources of Funds:	
Par Amount of Bonds	\$4,060,000.00
Original Issue Premium	<u>448,507.40</u>
Total Sources of Funds	\$4,508,507.40
Uses of Funds:	
Escrow Deposit	\$4,298,351.25
Costs of Issuance (includes insurance premium)	169,827.70
Underwriter's Discount	39,657.69
Deposit to Debt Service Fund (Rounding Amount)	<u>670.76</u>
Total Uses of Funds	\$4,508,507.40

THE BONDS

General Description

The Bonds will bear interest from the date of delivery, currently anticipated to be July 23, 2019 and will mature on September 1 of the years and in the principal amounts, and will bear interest at the rates per annum, set forth on the inside cover page hereof. Interest on the Bonds will be paid on September 1, 2019 and each March 1 and September 1 thereafter until maturity and will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued in fully registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof, and when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry form only utilizing DTC's book-entry-only system (the "Book-Entry-Only System"). So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the paying agent to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent for the Bonds is UMB Bank, N.A., Austin, Texas (the "Paying Agent").

Redemption

Optional Redemption . . . The Bonds maturing on and after September 1, 2028, are subject to redemption prior to maturity at the option of the District, in whole or from time to time in part, on September 1, 2027, or on any date thereafter, at a redemption price equal to the principal amount thereof plus accrued interest from the most recent interest payment date to the date fixed for redemption.

Notice of Redemption . . . At least 30 calendar days prior to the date fixed for any optional redemption of Bonds or portions thereof prior to maturity a written notice of such optional redemption shall be sent by the Paying Agent by United States mail, first-class postage prepaid, to the registered owner of each Bond to be redeemed at its address as it appeared on the 45th calendar day prior to such optional redemption date and to major securities depositories and bond information services.

The Bonds of a denomination larger than \$5,000 may be redeemed in part (\$5,000 or any multiple thereof). Any Bond to be partially redeemed must be surrendered in exchange for one or more new Bonds of the same maturity for the unredeemed portion of the principal of the Bonds so surrendered. In the event of redemption of less than all of the Bonds, the particular maturities of the Bonds, or sinking fund installments in the case of Term Bonds, to be redeemed shall be selected by the District, if less than all of the Bonds of a particular maturity or sinking fund

installments in the case of the Term Bonds are to be redeemed; the Paying Agent is required to select the Bonds of such maturity to be redeemed by lot or other customary random method in accordance with DTC Procedures.

With respect to any optional redemption of the Bonds, unless certain prerequisites to such 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 has been received by the Paying Agent 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 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 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 will give notice in the manner in which the notice of redemption was given, to the effect that the Bonds have not been redeemed.

Selection of Bonds for Redemption

If less than all of the Bonds are called for redemption, the particular Bonds, or portions thereof, to be redeemed shall be selected and designated by the District, and if less than all of a maturity, or sinking fund installment in the case of Term Bonds, is to be redeemed, the Paying Agent/Registrar shall determine by lot or other customary random method the Bonds, or portions thereof within such maturity to be redeemed (provided that a portion of a Bond may be redeemed only in integral multiples of \$5,000 principal amount); provided, that during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity, or sinking fund installment in the case of Term Bonds, and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity, such interest rate and such sinking fund installment in the case of the Term Bonds shall be selected in accordance with the arrangements between the District and the securities depository.

DTC Redemption Provision

The Paying Agent/Registrar and the District, so long as a book-entry-only system 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 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. In such event, DTC may implement, through its book-entry-only system, a redemption of such Bonds held for the account of 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/Registrar. Neither the District nor the Paying Agent/Registrar will have any responsibility to the DTC Participants, Indirect Participants or the persons for whom DTC Participants act as nominees with respect to the payments on the Bonds or the providing of notice to Direct Participants, Indirect Participants, or beneficial owners of the selection of portions of the Bonds for redemption.

Termination of Book-Entry-Only System

The District is initially utilizing the Book-Entry-Only System of DTC. See "BOOK-ENTRY-ONLY SYSTEM." In the event that the Book-Entry-Only System is discontinued by DTC or the District, the following provisions will be applicable to the Bonds.

Payment . . . Principal of the Bonds will be payable at maturity to the registered owners as shown by the registration books maintained by the Paying Agent upon presentation and surrender of the Bonds to the Paying Agent at the designated office for payment of the Paying Agent in Austin, Texas (the "Designated Payment/Transfer Office"). Interest on the Bonds will be payable by check or draft, dated as of the applicable interest payment date, sent by the Paying Agent by United States mail, first-class, postage prepaid, to the registered owners at their respective addresses shown on such records, or by such other method acceptable to the Paying Agent requested by registered owner at the risk and expense of the registered owner. If the date for the payment of the principal of or interest on the Bonds shall be a Saturday, Sunday, legal holiday, or day on which banking institutions in the city where the Designated Payment/Transfer Office of the Paying Agent is located are required or authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which banking institutions are required or authorized to close, and payment on such date shall for all purposes be deemed to have been made on the original date payment was due.

Registration. . . If the Book-Entry-Only System is discontinued, the Bonds may be transferred and re-registered on the registration books of the Paying Agent only upon presentation and surrender thereof to the Paying Agent at the Designated Payment/Transfer Office. A Bond also may be exchanged for a Bond or Bonds of like maturity and interest and having a like aggregate principal amount or maturity amount, as the case may be, upon presentation and surrender at the Designated Payment/Transfer Office. All Bonds surrendered for transfer or exchange must be endorsed for assignment by the execution by the registered owner or his duly authorized agent of an assignment form on the Bonds or other instruction of transfer acceptable to the Paying Agent. Transfer and exchange of Bonds will be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such transfer or exchange. A new Bond or Bonds, in lieu of the Bond being transferred or exchanged, will be delivered by the Paying Agent to the registered owner, at the Designated Payment/Transfer Office of the Paying Agent or by United States mail, first-class, postage prepaid. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer in denominations of \$5,000 or any integral multiple thereof.

Limitation on Transfer of Bonds . . . Neither the District nor the Paying Agent shall be required to make any transfer, conversion or exchange to an assignee of the registered owner of the Bonds (i) during the period commencing on the close of business on the fifteenth (15th) calendar day of the month (whether or not a business day) preceding each interest payment date (the “Record Date”) and ending with the opening of business on the next following principal or interest payment date or (ii) with respect to any Bond called for redemption, in whole or in part, within forty-five (45) days of the date fixed for redemption; provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of a Bond.

Replacement Bonds

If a Bond is mutilated, the Paying Agent will provide a replacement Bond in exchange for the mutilated bond. If a Bond is destroyed, lost or stolen, the Paying Agent will provide a replacement Bond upon (i) the filing by the registered owner with the Paying Agent of evidence satisfactory to the Paying Agent of the destruction, loss or theft of the Bond and the authenticity of the registered owner’s ownership and (ii) the furnishing to the Paying Agent of indemnification in an amount satisfactory to hold the District and the Paying Agent harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond must be borne by the registered owner. The provisions of the Bond Order relating to the replacement Bonds are exclusive and to the extent lawful, preclude all other rights and remedies with respect to the replacement and payment of mutilated, destroyed, lost or stolen Bonds.

Authority for Issuance

The Bonds are issued pursuant to the Bond Order, the Bond Election, the Constitution and general laws of the State of Texas (the “State”) including Chapters 49 and 54 of the Texas Water Code, as amended.

Source of and Security for Payment

The Bonds will be payable from and secured by a pledge of the proceeds of a continuing, direct, annual ad valorem tax without legal limitation as to rate or amount levied against all taxable property located within the District. The Board covenants in the Bond Order that, while any of the Bonds are outstanding and the District is in existence, it will levy an annual ad valorem tax and will undertake to collect such a tax against taxable property within the District at a rate from year to year sufficient, full allowance being made for anticipated delinquencies, together with revenues and receipts from other sources which are legally available for such purposes, to pay interest on the Bonds as it becomes due, to provide a sinking fund for the payment of principal of the Bonds when due or the redemption price at any earlier required redemption date, to pay when due any other contractual obligations of the District payable in whole or in part from taxes, and to pay the expenses of assessing and collecting such tax. The net proceeds from taxes levied to pay debt service on the Bonds are required to be placed in a special account of the District designated its “Debt Service Fund” for the Bonds. The Bond Order provides for the termination of the pledge of taxes when and if the City of Pflugerville, Texas (the “City” or “Pflugerville”) dissolves the District and assumes all debts and liabilities of the District.

The Bonds are obligations solely of the District and are not obligations of the City; Williamson County, Texas; Travis County, Texas; the State of Texas; or any political subdivision or entity other than the 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. Under House Bill 347 approved during the 86th Regular Legislative Session (“HB 347”), (a) a municipality may annex a district with a population of less than 200 residents only if: (i) the municipality obtains the 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 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. As of April 25, 2019, the District had an estimated population of 2,590, thus triggering the voter approval and/or landowner consent requirements discussed above. 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.

If a municipal utility district is annexed, the municipality must assume the assets, functions, and obligations of the District, including outstanding bonds, and the pledge of taxes will terminate. No representation is made concerning the likelihood of annexation and dissolution or the ability of the City to make debt service payments on the Bonds should dissolution occur.

Payment Record

The District has previously issued seven (7) installments of new money unlimited tax bonds for water, wastewater and drainage facilities and one (1) installment of unlimited tax refunding bonds. The District has never defaulted on the timely payment of principal and interest on its previously issued obligations entitled: “\$1,675,000 Unlimited Tax Bonds, Series 2008” (the “Series 2008 Bonds”); “\$1,325,000 Unlimited Tax Bonds, Series 2010” (the “Series 2010 Bonds”); “\$1,725,000 Unlimited Tax Bonds, Series 2012” (the “Series 2012 Bonds”); “\$2,745,000 Unlimited Tax Refunding Bonds, Series 2013” (the “Series 2013 Bonds”); “\$2,250,000 Unlimited Tax Bonds, Series 2013A” (the “Series 2013A” Bonds); “\$2,000,000 Unlimited Tax Bonds, Series 2014” (the “Series 2014 Bonds”); “\$4,000,000 Unlimited Tax Bonds, Series 2016” (the “Series 2016 Bonds”); and “\$3,730,000 Unlimited Tax Bonds, Series 2018” (the “Series 2018 Bonds”). The proceeds of each installment of unlimited tax new money bonds included up to 24 months of capitalized interest.

Flow of Funds

The Bond Order creates, or affirms creation, establishment and maintenance by the District of a Debt Service Fund and Escrow Fund for the Bonds.

The Bond Order requires that the District deposit to the credit of the Debt Service Fund (i) from the delivery of the Bonds to the Underwriter, the amount received from proceeds of the Bonds representing accrued interest on the Bonds, if any, (ii) District ad valorem taxes (and penalties and interest thereon) levied to pay debt service requirements on (or fees and expenses of the Paying Agent with respect of) the Bonds, and (iii) such other funds as the Board shall, at its option, deem advisable. The Bond Order requires that the Debt Service Fund be applied solely to provide for the payment of the principal or redemption price of and interest on the Bonds when due, and to pay fees to the Paying Agent when due.

The Refunded Bonds and the interest due thereon will be paid on the first available optional redemption date from funds on deposit with the Escrow Agent and held in a separate escrow fund pursuant to the Escrow Agreement. See "PLAN OF FINANCING – Refunded Bonds."

Defeasance of Outstanding Bonds

General . . . The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of 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 within the meaning of the Bond Order (a "Defeased Bond"), except to the extent provided below for the Paying Agent to continue payments, 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) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent or an eligible trust company or commercial bank for such payment (1) lawful money of the United States of America sufficient to make such payment, (2) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment, or (3) any combination of (1) and (2) above, and when proper arrangements have been made by the District with the Paying Agent or an eligible trust company or commercial bank for the payment of its services until after all Defeased Bonds shall have become due and payable. 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 shall not be regarded as outstanding under the Bond Order and the District will have no further responsibility with respect to amount available to such paying agent (or other financial institution permitted by applicable law) for the payment of such defeased bonds, including any insufficiency therein (and by the failure) of such paying agent (or other financial institution permitted by applicable law) to receive payments when due on the Defeased Securities.

Any money so deposited with or made available to the Paying Agent or an eligible trust company or commercial bank also may be invested at the written direction of the District in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank 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 remitted to the District or deposited as directed in writing by the District.

Until all Defeased Bonds shall have become due and payable, the Paying Agent shall perform the services of Paying Agent 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.

For purposes of these provisions, "Defeasance Securities" means (i) direct non-callable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America; (ii) non-callable 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) non-callable 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 provides 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; and (iv) any other then-authorized securities or obligations under applicable State law that may be used to defease obligations such as the Bonds.

Any such obligations must be certified by an independent public accounting firm of national reputation to be of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to provide all debt service payments on 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 ratings for U.S. Treasury securities used as Defeasance Securities or those for any other Defeasance Security will be maintained at any particular rating category.

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 order authorizing the 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 or an eligible trust company or commercial bank pursuant to which money and/or Defeasance Securities are held by the Paying Agent or an eligible trust company or commercial bank 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 or an eligible trust company or commercial bank 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 or deposited as directed in writing by the District.

Paying Agent/Registrar

Principal of and semiannual interest on the Bonds will be paid by UMB Bank, N.A., having its office for payment in Austin, Texas, the initial Paying Agent/Registrar. The Paying Agent must be either a bank, trust company, financial institution or other entity duly qualified and equally authorized to serve and perform the duties as paying agent and registrar for the Bonds.

Provision is made in the Bond Order for the District to replace the Paying Agent by a resolution of the District giving notice to the Paying Agent of the termination of the appointment, stating the effective date of the termination and appointing a successor Paying Agent. If the Paying Agent is replaced by the District, the new Paying Agent shall be required to accept the previous Paying Agent's records and act in the same capacity as the previous Paying Agent. Any successor paying agent/registrar selected by the District shall be subject to the same qualification requirements as the Paying Agent. The successor paying agent/registrar, if any, shall be determined by the Board of Directors and written notice thereof, specifying the name and address of such successor paying agent/registrar, will be sent by the District or the successor paying agent/registrar to each Registered Owner by first-class mail, postage prepaid.

Record Date

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

Issuance of Additional Debt

The District may issue bonds or other obligations 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. On November 8, 2005, voters within the District authorized the issuance of new money unlimited tax bonds in the principal amount of \$55,500,000 for the purpose of providing water, wastewater and drainage facilities to meet the needs of residents and customers of the District. The District has previously issued \$16,705,000 in new money unlimited tax bonds for water, wastewater and drainage facilities and has \$38,795,000 remaining in authorized but unissued bonds. See "FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued" and "THE BONDS." The Comprehensive Development Agreement with the City of Pflugerville limits the amount of bonds that can be issued to reimburse the Developers to \$25,775,000 plus a reasonable adjustment for inflation. See "The District – Comprehensive Development Agreement." Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$3,975,000 in new money unlimited tax bonds for the acquisition and construction of parks and recreational facilities, all of which remain authorized but unissued. Additionally, at an election held in the District on November 8, 2005, the voters within the District approved the issuance of \$59,475,000 in unlimited tax refunding bonds. The District has previously issued one series of unlimited tax refunding bonds, which used \$410,000.00 in refunding authorization, and the issuance of the Bonds uses an additional \$84,022.01 of the District's voted authorization of refunding bonds. After the issuance of the bonds, \$58,980,977.99 of voted authorization of refunding bonds will remain unissued. See "FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued."

Additionally, the District has the right to issue refunding bonds, as well as revenue bonds and notes without voter approval. The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds is subject to approval of the TCEQ pursuant to its rules regarding issuance and feasibility of bonds. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District.

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 district "shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the State, and all agencies, subdivisions, and instrumentalities of the State, including all counties, cities, towns, villages, school districts and all other kinds and types of districts, public agencies and bodies politic." Additionally, Section 49.186 of the Texas Water Code provides that bonds, notes or other obligations

issued by a district are eligible and lawful security for all deposits of public funds of the State 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 and as to the acceptability of the Bonds for investment or collateral purposes.

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 manner in which the proceeds of the Bonds are to be invested. The District may cease 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 compliance with such covenant adversely affects the exemption from federal income taxation of interest on the Bonds under Section 103 of the Code.

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.

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 provide 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, so rests with 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 ruled 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 a 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.

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 water and wastewater systems with the water and wastewater system(s) of the district(s) with which it is consolidating. The revenues of the consolidated system may be pledged equally to all first lien bonds of the consolidating districts. No representation is made that the District will not consolidate its water and wastewater system with any other district.

Annexation

At the time of creation, the District contained approximately 283.25 acres of land. There have been no exclusions or annexations of land since the District's creation. The District lies entirely within the extraterritorial jurisdiction of the City. Under prior Texas law, a municipality could annex and dissolve a municipal utility district located within its extraterritorial jurisdiction without the consent of the District or its residents; however, under HB 347, the City may not annex the District unless (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. See "THE BONDS – Source and Security for Payment."

Comprehensive Development Agreement

Pursuant to the Comprehensive Development Agreement among the City of Pflugerville, Rowe Lane Developers, Ltd., H2N Corporation (predecessor in interest to the Developer), Atlan Ernest Pfluger, Jr., Ruby Mae Pfluger and Patricia Pfluger Hoffman, the City of Pflugerville consented to the creation of the District along with one or more other water control and improvement districts (or municipal utility districts). The Comprehensive Development Agreement, as amended by the First Amendment dated March 25, 2005 (collectively, the "Comprehensive Development Agreement"), governs the development, operations, annexation and issuance of bonds by the District. The development of the District is subject to the subdivision code and other ordinance and regulations of the City of Pflugerville that applicable by virtue of the District being located within the City of Pflugerville's extraterritorial jurisdiction. Pursuant to the Comprehensive Development Agreement, the District is prohibited from providing out-of-district water or wastewater service to any land except certain areas designated for commercial, retail or non-residential use. The Comprehensive Development Agreement is effective from the date of execution (November 22, 2004) for a period of fifty (50) years but terminates at such time as all of the land within the District has been annexed by the City of Pflugerville and the City of Pflugerville has assumed all obligations of the District.

The Comprehensive Development Agreement authorizes the District to issue bonds and notes, including bond anticipation notes or refunding bonds for any purpose not specifically prohibited by law, the Comprehensive Development Agreement or rules and policies of the TCEQ. The total amount of bonds that can be issued by the District and all districts created pursuant to the Comprehensive Development Agreement and the total reimbursement to the Developer is \$25,775,000 (reasonably adjusted for inflation). Reimbursement from the proceeds of bonds issued by the District is allocated sixty-eight percent (68%) to the developer(s) and thirty-two percent (32%) to Rowe Lane Development, Ltd. pursuant to an Assignment of Reimbursement Rights and Bond Proceeds dated October 18, 2004. The term of any District bonds cannot exceed 25 years unless the City of Pflugerville specifically approves a longer term for a particular bond issue.

Annexation of the District cannot occur prior to the earlier of: (i) 30 years after the date that the District is created or (ii) such time as the District bonds needed to fund all of the water, wastewater and drainage facilities required to serve the District and authorized under the Comprehensive Development Agreement have been issued and ninety percent (90%) of the facilities within the District for which District bonds were issued have been installed. Additionally, the City's ability to annex the District may be further limited by the Annexation Legislation (see "THE BONDS – Annexation Legislation").

Pursuant to the Comprehensive Development Agreement and a separate professional services agreement, the City of Pflugerville operates, repairs, maintains and manages the facilities and equipment necessary to provide water and wastewater services to the District. The City of Pflugerville also provides billing and collecting services for all water and wastewater fees on behalf of the District. Under the Comprehensive Development Agreement, the water system, the collection system and the North Pflugerville Wastewater Interceptor System will not serve more than 1,100 LUEs or service units within the development, including the District.

Alteration of Boundaries

In certain circumstances, under Texas law the District may alter its boundaries to: (i) upon satisfying certain conditions, annex additional territory; and (ii) exclude land subject to taxation within the District that does not need to utilize the service of District facilities if certain conditions are satisfied, including the District's simultaneous annexation of land of at least equal value that may be practicably served by District facilities. Such land substitution is subject to the approval of the TCEQ. No representation is made concerning the likelihood that the District will effect any change in its boundaries.

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 quality of the Bonds as an investment, nor does he pass upon the adequacy or accuracy of the information contained in this Official Statement.

Amendments to the Bond Order

The District may, without the consent of or notice to any registered owners, 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 (i) 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 therein, 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 and interest on the Bonds, or (ii) 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 within 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 DTC while the Bonds are registered in its nominee's name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.

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

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds 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 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 of line 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 SEC. 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 or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 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 Paying Agent/Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds 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 the Bonds unless authorized by a Direct Participant in accordance with DTC's 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 the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, interest and principal payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, interest and principal 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. Under such circumstances, in the event that a successor securities depository is not obtained, Bonds are required to be printed and delivered to each Beneficial Owner.

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

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

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 the District takes no responsibility for the accuracy thereof.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the State of Texas; Williamson County, Texas; Travis County, Texas; the City of Pflugerville, Texas; or any other political subdivision, will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied on all taxable property located within the District. See "THE BONDS - Source of and Security for Payment". The ultimate security for payment of principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property, or in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. 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 property within the District will occur or that the development in the District will maintain taxable values sufficient to justify continued payment by property owners or that there will be a market for the property. See "Registered Owners' Remedies" below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors, Interest Rates, Credit Availability and Residential Foreclosures: A substantial percentage of the taxable value of the District 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 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 economic prosperity and demographic characteristics of the urban centers toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact existing values.

Interest rates and the availability of credit, including mortgage and development funding, have a direct impact on construction activity, particularly short-term interest rates at which the Developer and homebuilder are able to obtain financing for development and construction costs. Interest rate levels and the general availability of credit may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District and the ability of potential homeowners to purchase homes. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District. In addition, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Austin metropolitan and regional economics.

Competition: The demand for single-family homes in the District could be affected by competition from other residential developments, including other residential developments located in other utility districts located near the District. 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 homes proposed to be sold within the District.

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

Developer under No Obligation to the District: There is no commitment from, or obligation of, any Developer to proceed at any particular rate or according to any specified plan with the development of land or the construction of homes in the District, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed lots and tracts and failure of landowners to develop their land would restrict the rate of growth of taxable value in the District. The District is also dependent upon the Developer and the other principal taxpayers for the timely payment of ad valorem taxes, and the District cannot predict what the future financial condition of either will be or what effect, if any, such financial conditions may have on their ability to pay taxes. See "THE DEVELOPER" and "TAX DATA - Principal Taxpayers."

Impact on District Tax Rates: Assuming no further development, the value of the land and improvements currently existing within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2018 Certified Assessed Valuation of the District is \$207,742,777. After issuance of the Bonds, the Maximum Annual Debt Service Requirement will be \$1,126,613 (2031) and the Average Annual Debt Service Requirement will be \$1,087,867 (2019 through 2033, inclusive). Assuming (1) no increase or decrease from the 2018 Certified Assessed Valuation; (2) the issuance of no additional debt; and (3) no other funds available for the payment of debt service, tax rates of \$0.58 and \$0.56 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Annual Debt Service Requirement and the Average Annual Debt Service Requirement, respectively. The 2019 Preliminary Assessed Valuation of the District is \$213,981,640. Based upon the assumptions above, tax rates of \$0.56 and \$0.54 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Annual Debt Service Requirement and the Average Annual Debt Service Requirement, respectively. The District's Estimated Assessed Valuation as April 25, 2019 is \$218,891,357. Based upon the assumptions above, tax rates of \$0.55 and \$0.53 per \$100 assessed valuation at a ninety-five percent (95%) collection rate would be necessary to pay the Maximum Annual Debt Service Requirement and the Average Annual Debt Service Requirement, respectively. See "DEBT SERVICE REQUIREMENTS" and "TAX DATA - Tax Adequacy for Debt Service."

Tax Collections and Foreclosure Remedies

The District has a right to seek judicial foreclosure on a tax lien, but such remedy may prove to be costly and time consuming and, since the future market or resale market, if any, of the taxable real property within the District is uncertain, there can be no assurance that such property could be sold and delinquent taxes paid. Additionally, the District's tax lien is on a parity with the liens of all other State and local taxing authorities on the property against which the taxes are levied. Registered owners are entitled under Texas law to a writ of mandamus to compel the District to perform its obligations. Such remedy would have to be exercised upon each separate default and may prove costly, time consuming and difficult to enforce. Furthermore, there is no trust indenture or trustee, and all legal actions would have to be taken on the initiative of, and be financed by, registered owners to enforce such remedies. The rights and remedies of the registered owners and the enforceability of the Bonds may also be limited by bankruptcy, reorganization and other similar laws affecting the enforcement of creditors' rights generally.

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. Such remedy might need to be enforced on a periodic basis. Based on recent Texas court decisions, it is unclear whether Section 49.066 of the Texas Water Code effectively waives governmental immunity of a municipal utility district for suits for money damages. Even if a judgment against the District for money damages could be obtained, it could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property or to pay the principal of and interest on the Bonds. The enforcement of a claim for payment on the Bonds would be subject to the applicable provisions of the federal bankruptcy laws, any other similar laws affecting the rights of creditors of political subdivisions, and general principles of equity which permit the exercise of judicial discretion. 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. Although the registered owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. 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.

Bond Insurance Risks

The District has qualified for a bond insurance policy to guarantee the scheduled payment of principal and interest on the Bonds, and intends to use a portion of the proceeds of the Bonds to purchase the bond insurance. The risk factors relating to the purchase of bond insurance are listed below.

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

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

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

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

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

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

Bankruptcy Limitation to Registered Owners' Rights

The enforceability of the rights and remedies of registered owners may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. 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 registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismisses the petition, enters an order granting relief from the stay or otherwise allows 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 (i) is specifically authorized to file for federal bankruptcy protection by applicable state law, (ii) is insolvent or unable to meet its debts as they mature, (iii) desires to effect a plan to adjust such debts, and (iv) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiations are impracticable. Under State law a water, sewer, irrigation and drainage 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 State law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by a district with State law requirements, a district could file a voluntary bankruptcy petition under Chapter 9, thereby involving 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 applicable, the concomitant delay and loss of remedies to the registered owners could potentially and adversely impair the value of the registered owner's claim.

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect a registered owner 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 owner's claim against a district.

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

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

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

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

Marketability

The District has no understanding with the Underwriter regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price 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

The District has the right to issue the remaining \$38,795,000 authorized but unissued new money unlimited tax bonds for water, wastewater and drainage facilities, \$3,975,000 of new money unlimited tax bonds for the construction and acquisition of park and recreational facilities and such additional bonds as may hereafter be approved by both the Board and voters of the District. All of the remaining \$38,795,000 and \$3,975,000 of unlimited tax bonds which have heretofore been authorized by the voters of the District may be issued from time to time for qualified purposes as determined by the Board, subject to the approval of the Attorney General of Texas and the TCEQ. In the Comprehensive Development Agreement, the City of Pflugerville has limited the amount of bonds that can be issued by the District to reimburse the Developer to \$25,775,000 (adjusted for inflation). See "THE DISTRICT – Comprehensive Development Agreement."

Each future issue of bonds is intended to be sold at the earliest practicable date consistent with the maintenance of a reasonable tax rate in the District (assuming projected increases in the value of taxable property made at the time of issuance of the bonds are accurate) see "THE DEVELOPER – Utility Development Agreement." The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to the limit the amount of parity bonds which it may issue. The issuance of additional bonds is subject to approval by the Commission pursuant to its rules regulating issuance and feasibility of bonds. In addition, future changes in health and environmental regulations could require the construction and financing of additional improvement without any corresponding increases in taxable value in the District. See "THE BONDS – Issuance of Additional Debt." See "FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued."

No Requirement to Build on Developed Lots

Currently, there is no requirement that builders owning developed lots within the District commence or complete construction of improvements within any particular time period. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable value in the District.

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.

Future and Proposed Legislation

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

Environmental Regulation

Wastewater treatment and water supply facilities are subject to stringent and complex environmental laws and regulations. Facilities must comply with environmental laws at the federal, state, and local levels. These laws and regulations can restrict or prohibit certain activities that affect the environment in many ways such as:

1. Requiring permits for construction and operation of water supply wells and wastewater treatment facilities;

2. Restricting the manner in which wastes are released into the air, water, or soils;
3. Restricting or regulating the use of wetlands or other property;
4. Requiring remedial action to prevent or mitigate pollution;
5. Imposing substantial liabilities for pollution resulting from facility operations.

Compliance with environmental laws and regulations can increase the cost of planning, designing, constructing and operating water production and wastewater treatment facilities. Sanctions against a water district for failure to comply with environmental laws and regulations may include a variety of civil and criminal enforcement measures, including assessment of monetary penalties, imposition of remedial requirements, and issuance of injunctions as to future compliance of and the ability to operate the District's water supply, wastewater treatment, and drainage facilities. Environmental laws and regulations can also impact an area's ability to grow and develop. The following is a discussion of certain environmental concerns that relate to the District. It should be noted that changes in environmental laws and regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

Air Quality Issues. The Federal Clean Air Act ("CAA") requires the United States Environmental Protection Agency (the "EPA") to adopt and periodically revise national ambient air quality standards ("NAAQS") for each air pollutant that may reasonably be anticipated to endanger public health or welfare. Areas that exceed the NAAQS for a given pollutant can be designated nonattainment by the EPA. A nonattainment designation then triggers a process by which the affected state must develop and implement a plan to improve air quality and "attain" compliance with the appropriate standard. This so-called State Implementation Plan ("SIP") entails enforceable control measures and time frames.

In 1997, the EPA adopted the "8-hour" ozone standard of 80 parts per billion ("ppb") (the "1997 Ozone Standard") to protect public health and welfare. In 2008, the EPA lowered the ozone standard to 75 ppb (the "2008 Ozone Standard"). The Austin area, consisting of Williamson, Hays, Travis, Bastrop, and Caldwell Counties (the "Austin Area"), was not designated "nonattainment" under the 2008 Ozone Standard.

On October 1, 2015, the EPA lowered the ozone standard to 70 ppb (the "2015 Ozone Standard"). On May 1, 2018, the EPA designated the Austin Area as "attainment" under the 2015 Ozone Standards, which became effective on August 3, 2018.

Should the Austin Area fail to achieve EPA NAAQS, or should the Austin Area fail to satisfy a then effective SIP (for nonattainment or otherwise), or for any reason should a lapse in conformity with the CAA occur, the Austin Area may be subjected to sanctions pursuant to the CAA. Under such circumstances, the TCEQ would be required under the CAA to submit to the EPA a new SIP under the CAA for the Austin Area. Due to the complexity of nonattainment/conformity analysis, the status of the EPA's implementation of any future EPA NAAQS and the incomplete information surrounding any SIP requirements for areas designated nonattainment under any future EPA NAAQS, the exact nature of sanctions or any potential SIP that may be applicable to the Austin Area in the near future is uncertain. The CAA provides for mandatory sanctions, including the suspension of federal highway funding, should the State fail to submit a proper SIP, or associated submissions, or fail to revise or implement a SIP, or fail to comply with an existing SIP. Subject to certain exceptions, if the Austin Area falls out of conformity and the mandatory highway funding suspension sanction is implemented, the United States Secretary of Transportation may be prohibited from approving or awarding transportation projects or grants within the area.

It is possible that nonattainment, a lapse in conformity under the CAA, litigation involving injunctive or other relief, or other environmental issues may impact new industrial, commercial and residential development in the Austin Area.

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

Pursuant to the federal Safe Drinking Water Act ("SDWA") and Environmental Protection Agency's National Primary Drinking Water Regulations ("NPDWRs"), which are implemented by the TCEQ's Water Supply Division, a municipal utility district's provision of water for human consumption is subject to extensive regulation as a public water system.

Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency's rules. The EPA has established NPDWRs for more than ninety (90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

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

In 2015, the EPA and the United States Army Corps of Engineers (“USACE”) promulgated a rule known as the Clean Water Rule (“CWR”) aimed at redefining “waters of the United States” over which the EPA and the USACE have jurisdiction under the CWA. The CWR significantly expands the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands. The CWR could have an adverse impact on municipal utility districts, including the District, particularly with respect to jurisdictional wetland determinations, and could increase the size and scope of activities requiring USACE permits. The CWR has been challenged in various jurisdictions, including the Southern District of Texas, and the litigation challenging the CWR is still pending.

On February 28, 2017, the President signed an executive order ordering the EPA and the USACE to modify or rescind the CWR. In response, the EPA and the USACE subsequently released a proposed rule rescinding the CWR, reinstating the regulatory text that existed prior to the adoption of the CWR and proposing the development of a revised definition of “waters of the United States.” In June 2018, the EPA and the USACE issued a supplemental notice of proposed rulemaking to the 2017 proposed action to repeal the 2015 definition of “waters of the United States” to clarify that the agencies are proposing to permanently repeal the CWR in its entirety and reinstate language in place before the adoption of the CWR while developing a revised definition of “waters of the United States.” Meanwhile, in January 2018, the EPA and the USACE finalized a rule extending the effective date of the CWR until 2020 while the agencies finalize actions to repeal and replace the CWR. This rule delaying the effective date of the CWR was challenged in court and, on August 16, 2018, the U.S. District Court for the District of South Carolina issued a nation-wide injunction rendering the rule extending the effective date of the CWR void, thereby reinstating the CWR in 26 states, including Texas. However, on September 12, 2018, the U.S. District Court for the Southern District of Texas temporarily enjoined the implementation of the CWR in Texas, Louisiana and Mississippi until the case filed by the States of Texas, Louisiana and Mississippi in 2015 is finally resolved.

On December 11, 2018, the EPA and the USACE released the proposed replacement definition of “waters of the United States.” The proposed definition outlines six (6) categories of waters that would be considered “waters of the United States,” including traditional navigable waters, tributaries to those waters, certain ditches, certain lakes and ponds, impoundments of jurisdictional waters, and wetlands adjacent to jurisdictional waters. The proposed rule also details what are not “waters of the United States,” such as features that only contain water during or in response to rainfall (e.g., ephemeral features); groundwater; many ditches, including most roadside or farm ditches; prior converted cropland; stormwater control features; and waste treatment systems. The agencies will take comment on the proposal for sixty (60) days after publication in the Federal Register, which occurred on February 14, 2019. If finalized, the proposed rule would apply nationwide, replacing the patchwork framework for Clean Water Act jurisdiction that has resulted from litigation challenging the CWR.

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

Operations of the District are also potentially subject to stormwater discharge permitting requirements as set forth under the Clean Water Act and regulations implementing the Clean Water Act. The TCEQ adopted by reference the vast majority of the EPA regulations relating to stormwater discharges and currently has issued a general permit for stormwater discharges associated with industrial activities and proposed two general permits for stormwater discharges associated with construction activities and municipal separate stormwater systems. The District may also be required to develop and implement stormwater pollution prevention plans and stormwater management plans. The District could incur substantial costs to develop and implement such plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff. Failure to comply with these requirements may result in the imposition of administrative, civil, and criminal penalties as well as injunctive relief under the Clean Water Act or the Texas Water Code.

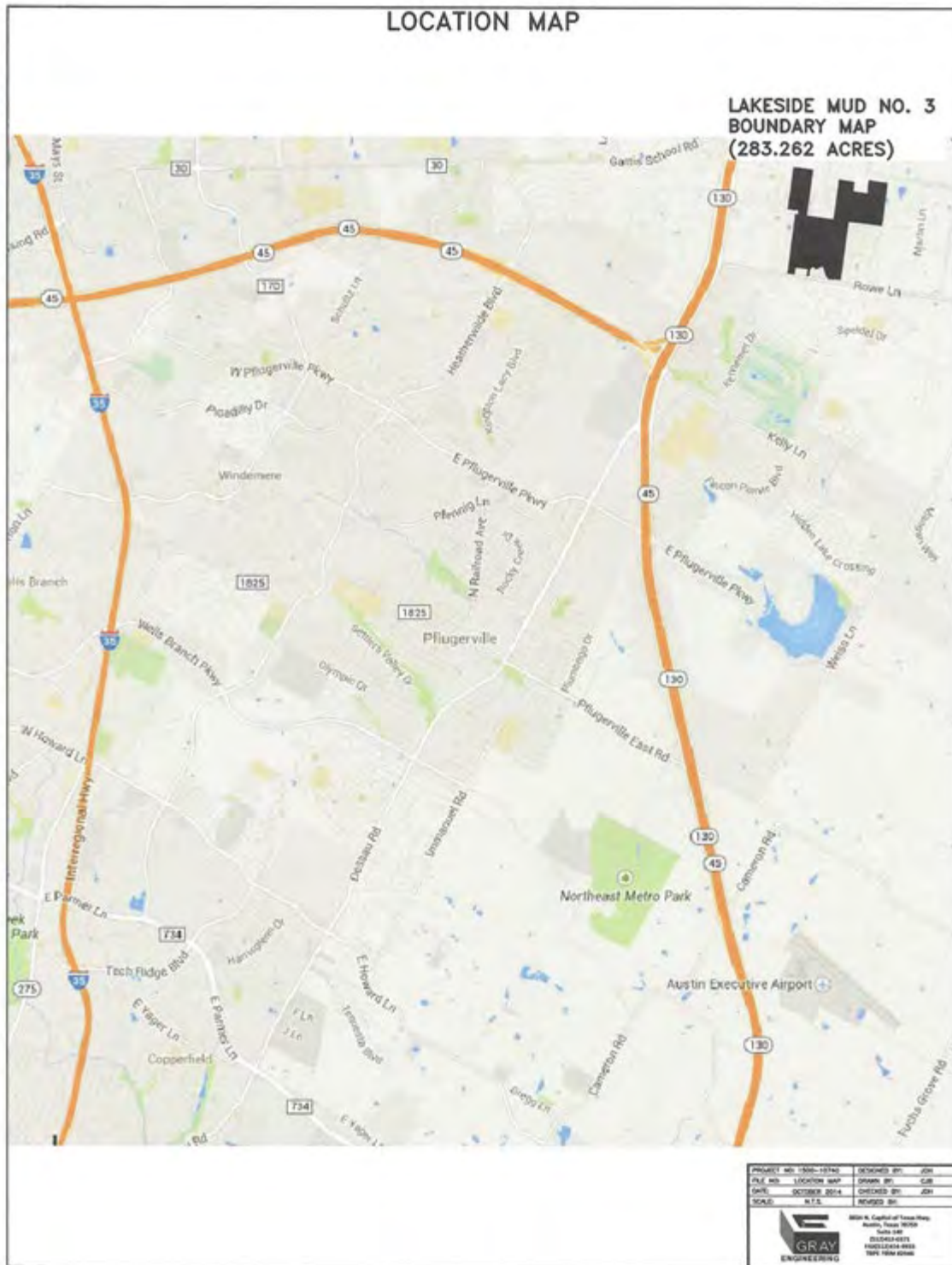
Drought Conditions

Central Texas, like other areas of the State, is experiencing drought conditions. The District has adopted a water conservation plan. Manville Water Supply Corporation (“MWSC”) provides water to the District in amounts sufficient to service the residents of the District, however, if drought conditions continue, the District could implement water restrictions for residents of the District, and water usage and rates could be impacted.

Storm Water

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Participation-Frequency Atlas of the United States (“Atlas 14”). Flood plain boundaries within the District may be redrawn based on the Atlas 14 study based on higher statistical rainfall amount, resulting in interim flood plain 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 flood plain. See “THE SYSTEM – 100-Year Flood Plain.”

LOCATION MAP



THE DISTRICT

General

The District, a political subdivision of the State of Texas, was created by order of the TCEQ on September 1, 2005, and operates pursuant to Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code, as amended. The District is subject to the continuing supervision of the TCEQ. The District was created for the purposes of providing, operating, and maintaining facilities to control storm water, distribute potable water, and to collect and treat wastewater. 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. Pursuant to Article XVI, Section 59 of the Texas Constitution and Chapter 49 of the Texas Water Code, certain districts, such as the District, may issue bonds subject to voter approval and the TCEQ, payable from ad valorem taxes to pay for the development and maintenance of park and recreational facilities. On November 8, 2005 voters within the District authorized \$55,500,000 in new money unlimited tax bonds for water, wastewater and drainage facilities and \$3,975,000 in new money unlimited tax bonds for park and recreational facilities. The District may also establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation district, if approved by the voters of the District and the TCEQ, and is located entirely within the extraterritorial jurisdiction of the City of Pflugerville. Fire services are provided to the District by Travis County Emergency Service District No. 2.

Management of the District

Board of Directors

The District is governed by the Board of Directors, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors' terms of office are four years, with elections held within the District in November in each even-numbered year. All of the directors reside or own property in the District.

<u>Name</u>	<u>Position</u>	<u>Length of Service</u>	<u>Term Expires November</u>
J.D. Scott	President	4 years	2022
John T. Sutton	Vice President	2 years	2020
David Cotton	Secretary	4 years	2020
Laura Olszeski	Treasurer	2 years	2022
Michael Zeniecki	Asst. Secretary/Treasurer	10 years	2022

Consultants

Tax Assessor/Collector

The portion of land and improvements in the District that is located in Williamson County is being appraised by the Williamson Central Appraisal District. The Tax Assessor/Collector is appointed by the Board of Directors of the District. The Williamson County Tax Assessor/Collector, Mr. Larry Gaddes, currently serves the District in this capacity under contract for the portions of the District located in Williamson County.

The portion of land and improvements in the District that is located in Travis County is being appraised by the Travis Central Appraisal District. The Tax Assessor/Collector is appointed by the Board of Directors of the District. The Travis County Tax Assessor/Collector, Mr. Bruce Elfant, currently serves the District in this capacity under contract for the portions of the District located in Travis County.

Engineer

The District's consulting engineer is Gray Engineering Company, Inc. (the "Engineer"). Such firm serves as consulting engineer to 11 other special districts.

Bookkeeper

Bott & Douthitt, PLLC, certified public accountants, serves as bookkeeper to the District. Such firm serves as bookkeeper to 65 other special districts.

Financial Advisor

Public Finance Group LLC serves as the District's financial advisor (the "Financial Advisor"). The Financial Advisor's fee for services rendered in connection with the issuance of the Bonds is 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.

Bond Counsel

The District has engaged McCall, Parkhurst & Horton L.L.P., Austin, Texas, as Bond Counsel to the District in connection with the issuance of the District's Bonds. The fees of Bond Counsel are contingent upon the sale of and delivery of the Bonds.

General Counsel

The District employs Armbrust & Brown PLLC ("A&B") as general counsel. Fees paid to A&B for work related to the issuance of the Bonds are contingent upon the sale of the Bonds.

Location

The District, which encompasses approximately 283 acres of land, is located predominantly in northeast Travis County with a small portion located in southeast Williamson County and lies approximately five miles northeast of the downtown area of the City of Pflugerville, Texas. The District is located north and adjacent to Rowe Lane, approximately one mile east of FM 685 North on SH 130, an approximately 49 mile toll road that currently extends from north of Georgetown to the city of Seguin, Texas and Interstate IH-10, and is contained entirely within the extraterritorial jurisdiction of the City of Pflugerville, Texas. See "LOCATION MAP."

(The remainder of this page intentionally left blank)

Current Status of Development

As of April 25, 2019, the development in the District consists of 884 developed single-family lots, which include 740 completed homes, 9 homes under construction, and 135 vacant single-family lots. Lennar currently has Phase VIB under design and is seeking final approval of final plats and construction plans. The District also includes an amenity center, totaling 7,500 square feet on 2.26 acres, which includes an adult pool, children's pool, volleyball court, sport court, playground, park, and hike and bike trails.

The following chart more completely describes the status of development within the District as of April 25, 2019:

	Acreage	Single Family			
		Platted Lots	Completed Homes	Homes Under Construction	Vacant Lots
A. Developed with Utility Facilities					
The Commons at Rowe Lane, Phase I ^(a)	40.360	180	180	0	0
The Commons at Rowe Lane, Phase II-A	14.137	46	46	0	0
The Commons at Rowe Lane, Phase II-B	20.445	61	61	0	0
The Commons at Rowe Lane, Phase II-C	9.735	45	45	0	0
The Commons at Rowe Lane, Phase III-A	13.771	50	50	0	0
The Commons at Rowe Lane, Phase III-B	24.502	38	38	0	0
The Commons at Rowe Lane, Phase IV-A	17.419	65	65	0	0
The Commons at Rowe Lane, Phase IV-B	7.890	33	0	0	33
The Commons at Rowe Lane, Phase VA	14.100	57	57	0	0
The Commons at Rowe Lane, Phase VB	24.140	101	0	0	101
The Commons at Rowe Lane, Phase VI-A	14.040	55	48	7	0
The Commons at Rowe Lane, Phase VII	21.508	61	61	0	0
The Commons at Rowe Lane, Phase VIII	<u>21.340</u>	<u>92</u>	<u>89</u>	<u>2</u>	<u>1</u>
<i>subtotal</i>	243.39	884	740	9	135
B. Acreage Under Design ^(b)					
The Commons at Rowe Lane, Phase VIB	<u>13.86</u>				
C. Total Developed with Utilities or Under Construction 257.25					
D. Remaining Developable Acreage 0.00					
E. Undevelopable Acreage					
Floodplain	<u>26.00</u>				
Total	283.25				

(a) Includes amenity center on approximately 2.26 acres.

(b) Phase VIB (expected to contain approximately 13.86 acres platted as 56 single family lots) that Lennar currently has under construction.

(The remainder of this page intentionally left blank)

Future Development

The District contains approximately 13.86 remaining undeveloped but developable acres* under current land development and water quality regulations. These acres are part of the Commons at Rowe Lane Phase VI-B owned by Lennar, which are currently in the design and planning phase. The instigation of any new development beyond that described in this Official Statement will be dependent on several factors including, to a great extent, the general and other economic conditions which would affect any party's ability to see lots and/or other property and of any home builder to sell completed homes as described in this Official Statement under the caption "INVESTMENT CONSIDERATIONS." If the undeveloped portion of the District is eventually developed, additions to the District's water, wastewater and drainage systems required to service such undeveloped acreage may be financed by future issues, if any, of the District's bond and developer contributions, if any, as required by the TCEQ. The District's Engineer estimates that the \$25,775,000 in bonds (adjusted for inflation) authorized to be issued pursuant to the Comprehensive Development Agreement with the City of Pflugerville to reimburse the Developer should be sufficient to reimburse the Developer for the existing utility facilities and provide utility service to remaining undeveloped but potentially developable acres within the District. See "THE BONDS – Issuance of Additional Debt." The Developer is under no obligation to complete any development, if begun, and may modify or discontinue development plans in its sole discretion. Accordingly, the District makes no representation that future development may occur.

* Includes Phase VI-B (expected to contain approximately 13.86 acres; platted as 56 single-family lots) that Lennar currently has under design and is seeking final approval of final plats and construction plans.

THE DEVELOPER

Role of Developer

In general, the activities of a landowner or developer within a utility district, such as the District, include purchasing land within the future district, petitioning for creation of the district, designing the development, defining a marketing program, planning building schedules, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, sewer, and drainage facilities) pursuant to the rules of the TCEQ, and selling improved lots or commercial reserves to builders, other developers or third parties. Ordinarily, the developer pays one hundred percent (100%) of the costs of paving and amenity design and construction while the utility district finances the costs of the water supply and distribution, wastewater collection and drainage facilities. While a landowner or developer is required by the TCEQ to pave streets and pay for its allocable portion of the costs of utilities to be financed by the district through a specific bond issue, if any, a developer is generally under no obligation to a district to undertake development activities with respect to other property it owns within a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of the developer to perform such activities in development of the property within the utility district may have a profound effect on the security for the bonds issued by a district.

Description of the Developer

The Developer currently active within the District is Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership (previously defined herein as the "Developer" or "Lennar"). The general partner of Lennar Homes of Texas Land and Construction, Ltd. is Lennar Texas Holding Company, a Texas corporation which is an affiliate of Lennar Corporation, a publicly-traded company. As a publicly-traded company, Lennar Corporation is subject to the information reporting requirements of the Securities and Exchange Act of 1934, as amended, and in accordance therewith, files reports, proxy statements, and other information with the United States Securities and Exchange Commission, which are available at www.sec.gov. Lennar Homes of Texas Land and Construction, Ltd. is currently developing lots and constructing homes thereon in 195 communities in Texas, including the District. See "THE DISTRICT – Current Status of Development."

Acquisition and Development Financing

On June 28, 2016 and October 12, 2016, the Developer purchased a combined 69.67 acres of land within the District from Rowe Lane 285, LP ("United Development Funding IV") for cash. Lennar represented that it has used or will use cash from operations to develop the 69.67 acres as a total of 190 single-family lots including: Phase IV-B (33 single-family lots on 7.89 acres); Phase V-B (101 single-family lots on 24.14 acres); Phase VI-B (56 single-family lots on 13.86 acres); and Phase VIII (92 single-family lots on 21.35 acres). Additionally, Lennar is the sole homebuilder in the District as shown below (See "Homebuilder with the District").

Homebuilder within the District

According to the Developer, Lennar Homes of Texas Land and Construction, Ltd., a Texas limited partnership, is currently the only active homebuilder within the District. The homes range in price from \$237,900 to \$297,900, with square footage ranging from 1,662 to 3,036.

Utility Construction Agreements

The District has executed two utility construction agreements with the Developer. Such agreements govern the development of water, wastewater and drainage facilities on land within the District and the reimbursement for certain of the costs of such development through the issuance of bonds by the District.

Agricultural Waiver

A portion of the undeveloped acreage within the District is subject to an agricultural exemption, however, the Developer has executed an agreement, which is recorded in the real property records of Travis County, and is a covenant running with the land, waiving the right to have the land located within The Commons at Rowe Lane, Phases I, II-A, II-B, II-C, III-A, III-B, IV-A, V-A, VI-A and VII classified as agricultural, open-space or timberland. In addition, the Developer has waived the right to have the lots and houses (if any) classified as business inventory. Such agreement may not be modified without the approval of the TCEQ and is binding on purchasers of such land from the Developer. See "TAXING PROCEDURES – Property Subject to Taxation by the District."

THE SYSTEM

Regulation

The water, wastewater and storm drainage facilities (the "System"), have been designed in accordance with accepted engineering practices and the recommendation of certain governmental agencies having regulatory or supervisory jurisdiction over construction and operation of such facilities, including, among others, the TCEQ, Travis County, Williamson County, and the City. According to the Engineer, the design of all such facilities has been approved by all governmental agencies which have authority over the District.

Operation of the District's waterworks and wastewater facilities is subject to regulation by, among others, the US Environmental Protection Agency and the TCEQ. The rules and regulations promulgated by these agencies change periodically and are subject to further development and revision. The TCEQ makes annual inspections of the water and wastewater systems to assure compliance with their rules.

Water Supply and Distribution

The District receives its potable water from the Manville Water Supply Corporation ("MWSC") pursuant to a 50-year wholesale water supply contract dated March 9, 2006 between the District and MWSC, entitled "Wholesale Water Supply Contract" ("MWSC Contract"). The MWSC Contract provides for water in an amount sufficient to serve up to 1,100 living-unit-equivalents ("LUEs"). According to the MWSC engineer, the MWSC system currently consists of 19 production wells with a combined capacity of 8,500 gallons per minute ("gpm") sufficient to service 13,000 LUEs. The current MWSC system capacity is supported by 3,900,000 gallons of total storage, including 1,300,000 gallons elevated storage.

Wastewater Collection and Treatment

The District has executed a wastewater agreement with the City of Pflugerville dated November 22, 2004, and amended March 23, 2005. Pursuant to the agreement, the City of Pflugerville agrees to provide wastewater treatment service to support ultimate buildout of up to 1,100 LUEs within the District. The District intends to own the collection system within its boundary, with the exception of the gravity trunkline, which is owned by the City of Pflugerville. The City of Pflugerville operates the wastewater collection system with the District's boundary pursuant to two separate operation agreements.

100-Year Flood Plain

"Flood Insurance Rate Map" or "FIRM" means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The "100-year flood plain" (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent (1%) chance of occurring in any given year. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance.

According to the District's Engineer, approximately 26 acres within the District are currently located in the flood plain as shown in the Federal Emergency Management Agency Flood Insurance Rate Map dated August 18, 2014 for Travis County.

The National Weather Service recently completed a rainfall study known as NOAA Atlas 14, Volume 11 Participation-Frequency Atlas of the United States ("Atlas 14") which shows that severe rainfall events are now occurring more frequently. Within Texas, the Atlas 14 study showed an increased number of rainfall events in a band extending from the upper Gulf Coast in the east and running west generally along the I-10 corridor to Central Texas. In particular, the study shows that Central Texas is more likely to experience larger storms than previously thought. Based on this study, various governmental entities, including Travis and Williamson Counties, are contemplating amendments to their regulations that will potentially increase the size of the 100-year flood plain which interim flood plain is based on the current 500-year flood plain, resulting in the interim flood plain regulations applying to a larger number of properties, and potentially increasing the size of detention ponds and drainage facilities required for future construction in all areas (not just in the flood plain). Flood plain boundaries within the District may be redrawn based on the Atlas 14 study based on the higher statistical rainfall amount, and could mean higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the flood plain.

Water and Wastewater Operations Rate and Fee Schedule - Table 1

The City of Pflugerville provides the retail billing and collecting for the District. The Board establishes rates and fees for water and sewer service, subject to change from time to time. The following schedule sets forth the monthly rates and fees for the District's water and sewer service which has been in effect since December 14, 2016.

Monthly Base Charge – Water

5/8"	\$16.00
3/4"	16.00
1"	21.00
1-1/2"	33.16
2"	48.30

Monthly Base Charge – Wastewater Per Connection

\$40.00

Water Usage Charge

0-7,000 gallons	\$4.15 (per 1,000 gallons)
7,001 – 14,999 gallons	4.35 (per 1,000 gallons)
15,000 to unlimited	5.05 (per 1,000 gallons)

The District also charges the following tap fees and security deposit:

Water

Meter Size
All meters

Administrative and Tap Fee
\$350

Wastewater

Type
Residential
Commercial

Administrative and Tap Fee
\$450
\$1,100

Security Deposit

Meter Size
All meters

Fee
\$125

Drainage Fee:

\$700

(The remainder of this page intentionally left blank)

Operating Revenues and Expenses Statement - Table 2

The following statement sets forth in condensed form the historical operations of the District. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Such summary has been prepared from information obtained from the District's financial statements and records. Reference is made to such statements for further and more complete information. Also see "Appendix A – Audited Financial Statements."

	Fiscal Year End				
	4/30/2019 ^(a)	9/30/2018 ^(b)	9/30/2017 ^(b)	9/30/2016 ^(b)	9/30/2015 ^(b)
REVENUES					
Property taxes, including penalties	\$ 747,763	\$ 755,612	\$ 449,396	\$ 487,843	\$ 338,238
Service Revenues, including penalties	50,921	87,840	76,286	67,578	57,082
Tap Connections	2,800	60,200	186,200	42,000	65,800
Interest and Other	33,922	32,931	9,817	3,310	2,232
TOTAL REVENUES	\$ 835,406	\$ 936,583	\$ 721,699	\$ 600,731	\$ 463,352
EXPENDITURES					
Director fees, including payroll taxes	\$ 7,135	\$ 10,011	\$ 15,017	\$ 18,085	\$ 19,425
Legal fees	30,909	57,654	59,750	62,873	48,494
Engineering fees	34,055	21,213	24,061	38,945	85,692
Financial Advisor fees	1,013	1,016	634	887	993
Accounting fees	10,550	17,550	17,550	17,550	17,550
Audit fees	13,000	12,500	12,500	12,000	12,000
Security lights	12,783	22,392	20,946	20,377	16,539
Insurance	2,354	2,554	1,730	1,861	1,505
Landscaping	81,432	141,648	165,479	93,133	183,058
Telephone	200	330	319	-	-
Tax appraisal/collection	2,206	4,123	2,573	2,928	2,117
Public Notice	-	1,866	1,118	423	-
Other	1,035	1,823	2,284	2,023	2,025
Capital Outlay	-	-	-	36,460	-
TOTAL EXPENDITURES	\$ 196,672	\$ 294,680	\$ 323,961	\$ 307,545	\$ 389,398
TOTAL REVENUE OVER/UNDER EXPENDITURES	\$ 638,734	\$ 641,903	\$ 397,738	\$ 293,186	\$ 73,954
Beginning Fund Balance	\$ 2,264,154	\$ 1,622,251	\$ 1,224,513	\$ 931,327	\$ 857,373
Plus / (Less): Fund Transfer	-	-	-	-	-
Ending Fund Balance	\$ 2,902,888	\$ 2,264,154	\$ 1,622,251	\$ 1,224,513	\$ 931,327

(a) Unaudited as of April 30, 2019. Represents seven (7) months of the District's 2019 fiscal year.

(b) Audited.

(The remainder of this page intentionally left blank)

DEBT SERVICE REQUIREMENTS SCHEDULE – TABLE 3

Lakeside Municipal Utility District No. 3

\$4,060,000

Unlimited Tax Refunding Bonds, Series 2019

Dated Date: July 23, 2019

First Interest Payment Due: September 1, 2019

Year Ending 31-Dec	Current Debt Service Requirement	Less Refunded Debt Service	The Bonds				Principal and Interest	Total Debt Service Requirements
			Principal (Due 9/01)	Interest (Due 3/01)	Interest (Due 9/01)	Total		
2019	\$ 1,020,965	\$ 83,351.25	\$ -	\$ -	\$ 17,142	\$ 17,142	\$ 17,142	\$ 954,756
2020	1,086,465	166,702.50	-	81,200	81,200	162,400	162,400	1,082,163
2021	1,084,484	166,702.50	-	81,200	81,200	162,400	162,400	1,080,181
2022	1,101,471	166,702.50	-	82,100	82,100	164,200	164,200	1,098,969
2023	1,087,289	266,702.50	85,000	81,200	81,200	162,400	247,400	1,067,986
2024	1,102,146	528,202.50	350,000	79,500	79,500	159,000	509,000	1,082,944
2025	1,121,354	555,660.00	390,000	72,500	72,500	145,000	535,000	1,100,694
2026	1,133,896	550,765.00	400,000	64,700	64,700	129,400	529,400	1,112,531
2027	1,124,921	550,415.00	415,000	56,700	56,700	113,400	528,400	1,102,906
2028	1,109,724	544,405.00	430,000	48,400	48,400	96,800	526,800	1,092,119
2029	1,123,249	567,242.50	470,000	39,800	39,800	79,600	549,600	1,105,606
2030	1,139,674	568,230.00	490,000	30,400	30,400	60,800	550,800	1,122,244
2031	1,147,693	562,280.00	500,000	20,600	20,600	41,200	541,200	1,126,613
2032	1,114,449	415,755.00	375,000	10,600	10,600	21,200	396,200	1,094,894
2033	1,115,944	183,750.00	155,000	3,100	3,100	6,200	161,200	1,093,394
2034	1,131,131	-	-	-	-	-	-	1,131,131
2035	1,121,819	-	-	-	-	-	-	1,121,819
2036	1,095,975	-	-	-	-	-	-	1,095,975
2037	1,032,500	-	-	-	-	-	-	1,032,500
	<u>\$ 20,995,148</u>	<u>\$ 5,876,866.25</u>	<u>\$ 4,060,000</u>	<u>\$ 752,000</u>	<u>\$ 769,142</u>	<u>\$ 1,521,142</u>	<u>\$ 5,581,142</u>	<u>\$ 20,699,423</u>

**FINANCIAL STATEMENT
(Unaudited)**

Assessed Value - Table 4

2018 Certified Assessed Valuation	\$	207,742,777	(a)
2019 Preliminary Assessed Valuation	\$	213,981,640	(b)
Estimated Assessed Valuation as of April 25, 2019	\$	218,891,357	(c)
Gross Debt Outstanding (after issuance of the Bonds)	\$	15,180,000	(d)
Ratio of Gross Debt to 2018 Certified Assessed Valuation		7.09%	
Ratio of Gross Debt to 2019 Preliminary Assessed Valuation		6.93%	
Ratio of Gross Debt to Estimated Assessed Valuation as of April 25, 2019		6.93%	
2018 Tax Rate			
Debt Service	\$	0.4793	
Maintenance		<u>0.3607</u>	
Total 2018 Tax Rate		<u><u>\$ 0.8400</u></u>	(e)
Debt Service Fund Balance (as of June 12, 2019)	\$	1,578,200	(f)
Estimated Population as of April 25, 2019.....		2,590	(g)
Area of District: 283.25 acres			

- (a) Assessed valuation of the District as of January 1, 2018 as certified by the Williamson Central Appraisal District ("WCAD") and the Travis Central Appraisal District ("TCAD"). See "TAXING PROCEDURES."
- (b) Preliminary assessed valuation of the District as of January 1, 2019 as certified by WCAD and TCAD, is included solely for purposes of illustration. No taxes will be levied on this assessed valuation unless certified by WCAD and TCAD. See "TAXING PROCEDURES."
- (c) Estimated assessed valuation of the District as of April 25, 2019 as provided by WCAD and TCAD, is included solely for purposes of illustration. No taxes will be levied on this assessed valuation unless certified by WCAD and TCAD. See "TAXING PROCEDURES."
- (d) Includes the Bonds, excludes the Refunded Bonds.
- (e) The District's Board, at its meeting in September 2018, levied a total tax rate of \$0.8400. See "TAXING PROCEDURES."
- (f) Unaudited as of June 12, 2019. Neither Texas Law nor the Bond Order requires the District to maintain any particular sum in the debt service fund.
- (g) Based upon 3.5 residents per occupied single-family home.

(The remainder of this page intentionally left blank)

Unlimited Tax Bonds Authorized but Unissued - Table 5

Date of Authorization	Purpose	Amount Authorized	Issued to Date	Authorized But Unissued
11/8/2005	Water, Sanitary Sewer & Drainage	\$ 55,500,000	\$ 16,705,000	\$ 38,795,000
11/8/2005	Refunding	59,475,000	494,022 ^(a)	58,980,978
11/8/2005	Park & Recreational Facilities	\$ 3,975,000	\$ -	3,975,000
Total		<u>\$ 114,975,000</u>	<u>\$ 17,199,022</u>	<u>\$ 97,775,978</u>

(a) The calculation of the amount of remaining unissued refunding authorization is based on administrative guidance from the Attorney General. To the extent the par amount of the refunding bonds exceeds the par amount of the refunded bonds, the difference is counted against the refunding authorization. Additionally, any net premium received by the District from the sale of refunding bonds, after deducting the Underwriter's discount, is also counted against the District's refunding authorization. The District has previously issued one (1) series of refunding bonds, which used \$410,000.00 in refunding authorization, and the issuance of the Bonds uses an additional \$84,022.01 of the District's voted authorization of refunding bonds. After the issuance of the bonds, \$58,980,977.99 of voted authorization of refunding bonds will remain unissued (assuming the District issues its full amount of voter authorized new money bonds).

Outstanding Bonds - Table 6

A. New Money Bonds				
Dated Date	Purpose	Original Series	Original Principal Amount	Principal Amount Outstanding ^(a)
9/1/2008	Water, Sanitary Sewer & Drainage	2008	\$ 1,675,000	\$ -
3/1/2010	Water, Sanitary Sewer & Drainage	2010	1,325,000	-
9/1/2012	Water, Sanitary Sewer & Drainage	2012	1,725,000	375,000
12/1/2013	Water, Sanitary Sewer & Drainage	2013A	2,250,000	400,000
12/1/2014	Water, Sanitary Sewer & Drainage	2014	2,000,000	1,980,000
7/14/2016	Water, Sanitary Sewer & Drainage	2016	4,000,000	3,925,000
1/11/2018	Water, Sanitary Sewer & Drainage	2018	3,730,000	3,630,000
Subtotal			<u>\$ 16,705,000</u>	<u>\$ 10,310,000</u>
B. Refundings				
4/1/2013	Refunding	2013	2,745,000	810,000
7/23/2019	Refunding	2019	4,060,000	4,060,000 ^(b)
Subtotal			<u>\$ 6,805,000</u>	<u>\$ 4,870,000</u>
Total			<u>\$ 23,510,000</u>	<u>\$ 15,180,000</u>

(a) Excludes the Refunded Bonds and includes the Bonds.

(b) The Bonds.

Cash and Investment Balances - Table 7 ^(a)

General Fund	\$ 2,869,435
Debt Service Fund	1,364,379 ^(b)
Capital Projects Fund	637,323

(a) Unaudited as of June 12, 2019. Includes cash and investments.

(b) Neither Texas Law nor the Bond Order requires the District to maintain any particular sum in the debt service fund.

Investment Authority and Investment Practices of the District

Under Texas law, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or by 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 FDIC or the National Credit Union Share Insurance Fund or their respective successors; (8) certificates of deposit and share certificates meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code, as amended) (the "PFIA") (i) that are issued by or through an institution that has its main office or a branch office in Texas and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (7) or in any other manner and amount provided by law for District deposits; or (ii) that are invested by the District through a depository institution that has its main office or a branch office in the State of Texas and otherwise meets the requirements of the PFIA; (9) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas; (10) 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; (11) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by 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; (12) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that complies with Securities and Exchange Commission Rule 2a-7; (13) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, and either has a duration of one year or more and is invested exclusively in obligations described in this paragraph, or has a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset-backed securities; and (14) local government investment pools organized in accordance with the Interlocal Cooperation Act (Chapter 791, Texas Government Code) as amended, whose assets consist exclusively of the obligations that are described above. A public funds investment pool must be continuously ranked no lower than "AAA", "AAA-m" or at an equivalent rating by at least one nationally recognized rating service. 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 in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

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 (6) 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 (6) above, clauses (11) through (13) 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 AAAM 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.

Current Investments - Table 8

The District, as of June 12, 2019, was invested in Money Market, TexPool, and L.O.G.I.C., as shown below. This investment portfolio is generally representative of the District's investment practices. GASB Statement No. 3 requires the District to assign risk categories for its investments except those in which securities are not used as evidence of the investment. TexPool and L.O.G.I.C. are public funds investment pools. TexPool and L.O.G.I.C. have not been assigned a risk category since securities are not issued to evidence the investment, but rather the District owns an undivided beneficial interest in the assets of TexPool and L.O.G.I.C. State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District's audited financial statements.

	Investment Value as of June 12, 2019
Money Market	\$ 35,753
TexPool	1,374,872
L.O.G.I.C.	3,460,513
Total Investments	\$ 4,871,138

Estimated Overlapping Debt Statement

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 several sources, including information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas. 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 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 be determined. Political subdivisions overlapping the District may be authorized by State law to levy and collect ad valorem taxes for operation, maintenance and/or general revenue purposes in addition to taxes for debt service and the tax burden for operation, maintenance and/or general purposes is not included in these figures.

Taxing Body	Gross Debt		% of Overlapping Debt	Amount of Overlapping Debt
	Amount	As of		
Williamson County ^(a)	826,249,942	5/31/2019	0.317%	\$ 2,622,873
Travis County ^(a)	914,206,179	5/31/2019	0.109%	999,385
Travis County Healthcare District	8,350,000	5/31/2019	0.109%	9,130
Pflugerville Independent School District	622,545,000	5/31/2019	1.524%	<u>9,486,629</u>
TOTAL ESTIMATED OVERLAPPING NET DEBT				\$ 13,118,017
The District ^(b)	\$ 15,180,000	7/23/2019	100.00%	<u>15,180,000</u>
TOTAL ESTIMATED DIRECT AND OVERLAPPING DEBT				<u>\$ 28,298,017</u>
Ratio of Estimated and Overlapping Debt to 2018 Certified Assessed Valuation				13.62%
Ratio of Estimated and Overlapping Debt to 2019 Preliminary Assessed Valuation				13.22%
Ratio of Estimated and Overlapping Debt to Estimated Assessed Valuation as of April 25, 2019				12.93%

(a) A resident of the District can reside only in one county.

(b) Includes the Bonds; excludes the Refunded Bonds.

Overlapping Taxes for 2018

Overlapping Entity	2018 Tax Rate Per		Average Tax Bill ^(a)	
	\$100 Assessed Valuation			
	Travis County	Williamson County	Travis County	Williamson County
Williamson County	\$0.000000	\$0.419000	\$ -	\$ 1,250
Travis County	0.3542000	0.000000	1,057	-
Travis County Healthcare District	0.1055200	0.000000	315	-
Pflugerville Independent School District	1.520000	1.540000	4,534	4,594
Travis County ESD No. 2	0.100000	0.000000		
The District	<u>0.840000</u>	<u>0.840000</u>	<u>2,506</u>	<u>2,506</u>
Total	<u>\$2.919720</u>	<u>\$2.799000</u>	<u>\$ 8,412</u>	<u>\$ 8,350</u>

(a) Based upon 2018 average single-family home value of \$298,313, as provided by TCAD and WCAD.

TAX DATA

Classification of Assessed Valuation - Table 9

Type Property	2018 ^(a)		2017 ^(a)		2016 ^(a)	
	Amount	%	Amount	%	Amount	%
Single Family Residence	\$ 203,963,327	98.04%	\$ 178,202,003	98.83%	\$ 146,586,898	95.16%
Vacant Lot	348	0.00%	35,301	0.02%	431,127	0.28%
Qualified Ag Land	902,397	0.43%	1,233,508	0.68%	1,369,231	0.89%
Non-Qualified Ag Land	595,111	0.29%	151,833	0.08%	707,673	0.46%
Commercial Personal Property	566,666	0.27%	574,371	0.32%	276,303	0.18%
Residential Inventory	7,084,636	3.41%	5,161,667	2.86%	8,933,071	5.80%
Totally Exempt Property	735,003	0.35%	396,511	0.22%	163,707	0.11%
Adjustments/Exemptions	(5,797,759)	-2.79%	(5,434,842)	-3.01%	(4,430,996)	-2.88%
Total	\$ 208,049,729	100.00%	\$ 180,320,352	100.00%	\$ 154,037,014	100.00%

(a) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

Tax Collections - Table 10

The following statement of tax collections reflects the historical tax collection experience of the District. Such summary has been prepared for inclusion herein based upon information from District audits and records of the respective Tax Assessor/Collector of WCAD and TCAD. Reference is made to such audits and records for further and more complete information. See "Classification of Assessed Valuation" above.

Tax Year	Assessed Valuation (a)	Tax Rate	Tax Levy	Current Collections		Total Collections		Year Ending
				Amount	%	Amount	%	
2007	6,981,856	0.9000	62,837	62,837	100.00%	62,837	100.00%	9/30/2008 ^(b)
2008	19,537,756	0.9000	175,840	175,840	100.00%	175,840	100.00%	9/30/2009 ^(b)
2009	30,526,024	0.9000	274,734	274,734	100.00%	274,734	100.00%	9/30/2010 ^(b)
2010	32,969,132	0.9000	298,107	298,107	100.00%	298,107	100.00%	9/30/2011 ^(b)
2011	38,813,777	0.9000	349,324	349,324	100.00%	349,324	100.00%	9/30/2012 ^(b)
2012	55,283,266	0.9000	498,051	498,051	100.00%	498,051	100.00%	9/30/2013 ^(b)
2013	68,293,389	0.9000	614,979	614,979	100.00%	614,979	100.00%	9/30/2014 ^(b)
2014	92,764,437	0.8775	814,008	814,008	100.00%	814,008	100.00%	9/30/2015 ^(b)
2015	118,618,275	0.8470	1,004,697	1,004,697	100.00%	1,004,697	100.00%	9/30/2016 ^(b)
2016	154,037,014	0.8400	1,293,911	1,292,617	99.90%	1,292,617	99.90%	9/30/2017 ^(b)
2017	180,320,352	0.8400	1,514,691	1,510,147	99.70%	1,510,147	99.70%	9/30/2018 ^(b)
2018	207,742,777	0.8400	1,745,039	1,740,188	99.72%	1,741,899	99.82%	9/30/2019 ^(c)

(a) Assessed Valuation reflects the adjusted value at September 30th of each respective year as included in the audited financial statement.

(b) Audited.

(c) Unaudited. Reflects collections through April 30, 2019. Taxes were due with no penalty by January 31, 2019.

(The remainder of this page intentionally left blank)

District Tax Rates - Table 11

	Tax Rate per \$100 Assessed Valuation					
	2018	2017	2016	2015	2014	2013
Debt Service	\$ 0.4793	\$ 0.4195	\$ 0.5490	\$ 0.4363	\$ 0.5212	\$ 0.4115
Maintenance	0.3607	0.4205	0.2910	0.4107	0.3563	0.4885
Total	\$ 0.8400	\$ 0.8400	\$ 0.8400	\$ 0.8470	\$ 0.8775	\$ 0.9000

Tax Rate Limitation

The District's tax rate for debt service on the Bonds is legally unlimited as to rate or amount.

Maintenance Tax

The Board of Directors of the District has the statutory authority to levy and collect an annual ad valorem tax for planning, constructing, acquiring, maintaining, repairing or operating the District's improvements, if such maintenance tax is authorized by a vote of the District's electors. Such tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Outstanding Bonds, the Bonds, and any tax bonds which may be issued in the future. At an election held on November 8, 2005, voters within the District authorized a maintenance tax not to exceed \$1.40/\$100 assessed valuation. As shown above under "District Tax Rates," the District levied 2018 maintenance and operations tax of \$0.3607/\$100 assessed valuation.

Principal Taxpayers - Table 12

The following list of principal taxpayers was provided by the District's Tax Assessor/Collector based on the 2018, 2017 and 2016 tax rolls of the District, which reflect ownership as of January 1, of each year shown.

Principal Taxpayers	Type Property	2018 ^(a)	2017 ^(a)	2016 ^(a)
Lennar Homes of Texas Land & Construction, Ltd.	Land & Improvements	\$ 2,609,245	\$ 640,410	(b)
Individual Homeowner	Land & Improvements	411,693	418,877	372,503
Individual Homeowner	Land & Improvements	404,693	411,877	367,721
Individual Homeowner	Land & Improvements	398,049	402,249	367,483
Individual Homeowner	Land & Improvements	393,139	397,459	365,153
Individual Homeowner	Land & Improvements	392,665	396,804	364,798
Individual Homeowner	Land & Improvements	392,126	394,659	363,671
Individual Homeowner	Land & Improvements	391,290	393,535	(b)
Individual Homeowner	Land & Improvements	390,865	392,889	(b)
Gehan Homes Ltd.	Land & Improvements	(b)	1,980,982	3,037,243
Rowe Lane 285 LP	Land & Improvements	(b)	(b)	2,631,887
Brohn Group LLC	Land & Improvements	(b)	(b)	1,963,849
		\$ 5,783,765	\$ 5,829,741	\$ 9,834,308
Percent of Certified Assessed Valuation		2.78%	3.23%	6.38%

(a) Audited.

(b) Not a principal taxpayer for respective year.

(The remainder of this page intentionally left blank)

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2018 Certified Assessed Valuation and Estimated Assessed Valuation as of April 25, 2019, and utilize tax rates adequate to service the District's total debt service requirements, including the Bonds. No available debt service funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS - Impact on District Tax Rates."

Average Annual Debt Service Requirement on the Bonds and the Outstanding Bonds (2022 through 2043)	\$1,087,867
\$0.56 Tax Rate on 2018 Certified Assessed Valuation of \$207,742,777 @ 95% collections produces	\$1,105,192
\$0.54 Tax Rate on 2019 Preliminary Assessed Valuation of \$213,981,640 @ 95% collections produces	\$1,097,726
\$0.53 Tax Rate on Estimated Assessed Valuation as of April 25, 2019 of \$218,891,357 @ 95% collections produces	\$1,102,118
Maximum Annual Debt Service Requirement on the Bonds (2031)	\$1,126,613
\$0.58 Tax Rate on 2018 Certified Assessed Valuation of \$527,298,107 @ 95% collections produces	\$1,144,663
\$0.56 Tax Rate on 2018 Certified Assessed Valuation of \$527,298,107 @ 95% collections produces	\$1,138,382
\$0.55 Tax Rate on Estimated Assessed Valuation as of April 25, 2019 of \$597,407,850 @ 95% collections produces	\$1,143,707

Debt Service Fund Management Index

Debt Service Requirements for year ending 12/31/19	\$954,576 ^(a)
Audited Debt Service Fund Balance as of 9/30/2018	\$ 600,248 ^(b)
2018 Tax Levy @ 95% collections produces	\$ 945,926 ^(c)
Total Available for Debt Service	<u>\$1,546,174</u>
Projected Debt Service Fund Balance 9/30/19	\$591,598

(a) Interest payments on the Bonds begin September 1, 2019.

(b) Audited debt service fund balance of as of September 30, 2018; represents debt service fund balance after all 2018 debt service requirements have been paid.

(c) The District levied a 2018 debt service tax rate of \$0.4793 at its September 2018 meeting.

TAXING PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Outstanding Bonds, the Bonds, and any additional bonds payable from taxes which the District may hereafter issue (see "INVESTMENT CONSIDERATIONS - Future 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 and Security for Payment." Under State law, the Board is also authorized to levy and collect an ad valorem tax for the operation and maintenance of the District and for the payment of certain contractual obligations, if authorized by its voters. See "TAX DATA – Maintenance Tax."

Property Tax Code and County Wide Appraisal District

Title I of the Texas Property Tax Code (the “Property Tax Code”) specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized herein.

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within the county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The Williamson Central Appraisal District (the “WCAD”) has the responsibility for appraising property for all taxing units within Williamson County, including the portion of the District within Williamson County. The Travis Central Appraisal District (the “TCAD”) has the responsibility for appraising property for all taxing units within Travis County, including the portion of the District within Travis County. Such appraisal values are subject to review and change by the Williamson Central and Travis Central Appraisal Review Boards (the “Appraisal Review Boards”). The appraisal rolls as approved by the Appraisal Review Boards 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 are subject to taxation by the District; however, no effort is expected to be made by the appraisal district to include on a 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; income producing tangible personal property or mineral interest with a taxable value of less than \$500; certain property used for the control of air, water or land pollution; solar and wind powered energy devices; certain non-profit cemeteries, farm products owned by the producer; and certain property owned by qualified charitable, religious, veterans, youth development, or fraternal organizations; designated historical sites; travel trailers; and most individually owned automobiles. 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. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran’s residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran’s residence homestead is also entitled to an exemption from taxation on the same or subsequently qualified homestead of the total appraised value of the same property to which the disabled veteran’s exemption applied. The surviving spouse of a member of the armed services who was killed in action is entitled to an exemption from taxation of the total appraised value of the surviving spouse’s residence homestead where certain conditions are met and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse’s residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. Furthermore, qualifying surviving spouses of person 65 years of age and older are entitled to receive a resident homestead exemption equal to the exemption received by the deceased spouse. Also partially exempt, if approved by the Board or at an election called by the Board upon petition of at least 20% of the qualified voters who voted in the District’s preceding election, are residence homesteads of certain persons who are disabled or at least 65 years old, not less than \$3,000 of appraised value or such higher amount as the Board or the District’s voters may approve. Furthermore, the surviving spouse of a person 65 or older is entitled to an exemption for the same property in an amount equal to that which the deceased spouse was qualified, subject to certain conditions. The District’s tax assessor/collectors are 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.

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State to exempt up to twenty percent (20%) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but it must be adopted by July 1. The District has never adopted a general homestead exemption.

Tax Abatement: Williamson and/or Travis County and the District may enter into tax abatement agreements with owners of real property within such tax abatement 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 the 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.

Freeport Goods and Goods-in-Transit Exemption: Article VIII, Section 1-j of the Texas Constitution provides for an exemption from ad valorem taxation for “freeport property,” which is defined as goods detained in the state for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication. Taxing units that took action prior to April 1, 1990 may continue to tax freeport property and decisions to continue to tax freeport property may be reversed in the future. However, decisions to exempt freeport property are not subject to reversal. In addition, effective for tax years 2008 and thereafter, Article VIII, Section 1-n of the Texas Constitution provides for an

exemption from taxation for “goods-in-transit,” which are defined as personal property acquired or imported into the state and transported to another location inside or outside the state within 175 days of the date the property was acquired or imported into the state. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and outboard motor, heavy equipment and manufactured housing inventory. After holding a public hearing, a taxing unit may take action by January 1 of the year preceding a tax year to tax goods-in-transit during the following tax year. A taxpayer may obtain only a freeport exemption or a goods-in-transit exemption for items of personal property. Freeport goods are exempt from taxation by the District. The District has not taken action to tax goods-in-transit.

Valuation of Property for Taxation

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

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price that such property would bring if sold as a unit to a purchaser who would continue the business. Developers wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires WCAD and TCAD to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in WCAD and TCAD at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by WCAD and TCAD or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense has the right to obtain from the Appraisal District a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as WCAD and TCAD choose formally to include such values on its respective appraisal roll.

District and Taxpayer Remedies

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

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the District and provides for taxpayer referenda which could result in the repeal of certain tax increases. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board of Directors, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it became delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, sixty (60) days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding twenty-four (24) months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least twelve (12) months and no more than thirty-six (36) months. Additionally, the owner of a residence homestead property who is (i) sixty-five (65) years of age or older, (ii) disabled, or

(iii) a disabled veteran, is entitled by law to pay current taxes on a residence homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continues to accrue during the period of deferral.

Rollback of Operation and Maintenance Tax Rate

Under current law, the qualified voters of the District have to right to petition for a rollback of the District's operation and maintenance tax rate only if the total tax bill on the average residence homestead increases by more than eight percent (8%). If a rollback election is called and passes, the rollback tax rate is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate. Thus, debt service and contract tax rates cannot be changed by a rollback election.

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

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

Low Tax Rate Districts

Low Tax Rate Districts that adopt a total tax rate that would impose more than 1.08 times the amount of the total tax imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are required to hold 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 a Low Tax Rate Districts is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate.

Developed Districts

Developed Districts that adopt a total tax rate that would impose more than 1.035 times the amount of the total tax imposed by the district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions for the preceding tax year, plus any unused increment rates, as calculated and described in Section 26.013 of the Tax Code, are required to hold 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 a Developed District is the current year's debt service and contract tax rate plus 1.035 times the previous year's operation and maintenance tax rate plus any unused increment rates. In addition, if any part of a Developed District lies within an area declared for disaster by the Governor of Texas or the President of the United States, alternative procedures and rate limitations may apply for a temporary period. 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 District.

Developing Districts

Districts that do not meet the classification of a Low Tax Rate District or a Developed District are classified as Developing Districts. The qualified voters of these districts, upon the adoption of a total tax rate that would impose more than 1.08 times the amount of 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 rate plus 1.08 times the previous year's operation and maintenance tax rate.

The District

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

District's Rights In The Event Of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property 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 the State and each 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 "FINANCIAL STATEMENT -

Overlapping Taxes for 2018". A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

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

Effect of FIRREA on Tax Collections

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

LEGAL MATTERS

The District will furnish the Underwriter 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 District to the effect that (i), based upon an examination of such transcript, the Bonds are valid and legally binding 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 B - Form of Bond Counsel 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 "PLAN OF FINANCING – Escrow Agreement," "THE BONDS" (except for the subcaptions "DTC Redemption Provision," "Payment Record" and "Remedies in Event of Default"), "LEGAL MATTERS" (except for the last sentence of the first paragraph hereof and the subcaption "No-Litigation Certificate"), "TAX MATTERS" and "CONTINUING DISCLOSURE OF INFORMATION" (except for the subcaption "Compliance with Prior Undertakings") and such firm is of the opinion that the information relating to the Bonds and the legal issues contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein, is correct as to matters of law, and, with respect to the Bonds, such information conforms to the provisions of the Bond Order. 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. In connection with the issuance of the Bonds, Bond Counsel has been engaged by, and only represents, the District. Certain legal matters will be passed upon for the Underwriter by its counsel.

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

No-Litigation Certificate

The District will furnish to the Underwriter a certificate, dated as of the date of delivery of the Bonds, executed by both the President and Secretary of the Board, to the effect that no litigation of any nature has been filed or is then pending or threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the issuance, execution or delivery of the Bonds; affecting the provisions made for the payment of or security for the Bonds; in any manner questioning the authority or proceedings for the issuance, execution, or delivery of the Bonds; or affecting the validity of the Bonds.

VERIFICATION OF ESCROW SUFFICIENCY AND YIELDS

Public Finance Partners LLC will deliver to the District, on or before the settlement date of the Bonds, its verification report indicating that it has verified the mathematical accuracy of the mathematical computations of the adequacy of the cash and the maturing principal of and

interest on the Escrowed Securities, to pay, when due, the maturing principal of, interest on and related call premium requirements, if any, of the Refunded Bonds.

Public Finance Partners, LLC relied on the accuracy, completeness and reliability of all information provided to it by, and on all decisions and approvals of, the District. In addition, Public Finance Partners LLC has relied on any information provided to it by the District's retained advisors, consultants or legal counsel.

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") (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See "APPENDIX B -- Form of Bond Counsel 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, (b) the verification report, and (c) 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 the 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 to 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 the 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 the 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 may be 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 (defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of

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

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

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Bonds. This discussion is based on existing statutes, regulations, published rulings and court decisions accumulated, all of which are 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 subchapter C earnings and profits, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

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

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

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

State, Local and Foreign Taxes

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

Information Reporting and Backup Withholding

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

Qualified Tax-Exempt Obligations for Financial Institutions

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligation, other than "private activity bonds," that are

designated by a “qualified small issuer” as “qualified tax-exempt obligations.” A “qualified small issuer” is any governmental issuer (together with any “on-behalf of” and “subordinate” issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term “financial institution” as any “bank” described in Section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to “qualified tax-exempt obligations” provided by Section 265(b) of the Code, Section 291 of the Code provides that the allowable deduction to a “bank,” as defined in Section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase “qualified tax-exempt obligations” shall be reduced by twenty-percent (20%) as a “financial institution preference item.”

The District has designated the Bonds as “qualified tax-exempt obligations” within the meaning of section 265(b) of the Code. In furtherance of that designation, the District has covenanted to take such action that would assure, or to refrain from such action that would adversely affect, the treatment of the Bonds as “qualified tax-exempt obligations.” **Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000, there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligations might fail to satisfy the \$10,000,000 limitation and the Bonds would not be “qualified tax-exempt obligations.”**

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has 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 certain specified events to the Municipal Securities Rulemaking Board (“MSRB”). Information will be available free of charge by the MSRB via the Electronic Municipal Market Access (“EMMA”) system 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 Tables 1 through 12 and in Appendix A, if such audited financial statements as provided in Appendix A are then available. 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 “Rule”). The updated information will include audited financial statements, if it is completed by the required time. If audited financial statements are not available within twelve months after any such fiscal year end, the District will file unaudited financial statements within such twelve-month period and file audited financial statements when the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix A or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The District's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 of 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 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 the event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax 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 or other obligated person within the meaning of CFR § 240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation (as defined by the Rule which includes debt, debt-like, and debt-related obligations) of the District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District, any of which reflect financial difficulties. Neither the Bonds or the Bond Order may any provision for debt service reserve or a trustee.

Availability of Information from MSRB

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

The District may amend its continuing disclosure from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District, but only if (i) the provisions, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (ii) either (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Order that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the Holders and beneficial owners of the Bonds. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter or purchaser from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertakings

During the past five years, the District has complied in all material respects with its continuing disclosure undertakings in accordance with SEC Rule 15c2-12.

Certain S&P ratings changes affecting National Public Finance Guarantee, the bond insurer on the District's Unlimited Tax Bonds, Series 2016, occurred on 06/26/2017 and 12/01/2017. Material event notices relating to these bond insurer ratings changes were not filed with MSRB.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Public Finance Group LLC (the "Financial Advisor"), which firm was employed in 2014 as Financial Advisor to the District. The fees paid the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered, and therefore such fees are contingent on the sale and delivery of the Bonds.

UNDERWRITING

The Underwriter of the Bonds has agreed, subject to certain customary conditions to delivery, to purchase the Bonds from the District at an underwriting discount of \$39,657.69 from the initial public offering prices therefore set forth on the inside cover page of this Official Statement. The Underwriter will be obligated to purchase all of the Bonds, if any Bonds are purchased. The Bonds may be offered and sold to certain dealers and others at prices lower than such public offering prices and such public offering prices may be charged from time to time by the Underwriter.

OFFICIAL STATEMENT

Preparation

The District has no employees but engages various professionals and consultants to assist the District in the day-to-day activities of the District. See "THE DISTRICT". The Board of Directors in its official capacity has relied upon the below mentioned experts and sources in the preparation of this Official Statement. The information in this Official Statement was compiled and edited by the Financial Advisor. In addition to compiling and editing such information, the Financial Advisor has obtained the information set forth herein under the captions indicated from the following sources:

THE DISTRICT – Gray Engineering, Inc., (“Engineer”), Pflugerville Independent School District, various area commercial and retail establishments and the Developer; “THE DEVELOPER” – The Commons at Rowe Lane, L.P. (the “Developer”); “THE SYSTEM” – Engineer; “UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED” – Records of the District (“Records”), “FINANCIAL STATEMENT” – Travis County Appraisal District, Williamson Central Appraisal District; “ESTIMATED OVERLAPPING DEBT STATEMENT” – Municipal Advisory Council of Texas and Financial Advisor; “TAX DATA” and “WATER AND SEWER OPERATIONS” – Audits, Records and Tax Assessor/Collector; “MANAGEMENT” – District Directors; “DEBT SERVICE REQUIREMENTS” – Financial Advisor; “THE BONDS,” “LEGAL MATTERS”, “TAXING PROCEDURES,” “CONTINUING DISCLOSURE OF INFORMATION” (except in the subheading “Compliance with Prior Undertakings”) - Freeman & Corbett; “TAX MATTERS” - McCall, Parkhurst & Horton L.L.P.

Consultants

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

The Engineer: The information contained in the Official Statement relating to engineering matters and to the description of the System and, in particular, that information included in the sections entitled "THE DISTRICT" and "THE SYSTEM," has been provided by Gray Engineering, Inc., and has been included in reliance upon the authority of said firm in the field of civil engineering.

The Auditor: The District’s financial statements for the fiscal year ended September 30, 2018 were prepared by Maxwell, Locke & Ritter LLP (“Maxwell, Locke & Ritter”), Certified Public Accountants. Maxwell, Locke & Ritter serves as auditor to 35 other special districts. See “Appendix A” for a copy of the District’s Audited Financial Statements as of September 30, 2018.

Appraisal Districts: The information contained in this Official Statement relating to the certified assessed valuation of property in the District and, in particular, such information contained in the section captioned "FINANCIAL STATEMENT," has been provided by the Williamson Central Appraisal District and Travis Central Appraisal District, in reliance upon their authority in the field of appraising and tax assessing.

Tax Assessor/Collector: The information contained in this Official Statement relating to tax collection rates, and principal taxpayers has been provided by Mr. Larry Gaddes, A/C (Williamson County) and Mr. Bruce Elfant, A/C (Travis County) in reliance upon their authority in the field of tax assessing and collecting.

Annual Audits

Under State Law, the District must keep its fiscal records in accordance with generally accepted accounting principles. It must also have its financial accounts and records audited by a certified or permitted public accountant within 120 days after the close of each fiscal year of the District, and must file each audit report with the TCEQ within 135 days after the close of the fiscal year once the District has issued bonds or has assets or receipts in excess of \$250,000. Prior to selling bonds or having assets over \$250,000, the District is allowed under State law to file a financial report in lieu of an audit. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any registered owner or other member of the public within a reasonable time on request, upon payment of prescribed charges.

This Official Statement was approved by the Board of Directors of Lakeside Municipal Utility District No. 3, as of the date shown on the first page hereof.

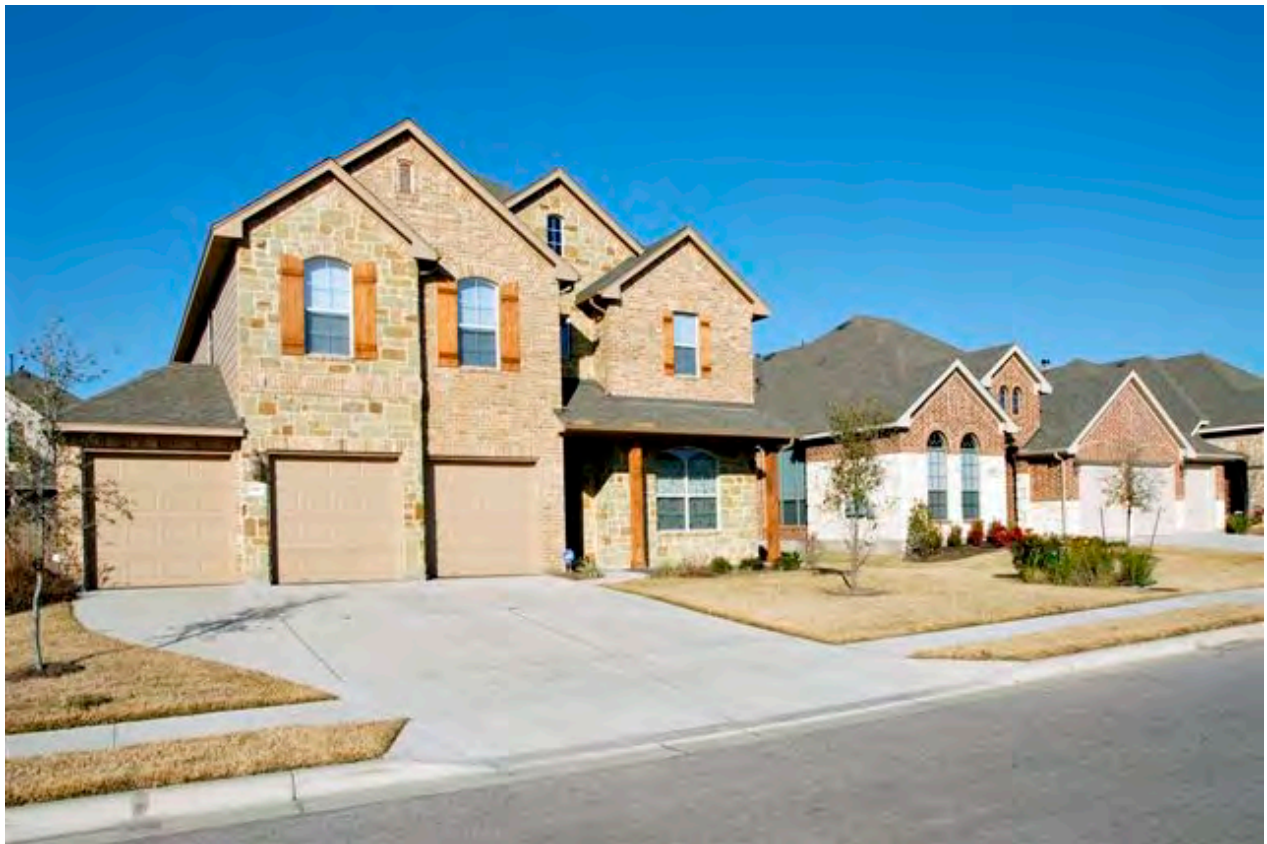
/s/ J.D. Scott
President, Board of Directors
Lakeside Municipal Utility District No. 3

/s/ David Cotton
Secretary, Board of Directors
Lakeside Municipal Utility District No. 3

PHOTOGRAPHS

The following photographs were taken in the District. The homes and commercial establishments shown in the photographs are representative of the type of construction presently located within the District, and these photographs are presented solely to illustrate such construction. The District makes no representation that any additional construction such as that as illustrated in the following photographs will occur in the District. See "THE DISTRICT."









APPENDIX A
AUDITED FINANCIAL STATEMENTS

The information contained in this appendix has been excerpted from the audited financial statement of Lakeside Municipal Utility District No. 3 for the fiscal year ended September 30, 2018. Certain information not considered to be relevant to this financing has been omitted; however, complete audit reports are available upon request.

**LAKESIDE
MUNICIPAL UTILITY DISTRICT
NO. 3**

**Financial Statements and
Supplemental Information
as of and for the Year Ended
September 30, 2018 and
Independent Auditors' Report**

**LAKESIDE
MUNICIPAL UTILITY DISTRICT NO. 3**

TABLE OF CONTENTS

	<u>Page</u>
Annual Filing Affidavit	1
Independent Auditors' Report	2
Management's Discussion and Analysis	MDA-1
Basic Financial Statements	
Statement of Net Position and Governmental Funds Balance Sheet	FS-1
Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances	FS-2
Notes to the Basic Financial Statements	FS-3
Required Supplementary Information	
Budgetary Comparison Schedule - General Fund	FS-18
Texas Supplemental Information (TSI)	
Services and Rates	TSI-1
General Fund Expenditures	TSI-2
Temporary Investments	TSI-3
Taxes Levied and Receivable	TSI-4
Long-Term Debt Service Requirements - By Years	TSI-5
Changes in Long-Term Bonded Debt	TSI-6
Comparative Schedule of Revenues and Expenditures - General and Debt Service Funds - Five Years	TSI-7
Board Members, Key Personnel and Consultants	TSI-8
Other Supplemental Information (OSI)	
Principal Taxpayers	OSI-1
Assessed Value by Classification	OSI-2

ANNUAL FILING AFFIDAVIT

ANNUAL FILING AFFIDAVIT

STATE OF TEXAS

COUNTY OF TRAVIS

I, _____ of the
(Name of Duly Authorized District Representative)

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
(Name of District)

hereby swear, or affirm, that the District above has reviewed and approved at a meeting of the District's Board of Directors on the **9th day of January, 2019**, its annual audit report for the fiscal year ended **September 30, 2018** and that copies of the annual audit report have been filed in the District's office, located at:

100 Congress Avenue, Suite 1300
Austin, TX 78701
(Address of District's Office)

The annual filing affidavit and the attached copy of the audit report are being submitted to the Texas Commission on Environmental Quality in satisfaction of all annual filing requirements within Section 49.194 of the Texas Water Code and to the Texas Comptroller of Public Accounts in satisfaction of the annual filing requirements of Section 140.008 of the Texas Local Government Code.

Date: _____, _____ By: _____
(Signature of District Representative)

(Typed Name and Title of District Representative)

Sworn to and subscribed to before me this _____ day of _____, _____.

(SEAL)

(Signature of Notary)

(Printed Name of Notary)

My Commission Expires On: _____, _____.
Notary Public in the State of Texas

INDEPENDENT AUDITORS' REPORT



MAXWELL LOCKE & RITTER LLP

Accountants and Consultants

An Affiliate of CPAmerica International

tel (512) 370 3200 fax (512) 370 3250

www.mlrpc.com

Austin: 401 Congress Avenue, Suite 1100

Austin, TX 78701

Round Rock: 411 West Main Street, Suite 300

Round Rock, TX 78664

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Lakeside Municipal Utility District No. 3:

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Lakeside Municipal Utility District No. 3 (the "District"), as of and for the year ended September 30, 2018, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

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 Registered Investment Advisor"

This firm is not a CPA firm

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, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on pages MDA-1 through MDA-7 and FS-18, respectively, 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 Texas supplemental information and 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 Texas supplemental information 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 Texas supplemental information 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 9, 2019

**MANAGEMENT'S DISCUSSION
AND ANALYSIS**

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3 MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED SEPTEMBER 30, 2018

In accordance with Governmental Accounting Standards Board (“GASB”) Statement No. 34, the management of Lakeside Municipal Utility District No. 3 (the “District”) offers the following discussion and analysis to provide an overview of the District’s financial activities for the year ended September 30, 2018. Since this information is designed to focus on the current year’s activities, resulting changes, and currently known facts, it should be read in conjunction with the District’s basic financial statements that follow.

FINANCIAL HIGHLIGHTS

- *General Fund:* At the end of the current fiscal year, the nonspendable and unassigned fund balance was \$2,264,154, an increase of \$641,903 from the previous fiscal year. General Fund revenues increased from \$721,699 in the previous fiscal year to \$936,583 in the current fiscal year due to an increase in the tax rate allocated to the General Fund and an increase in the District’s assessed valuation.
- *Debt Service Fund:* Fund balance restricted for debt service increased from \$483,493 at the end of the previous fiscal year to \$600,248 at the end of the current fiscal year. Debt Service Fund revenues decreased from \$853,539 in the previous fiscal year to \$772,681 in the current fiscal year due to a decrease in the tax rate allocated to the Debt Service Fund.
- *Capital Projects Fund:* Fund balance restricted for capital projects increased from \$310,601 at the end of the previous fiscal year to \$628,788 at the end of the current fiscal year. The District issued \$3,730,000 of unlimited tax bonds to purchase \$2,781,074 of infrastructure and pay \$359,934 of bond issuance costs during the current fiscal year.
- *Governmental Activities:* On a government-wide basis for governmental activities, the District had revenues net of expenses of \$356,464 during the current fiscal year. Net position increased from a deficit balance of \$56,766 at September 30, 2017 to \$299,698 at September 30, 2018.

OVERVIEW OF THE DISTRICT

The District, a political subdivision of the State of Texas, was created by order of the Texas Commission on Environmental Quality on September 1, 2005. The District was created to provide water, wastewater, and storm drainage facilities to the land within its boundaries and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended. The District is located entirely within the extraterritorial jurisdiction of the City of Pflugerville and wholly within the boundaries of Travis County, Texas and Williamson County, Texas. The District is situated approximately 5 miles northeast of the central business district of the City of Pflugerville.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3 MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED SEPTEMBER 30, 2018

USING THIS ANNUAL REPORT

This annual report consists of six parts:

1. *Management's Discussion and Analysis* (this section)
2. *Basic Financial Statements*
3. *Notes to the Basic Financial Statements*
4. *Required Supplementary Information*
5. *Texas Supplemental Information* (required by the Texas Commission on Environmental Quality (the TSI section))
6. *Other Supplemental Information* (the OSI section)

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 "Governmental Funds Total" 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 FINANCIAL STATEMENTS

The *Statement of Net Position and Governmental Funds Balance Sheet* includes a column (titled "Governmental Funds Total") that represents a balance sheet prepared using the modified accrual basis of accounting. This method measures cash and all other financial assets that can be readily converted to cash. 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 "Governmental Funds Total") 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 *Notes to the 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*.

The *Required Supplementary Information* presents a comparison statement between the District's adopted budget and its actual results.

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

FINANCIAL ANALYSIS OF THE DISTRICT AS A WHOLE

Statement of Net Position:

The following table reflects the condensed Statement of Net Position:

Summary Statement of Net Position

	Governmental Activities		Change Increase (Decrease)
	2018	2017	
Current and other assets	\$ 3,554,269	\$ 2,436,974	\$ 1,117,295
Capital and non-current assets	11,850,679	9,311,434	2,539,245
Total Assets	15,404,948	11,748,408	3,656,540
Deferred charges on bond refundings	169,139	181,716	(12,577)
Current liabilities	573,777	376,553	197,224
Long-term liabilities	14,700,612	11,610,337	3,090,275
Total Liabilities	15,274,389	11,986,890	3,287,499
Net investment in capital assets	(2,529,873)	(2,131,586)	(398,287)
Restricted for debt service	562,874	452,320	110,554
Unrestricted	2,266,697	1,622,500	644,197
Total Net Position	\$ 299,698	\$ (56,766)	\$ 356,464

The District's net position increased from a deficit balance of \$56,766 at the end of the previous fiscal year to \$299,698 at the end of the current fiscal year. The District's unrestricted net position, which can be used to finance day to day operations, totaled \$2,266,697 at September 30, 2018.

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

Revenues and Expenses:

Summary Statement of Activities

	Governmental Activities		Change Increase (Decrease)
	2018	2017	
Property taxes, including penalties and interest	\$ 1,513,940	\$ 1,296,393	\$ 217,547
Service accounts, including penalties	87,840	76,286	11,554
Tap connections	60,200	186,200	(126,000)
Other	60,508	18,455	42,053
Total Revenues	1,722,488	1,577,334	145,154
Landscaping and utilities	164,040	186,744	(22,704)
Legal fees	57,654	59,750	(2,096)
Engineering fees	21,213	24,061	(2,848)
Accounting fees	17,550	17,550	-
Other	41,850	41,906	(56)
Debt service	799,920	407,883	392,037
Depreciation/amortization	263,797	223,957	39,840
Total Expenses	1,366,024	961,851	404,173
Change in Net Position	356,464	615,483	(259,019)
Beginning Net Position	(56,766)	(672,249)	615,483
Ending Net Position	\$ 299,698	\$ (56,766)	\$ 356,464

Revenues were \$1,722,488 for the fiscal year ended September 30, 2018, while expenses were \$1,366,024. Net position increased by \$356,464 for the fiscal year ended September 30, 2018.

Property tax revenues totaled \$1,513,940 for the fiscal year ended September 30, 2018, an increase of \$217,547 over last year primarily due to increased assessed values. Included in these taxes are real and personal property taxes which are assessed October 1 and payable before the following January 31.

The District's assessed value in fiscal year 2018 was approximately \$180 million compared to \$154 million in fiscal year 2017. The tax rate is set after reviewing the operating and debt service requirements and appraised values determined by Travis County and Williamson County. The ad valorem tax rate for fiscal year 2018 was \$0.84 per \$100 assessed valuation, which is the same as fiscal year 2017 tax rate. For fiscal year 2018, taxes were allocated 50% to the General Fund and 50% to the Debt Service Fund. Property taxes make up 88% of the District's total revenue sources.

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

ANALYSIS OF GOVERNMENTAL FUNDS

Governmental Funds by Year

	2018	2017	2016	2015
Cash and investments	\$ 3,489,616	\$ 2,372,036	\$ 1,882,398	\$ 1,395,726
Receivables	22,888	64,177	24,283	28,883
Prepaid expenditures	896	37,570	-	10,383
Total Assets	<u>\$ 3,513,400</u>	<u>\$ 2,473,783</u>	<u>\$ 1,906,681</u>	<u>\$ 1,434,992</u>
Accounts payable	\$ 13,644	\$ 19,910	\$ 15,380	\$ 41,919
Interfund payables	1,264	36,809	7,864	13,843
Total Liabilities	<u>14,908</u>	<u>56,719</u>	<u>23,244</u>	<u>55,762</u>
Deferred Inflows of Resources	<u>5,302</u>	<u>719</u>	<u>790</u>	<u>-</u>
Nonspendable	896	1,589	-	-
Restricted	1,229,036	794,094	658,134	447,903
Unassigned	2,263,258	1,620,662	1,224,513	931,327
Total Fund Balances	<u>3,493,190</u>	<u>2,416,345</u>	<u>1,882,647</u>	<u>1,379,230</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 3,513,400</u>	<u>\$ 2,473,783</u>	<u>\$ 1,906,681</u>	<u>\$ 1,434,992</u>

As of September 30, 2018, the District's governmental funds reflect a combined fund balance of \$3,493,190 which includes a year-over-year increase of \$641,903 in the General Fund.

The Debt Service Fund reflects an increase in fund balance of \$116,755 in fiscal year 2018. The Debt Service Fund remitted bond principal of \$425,000 and bond interest of \$471,761 during fiscal year 2018. More detailed information about the District's debt is presented in the *Notes to the Basic Financial Statements*.

The Capital Projects Fund purchases the District's infrastructure. The Capital Projects Fund had a \$318,187 increase in fund balance for fiscal year 2018. The District issued \$3,730,000 of unlimited tax bonds to purchase \$2,781,074 of infrastructure and pay \$359,934 of bond issuance costs during the current fiscal year.

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2018**

BUDGETARY HIGHLIGHTS

The General Fund pays for daily operating expenses. On September 13, 2017, the Board of Directors approved a budget for the fiscal year ending September 30, 2018. The budget included revenues of \$939,638 as compared to expenditures of \$512,235 for fiscal year 2018. When comparing actual figures to budgeted amounts, the District had a positive variance of \$214,500 for fiscal year 2018, primarily due to engineering and general landscaping project costs totaling less than projected. More detailed information about the District's budgetary comparison is presented in the *Required Supplementary Information*.

CAPITAL ASSETS

The District's governmental activities have invested \$11,850,679 in land and infrastructure. The detail is reflected in the following schedule:

Summary of Capital Assets, net

	<u>9/30/2018</u>	<u>9/30/2017</u>
Land	\$ 426,867	\$ 273,480
Water/Wastewater/Drainage Facilities	12,420,236	9,792,549
Less: Accumulated Depreciation	<u>(996,424)</u>	<u>(754,595)</u>
Total Net Capital Assets	<u>\$ 11,850,679</u>	<u>\$ 9,311,434</u>

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

LONG-TERM DEBT

The District has the following balances outstanding on unlimited tax bonds:

	<u>Bonds Payable</u>
Series 2012	\$ 1,410,000
Series 2013	2,515,000
Series 2013A	1,875,000
Series 2014	1,980,000
Series 2016	3,925,000
Series 2018	<u>3,630,000</u>
Total	<u>\$ 15,335,000</u>

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3 MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED SEPTEMBER 30, 2018

The District owes approximately \$15 million to bond holders. During the current fiscal year, \$425,000 of principal reductions was paid by the District. The ratio of the District's long-term debt to the total 2017 taxable assessed valuation (\$180,320,352) is 8.5%. The District's estimated population, as provided by the District as of November 1, 2017, is 2,289. More detailed information about the District's long-term debt is presented in the *Notes to the Basic Financial Statements*.

CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS

The property tax assessed value and net taxable value for 2018 is approximately \$208 million. The fiscal year 2019 tax rate is \$0.84 on each \$100 of taxable value. Approximately 43% of the property tax will fund general operating expenses and approximately 57% of the property tax will be set aside for debt service.

The adopted budget for fiscal year 2019 projects an operating fund balance increase of \$381,515. Compared to the fiscal year 2018 budget, revenues are expected to decrease by approximately \$41,000 and expenditures are expected to increase by approximately \$5,000.

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 in care of Armbrust & Brown, PLLC, 100 Congress Avenue, Suite 1300, Austin, Texas 78701.

BASIC FINANCIAL STATEMENTS

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
SEPTEMBER 30, 2018

	General Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Government - Wide Statement of Net Position
<u>ASSETS</u>						
Cash and cash equivalents:						
Cash on deposit	\$ 40,613	\$ -	\$ -	\$ 40,613	\$ -	\$ 40,613
Cash equivalents	2,218,619	601,596	628,788	3,449,003	-	3,449,003
Receivables:						
Service accounts, no provision for uncollectible accounts	15,442	-	-	15,442	-	15,442
Property taxes	2,543	2,759	-	5,302	-	5,302
Interfund	1,264	-	-	1,264	(1,264)	-
Other	880	-	-	880	-	880
Prepaid expenditures	896	-	-	896	42,133	43,029
Capital assets, net of accumulated depreciation:						
Land	-	-	-	-	426,867	426,867
Water/wastewater/drainage facilities	-	-	-	-	11,423,812	11,423,812
TOTAL ASSETS	2,280,257	604,355	628,788	3,513,400	11,891,548	15,404,948
<u>DEFERRED OUTFLOWS OF RESOURCES</u>						
Deferred charges on bond refundings	-	-	-	-	169,139	169,139
TOTAL DEFERRED OUTFLOWS OF RESOURCES	-	-	-	-	169,139	169,139
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 2,280,257	\$ 604,355	\$ 628,788	\$ 3,513,400	12,060,687	15,574,087
<u>LIABILITIES</u>						
Accounts payable	\$ 13,560	\$ 84	\$ -	\$ 13,644	-	13,644
Accrued bond interest payable	-	-	-	-	40,133	40,133
Interfund payables	-	1,264	-	1,264	(1,264)	-
Long-term liabilities:						
Due within one year	-	-	-	-	520,000	520,000
Due after one year	-	-	-	-	14,700,612	14,700,612
TOTAL LIABILITIES	13,560	1,348	-	14,908	15,259,481	15,274,389
<u>DEFERRED INFLOWS OF RESOURCES</u>						
Deferred revenue - property taxes	2,543	2,759	-	5,302	(5,302)	-
TOTAL DEFERRED INFLOWS OF RESOURCES	2,543	2,759	-	5,302	(5,302)	-
<u>FUND BALANCES / NET POSITION</u>						
Fund balances:						
Nonspendable	896	-	-	896	(896)	-
Restricted for:						
Debt service	-	600,248	-	600,248	(600,248)	-
Capital projects	-	-	628,788	628,788	(628,788)	-
Unassigned	2,263,258	-	-	2,263,258	(2,263,258)	-
TOTAL FUND BALANCES	2,264,154	600,248	628,788	3,493,190	(3,493,190)	-
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 2,280,257	\$ 604,355	\$ 628,788	\$ 3,513,400		
Net position:						
Net investment in capital assets					(2,529,873)	(2,529,873)
Restricted for debt service					562,874	562,874
Unrestricted					2,266,697	2,266,697
TOTAL NET POSITION					\$ 299,698	\$ 299,698

The accompanying notes are an integral part of this statement.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES
YEAR ENDED SEPTEMBER 30, 2018

	General Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds Total	Adjustments Note 2	Government - Wide Statement of Activities
<u>REVENUES:</u>						
Property taxes, including penalties and interest	\$ 755,612	\$ 753,745	\$ -	\$ 1,509,357	\$ 4,583	\$ 1,513,940
Service accounts, including penalties	87,840	-	-	87,840	-	87,840
Tap connections	60,200	-	-	60,200	-	60,200
Interest and other	32,931	18,936	8,641	60,508	-	60,508
TOTAL REVENUES	936,583	772,681	8,641	1,717,905	4,583	1,722,488
<u>EXPENDITURES / EXPENSES:</u>						
Landscaping	141,648	-	-	141,648	-	141,648
Security lights	22,392	-	-	22,392	-	22,392
Engineering fees	21,213	-	-	21,213	-	21,213
Legal fees	57,654	-	-	57,654	-	57,654
Director fees, including payroll taxes	10,011	-	-	10,011	-	10,011
Accounting fees	17,550	-	-	17,550	-	17,550
Telephone	330	-	-	330	-	330
Audit fees	12,500	-	-	12,500	-	12,500
Tax appraisal/collection	4,123	4,113	-	8,236	-	8,236
Insurance	2,554	-	-	2,554	-	2,554
Financial advisor fees	1,016	1,014	-	2,030	-	2,030
Public notice	1,866	-	-	1,866	-	1,866
Other	1,823	2,500	-	4,323	-	4,323
Debt service:						
Bond principal	-	425,000	-	425,000	(425,000)	-
Bond interest	-	471,761	-	471,761	8,490	480,251
Fiscal agent fees	-	3,600	-	3,600	-	3,600
Bond issue costs	-	-	359,934	359,934	(43,865)	316,069
Capital outlay	-	-	2,781,074	2,781,074	(2,781,074)	-
Depreciation/amortization	-	-	-	-	263,797	263,797
TOTAL EXPENDITURES / EXPENSES	294,680	907,988	3,141,008	4,343,676	(2,977,652)	1,366,024
Excess (deficiency) of revenues over (under) expenditures / expenses	641,903	(135,307)	(3,132,367)	(2,625,771)	2,982,235	356,464
<u>OTHER FINANCING SOURCES (USES):</u>						
Issuance of bonds	-	252,062	3,477,938	3,730,000	(3,730,000)	-
Discount on bonds	-	-	(27,384)	(27,384)	27,384	-
TOTAL OTHER FINANCING SOURCES, net	-	252,062	3,450,554	3,702,616	(3,702,616)	-
Change in fund balances / net position	641,903	116,755	318,187	1,076,845	(720,381)	356,464
<u>FUND BALANCES / NET POSITION:</u>						
Beginning of the year	1,622,251	483,493	310,601	2,416,345	(2,473,111)	(56,766)
End of the year	\$ 2,264,154	\$ 600,248	\$ 628,788	\$ 3,493,190	\$ (3,193,492)	\$ 299,698

The accompanying notes are an integral part of this statement.

**NOTES TO THE BASIC
FINANCIAL STATEMENTS**

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3

NOTES TO THE BASIC FINANCIAL STATEMENTS

YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Lakeside Municipal Utility District No. 3 (the “District”) relating to the funds included in the accompanying financial statements conform to generally accepted accounting principles (“GAAP”) as applied to governmental entities. GAAP for local governments includes those principles prescribed by the Governmental Accounting Standards Board (“GASB”), which constitutes the primary source of GAAP for governmental units. The more significant of these accounting policies are described below and, where appropriate, subsequent pronouncements will be referenced.

Reporting Entity - The District was created, organized and established on September 1, 2005, by the Texas Commission on Environmental Quality (formerly known as the Texas Water Commission) pursuant to the provisions of Chapters 49 and 54 of the Texas Water Code. 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 of Directors (the “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 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 included in the District’s reporting entity.

Basis of Presentation - Government-Wide and Fund Financial Statements - The basic financial statements are prepared in conformity with GASB Statement No. 34, and include a column for government-wide (based upon the District as a whole) and fund financial statement presentations. GASB Statement No. 34 also requires as supplementary information the Management’s Discussion and Analysis, which includes an analytical overview of the District’s financial activities. In addition, a budgetary comparison statement is presented that compares the adopted General Fund budget with actual results.

- **Government-Wide Statements** - The District’s Statement of Net Position includes both non-current assets and non-current liabilities of the District, which were previously recorded in the General Fixed Assets Account Group and the General Long-Term Debt Account Group, as applicable. In addition, the government-wide Statement of Activities column reflects depreciation expense on the District’s capital assets and amortization of deferred charges on refunding bonds and original issue discounts.

The government-wide focus is more on the sustainability of the District as an entity and the change in aggregate financial position resulting from financial activities of the fiscal period. The focus of the fund financial statements is on the individual funds of the governmental categories. Each presentation provides valuable information that can be analyzed and compared to enhance the usefulness of the information.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

- **Fund Financial Statements** - Fund based financial statement columns are provided for governmental funds. GASB Statement No. 34 sets forth minimum criteria (percentage of assets and deferred outflows of resources, liabilities and deferred inflows of resources, revenues or expenditures of either fund category) for the determination of major funds. All of the District's funds are reported as major funds.

Governmental Fund Types - The accounts of the District are organized and operated on the basis of funds, each of which is considered to be a separate accounting entity. The operations of each fund are accounted for with a self-balancing set of accounts that comprise its assets, deferred outflows of resources, liabilities, deferred inflows of resources, fund balances, revenues and expenditures. The various funds are grouped by category and type in the financial statements. The District maintains the following fund types:

- **General Fund** - The General Fund accounts for financial resources in use for general types of operations which are not encompassed within other funds. This fund is established to account for resources devoted to financing the general services the District provides for its residents. Tax revenues and other sources of revenue used to finance the fundamental operations of the District are included in this fund.
- **Debt Service Fund** - The Debt Service Fund is used to account for the accumulation of resources for, and the payment of, debt principal, interest and related costs.
- **Capital Projects Fund** - The Capital Projects Fund is used to account for financial resources to be used for the acquisition or construction of major capital facilities.

Non-Current Governmental Assets and Liabilities - GASB Statement No. 34 eliminates the presentation of account groups, but provides for these records to be maintained and incorporates the information into the government-wide financial statement column in the Statement of Net Position.

Basis of Accounting

- **Governmental Funds**

Government-Wide Statements - The government-wide financial statement column is 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 the related cash flows. Property taxes are recognized as revenues in the year for which they are levied.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

- **Governmental Funds (continued)**

Fund Financial Statements - The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. All governmental fund types are accounted for using a current financial resources measurement focus. With this measurement focus, only current assets and deferred outflows of resources and current liabilities and deferred inflows of resources are included on the balance sheet. Operating statements of these funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in the fund balance. Governmental funds are accounted for on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual (i.e. both measurable and available).

“Measurable” means that the amount of the transaction can be determined and “available” means the amount of the transaction is collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period.

Expenditures, if measurable, are generally recognized on the accrual basis of accounting when the related fund liability is incurred. Exceptions to this general rule include the unmatured principal and interest on general obligation long-term debt which is recognized when due. This exception is in conformity with GAAP.

Property tax revenues are recognized when they become available. In this case, available means when due, or past due and receivable within the current period and collected within the current period or soon enough thereafter to be used to pay liabilities of the current period. Such time thereafter shall not exceed 60 days. Tax collections expected to be received subsequent to the 60-day availability period are reported as deferred inflows of resources. All other revenues of the District are recorded on the accrual basis in all funds.

The District reports deferred inflows of resources on its balance sheet. Deferred inflows of resources arise when a potential revenue does not meet both the “measurable” and “available” criteria for recognition in the current period. In subsequent periods, when revenue recognition criteria are met, the balance for deferred inflows is removed from the balance sheet and revenue is recognized.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

Budgets and Budgetary Accounting - A budget was adopted on September 13, 2017, for the General Fund on a basis consistent with GAAP. The District's Board utilizes the budget as a management tool for planning and cost control purposes. The budget was not amended during the current fiscal year.

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

Cash and Cash Equivalents - Cash and cash equivalents include cash on deposit as well as investments with maturities of three months or less. The investments, consisting of obligations in the State Treasurer's Investment Pool, are recorded at amortized cost.

Accounts Receivable - The District provides for uncollectible service 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. The District believes all accounts were collectible at September 30, 2018.

Ad Valorem Property Taxes - Property taxes, penalties, and interest are reported as revenue in the fiscal year in which they become available to finance expenditures of the District. Allowances for uncollectible property taxes 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.

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

Capital Assets - Capital assets are reported in the government-wide column in the Statement of Net Position. Public domain ("infrastructure") capital assets including water, wastewater and drainage facilities, are capitalized. Items purchased or acquired are reported at historical cost or estimated historical cost. Contributed fixed assets are recorded as capital assets at estimated acquisition value at the time received.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3

NOTES TO THE BASIC FINANCIAL STATEMENTS

YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

Capital assets, other than land, are depreciated using the straight-line method over the following estimated useful lives:

Asset	Years
Water, wastewater, and drainage facilities	50

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

Long-Term Debt - In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the government-wide Statement of Net Position. Bond premiums and original issue discounts are deferred over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts 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.

Bond issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures in both the government-wide and the fund financial statements.

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 7 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 11 for additional information on those fund balance classifications.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 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

Recently Issued Accounting Pronouncement - In June 2017, the GASB issued GASB Statement No. 87, *Leases*, effective for fiscal years beginning after December 15, 2019. 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, 2021.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

2. RECONCILIATION OF THE GOVERNMENTAL FUNDS

Adjustments to convert the Governmental Funds Balance Sheet to the Statement of Net Position are as follows:

Fund balances - total governmental funds		\$ 3,493,190
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the governmental funds.		
Capital assets	12,847,103	
Less: Accumulated depreciation	(996,424)	11,850,679
Revenue is recognized when earned in the government-wide statements, regardless of availability. Governmental funds report deferred inflows of resources of revenues earned but not available.		5,302
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the governmental funds.		
Bonds payable	(15,335,000)	
Bond discounts	114,388	
Bond insurance premium	42,133	
Deferred charges on bond refundings	169,139	
Accrued bond interest payable	(40,133)	(15,049,473)
Net position of governmental activities		<u>\$ 299,698</u>

Adjustments to convert the Governmental Funds Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities are as follows:

Changes in fund balances - total governmental funds		\$1,076,845
Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report:		
Bond principal in year paid	425,000	
Interest expenditures in year paid	(8,490)	
Tax revenue in year collected	4,583	
Bond insurance premium in year paid	43,865	
Capital expenditures in year paid	2,781,074	
Bond proceeds as other financing source	(3,730,000)	
Bond discount as other financing use	27,384	(456,584)
Governmental funds do not report:		
Depreciation	(241,829)	
Amortization of bond insurance premium	(1,732)	
Amortization of bond discounts	(7,659)	
Amortization of deferred charges on bond refundings	(12,577)	(263,797)
Change in net position of governmental activities		<u>\$ 356,464</u>

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

3. CASH AND CASH EQUIVALENTS

The investment policies of the District are governed by Section 2256 of the Texas Government Code (the “Public Funds Investment Act”) and an adopted District Investment Policy that includes depository contract provisions and custodial contract provisions. Major provisions of the District’s investment policy, which complies with the Public Funds Investment Act, include: depositories must be Federal Deposit Insurance Corporation (“FDIC”) insured Texas banking institutions; depositories must fully insure or collateralize all demand and time deposits; and securities collateralizing time deposits are held by independent third party trustees.

Cash - At September 30, 2018, the carrying amount of the District’s deposits was \$40,613 and the bank balance was \$40,664. The bank balance was covered by FDIC insurance and other pledged collateral.

Interest Rate Risk - In accordance with its investment policy, the District manages its exposure to declines in fair values through investment diversification and limiting investments as follows:

- Money market mutual funds are required to have weighted average maturities of 90 days or fewer; and
- Other mutual fund investments are required to have weighted average maturities of less than two years.

Credit Risk - The District’s investment policy requires the application of the prudent-person rule: Investments are made as a prudent person would be expected to act, with discretion and intelligence, and considering the probable safety of their capital as well as the probable income to be derived. The District’s investment policy requires that District funds be invested in:

- Obligations of the United States Government and/or its agencies and instrumentalities; or
- Money market mutual funds with investment objectives of maintaining a stable net asset value of \$1 per share; or
- Mutual funds rated in one of the three highest categories by a nationally recognized rating agency; or
- Securities issued by a State or local government or any instrumentality or agency thereof, in the United States, and rated in one of the three highest categories by a nationally recognized rating agency; or
- Public funds investment pools rated AAA or AAAm by a nationally recognized rating agency.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

3. CASH AND CASH EQUIVALENTS (continued)

At September 30, 2018, the District held the following investments:

Cash Equivalents and Investments	Fair Value at 9/30/2018	Weighted Average Maturity (Days)	Investment Rating	
			Rating	Rating Agency
TexPool	\$ 2,426,100	1	AAAm	Standard & Poors
LOGIC	1,022,903	1	AAAm	Standard & Poors
	<u>\$ 3,449,003</u>			

The Comptroller of Public Accounts is the sole officer and director of the Texas Treasury Safekeeping Trust Company, which is authorized to operate the Texas Local Government Investment Pool (“TexPool”). Although TexPool is not registered with the SEC as an investment company, they operate in a manner consistent with the SEC’s Rule 2a-7 of the Investment Company Act of 1940. These investments are stated at amortized cost in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. TexPool also has an advisory board to advise on TexPool’s investment policy. This board is made up equally of participants and nonparticipants who do not have a business relationship with TexPool. Federated Investors is the investment manager for the pool and manages daily operations of TexPool under a contract with the Comptroller. TexPool’s investment policy stipulates that it must invest in accordance with the Public Funds Investment Act.

Local Government Investment Cooperative (“LOGIC”) is a local government investment pool organized under the authority of the Interlocal Cooperation Act, chapter 791, of the Texas Government Code, and the Public Funds Investment Act, chapter 2256, of the Texas Government Code. The pool was created in April 1994 through a contract among its participating governmental units, and is governed by a board of directors to provide for the joint investments of participant’s public funds and funds under their control. LOGIC’s investment policy seeks to invest pooled assets in a manner that will provide for safety of principal, liquidity in accordance with the operating requirements of the participants, and a competitive rate of return by utilizing economies of scale and professional investment expertise. J.P. Morgan Investment Management Inc. serves as investment adviser to LOGIC and is an SEC registered investment adviser.

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

Concentration of Credit Risk - In accordance with the District’s investment policy, investments in individual securities are to be limited to ensure that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio. As of September 30, 2018, the District did not own any investments in individual securities.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

3. CASH AND CASH EQUIVALENTS (continued)

Custodial Credit Risk - Custodial credit risk is the risk that in the event of a bank failure, the District's deposits may not be returned to it. The government's investment policy requires that the District's deposits be fully insured by FDIC insurance or collateralized with obligations of the United States or its agencies and instrumentalities. As of September 30, 2018, the District's bank deposits were fully covered by FDIC insurance and other pledged collateral.

4. PROPERTY TAXES

Property taxes attach as an enforceable lien on January 1. Taxes are levied on or about October 1, are due on November 1, and are past due the following February 1. The Travis Central Appraisal District and the Williamson Central Appraisal District established appraisal values in accordance with requirements of the Texas Legislature. The District levies taxes based upon the appraised values. The Travis County Tax Assessor Collector and the Williamson County Tax Assessor Collector bill and collect the District's property taxes. The Board set current tax rates on September 13, 2017.

The property tax rates, established in accordance with state law, were based on 100% of the net assessed valuation of real property within the District on the 2017 tax roll. The tax rate, based on total taxable assessed valuation of \$180,320,352, was \$0.84 on each \$100 valuation and was allocated \$0.4205 to the General Fund and \$0.4195 to the Debt Service Fund. A maximum allowable maintenance tax of \$1.40 per \$100 valuation was approved by voters in the District in November 2005.

At September 30, 2018, property taxes receivable were as follows:

	General Fund	Debt Service Fund	Total
Current year levy	\$ 2,294	\$ 2,289	\$ 4,583
Prior years' levies	249	470	719
	<u>\$ 2,543</u>	<u>\$ 2,759</u>	<u>\$ 5,302</u>

The District is prohibited from writing off real property taxes without specific authority from the Texas Legislature.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

5. INTERFUND ACCOUNTS

A summary of interfund accounts, which resulted from the time lag between dates that payments are made between funds, is as follows at September 30, 2018:

	Interfund	
	Receivables	Payables
General Fund -		
Debt Service Fund	\$ 1,264	\$ -
Debt Service Fund -		
General Fund	-	1,264
	<u>\$ 1,264</u>	<u>\$ 1,264</u>

6. CHANGES IN CAPITAL ASSETS

A summary of changes in capital assets follows:

	Balance 9/30/2017	Additions	Deletions	Balance 9/30/2018
Capital assets not being depreciated -				
Land	<u>\$ 273,480</u>	<u>\$ 153,387</u>	<u>\$ -</u>	<u>\$ 426,867</u>
Capital assets being depreciated -				
Water/Wastewater/Drainage Facilities	<u>9,792,549</u>	<u>2,627,687</u>	<u>-</u>	<u>12,420,236</u>
Total capital assets being depreciated	<u>9,792,549</u>	<u>2,627,687</u>	<u>-</u>	<u>12,420,236</u>
Less accumulated depreciation for -				
Water/Wastewater/Drainage Facilities	<u>(754,595)</u>	<u>(241,829)</u>	<u>-</u>	<u>(996,424)</u>
Total accumulated depreciation	<u>(754,595)</u>	<u>(241,829)</u>	<u>-</u>	<u>(996,424)</u>
Total capital assets being depreciated, net of accumulated depreciation	<u>9,037,954</u>	<u>2,385,858</u>	<u>-</u>	<u>11,423,812</u>
Total capital assets, net	<u>\$ 9,311,434</u>	<u>\$ 2,539,245</u>	<u>\$ -</u>	<u>\$ 11,850,679</u>

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

7. DEFERRED OUTFLOWS OF RESOURCES

The following is a summary of changes in deferred outflows of resources for the year ended September 30, 2018:

Deferred charges on bond refundings - September 30, 2017	\$ 181,716
Retirements from Series 2013 refundings	<u>(12,577)</u>
Deferred charges on bond refundings - September 30, 2018	<u><u>\$ 169,139</u></u>

8. LONG-TERM DEBT

The following is a summary of the District's bond transactions for the year ended September 30, 2018:

	<u>Unlimited Tax Bonds</u>
Bonds payable at September 30, 2017	\$12,030,000
Bonds issued	3,730,000
Bonds retired	(425,000)
Bond discounts	<u>(114,388)</u>
Bonds payable at September 30, 2018	<u><u>\$15,220,612</u></u>

Bonds payable at September 30, 2018 were comprised of the following individual issues:

Unlimited Tax Bonds:

\$1,410,000 - 2012 Unlimited Tax Bonds payable serially through the year 2032 at interest rates which range from 2.00% to 4.00%.

\$1,875,000 - 2013A Unlimited Tax Bonds payable serially through the year 2033 at interest rates which range from 3.00% to 5.00%.

\$1,980,000 - 2014 Unlimited Tax Bonds payable serially through the year 2034 at interest rates which range from 3.00% to 3.625%.

\$3,925,000 - 2016 Unlimited Tax Bonds payable serially through the year 2035 at interest rates which range from 2.00% to 3.00%.

\$3,630,000 - 2018 Unlimited Tax Bonds payable serially through the year 2037 at interest rates which range from 2.00% to 4.00%.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

8. LONG-TERM DEBT (continued)

Unlimited Tax Refunding Bonds:

\$2,515,000 - 2013 Unlimited Tax Bonds payable serially through the year 2032 at interest rates which range from 2.00% to 3.90%.

On January 11, 2018, the District issued \$3,730,000 of Unlimited Tax Bonds, Series 2018, with interest rates ranging from 2.00% to 4.00%. The net proceeds of \$3,343,402 (after payment of \$386,598 in underwriter fees, insurance, and other bond related costs) were deposited with the District's investment accounts to finance construction costs, water and wastewater impact fees, land acquisition costs, and to pay for accrued bond interest and subsequent bond issuance costs.

The annual requirements to amortize all bonded debt at September 30, 2018, including interest, are as follows:

Year Ended September 30,	Annual Requirements for All Series		
	Principal	Interest	Total
2019	\$ 520,000	\$ 500,966	\$ 1,020,966
2020	600,000	486,466	1,086,466
2021	615,000	469,484	1,084,484
2022	650,000	451,472	1,101,472
2023	655,000	432,289	1,087,289
2024-2028	3,755,000	1,837,046	5,592,046
2029-2033	4,485,000	1,156,007	5,641,007
2034-2037	4,055,000	326,425	4,381,425
	<u>\$ 15,335,000</u>	<u>\$ 5,660,155</u>	<u>\$ 20,995,155</u>

The total amount of bonds approved by the voters of the District but not issued is \$42,770,000 at September 30, 2018.

\$600,248 is available in the Debt Service Fund to service the bonded debt as of September 30, 2018.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
NOTES TO THE BASIC FINANCIAL STATEMENTS
YEAR ENDED SEPTEMBER 30, 2018

9. COMMITMENTS AND CONTINGENCIES

The developer of the land within the District has incurred costs related to the construction of facilities. Such costs may be reimbursable to the developer by the District from proceeds of future District bond issues, subject to approval by the Texas Commission on Environmental Quality. The District, as of September 30, 2018, has recorded no liability pertaining to such costs.

The District assesses a drainage fee of \$700 per connection pursuant to an Order Establishing Drainage Fees effective January 10, 2007. The District amended its Rate Order effective December 14, 2016, to include collection of this drainage fee through a billing services agreement with the City of Pflugerville, Texas.

10. RISK MANAGEMENT

The District is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District has obtained coverage from commercial insurance companies and the Texas Municipal League Intergovernmental Risk Pool (“TML Pool”) to effectively manage its risk. All risk management activities are accounted for in the General Fund. Expenditures and claims are recognized when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. In determining claims, events that might create claims, but for which none have been reported, are considered.

The TML Pool was established by various political subdivisions in Texas to provide self-insurance for its members and to obtain lower costs for insurance. TML Pool members pay annual contributions to obtain the insurance. Annual contribution rates are determined by the TML Pool Board. Rates are estimated to include all claims expected to occur during the policy including claims incurred but not reported. The TML Pool has established Claims Reserves for each of the types of insurance offered. Although the TML Pool is a self-insured risk pool, members are not contingently liable for claims filed above the amount of the fixed annual contributions. If losses incurred are significantly higher than actuarially estimated, the TML Pool adjusts the contribution rate for subsequent years. Members may receive returns of contributions if actual results are more favorable than estimated.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3

NOTES TO THE BASIC FINANCIAL STATEMENTS

YEAR ENDED SEPTEMBER 30, 2018

11. 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. The District had no such amounts.
- 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. The District had no such amounts.
- 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 are included in the Governmental Funds Balance Sheet on page FS-1.

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 may also assign fund balance for a specific purpose.

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.

**REQUIRED
SUPPLEMENTARY INFORMATION**

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
BUDGETARY COMPARISON SCHEDULE - GENERAL FUND
YEAR ENDED SEPTEMBER 30, 2018

	<u>Actual</u>	<u>Original and Final Budget</u>	<u>Variance Positive (Negative)</u>
REVENUES:			
Property taxes, including penalties and interest	\$ 755,612	\$ 750,504	\$ 5,108
Service accounts, including penalties	87,840	85,134	2,706
Tap connections	60,200	98,000	(37,800)
Interest and other	32,931	6,000	26,931
TOTAL REVENUES	<u>936,583</u>	<u>939,638</u>	<u>(3,055)</u>
EXPENDITURES:			
Landscaping	141,648	282,000	140,352
Security lights	22,392	24,000	1,608
Engineering fees	21,213	85,000	63,787
Legal fees	57,654	60,000	2,346
Director fees, including payroll taxes	10,011	20,554	10,543
Accounting fees	17,550	17,550	-
Telephone	330	360	30
Audit fees	12,500	13,000	500
Tax appraisal/collection	4,123	3,000	(1,123)
Insurance	2,554	1,800	(754)
Financial advisor fees	1,016	1,251	235
Public notice	1,866	-	(1,866)
Other	1,823	3,720	1,897
TOTAL EXPENDITURES	<u>294,680</u>	<u>512,235</u>	<u>217,555</u>
Excess of revenues over expenditures	641,903	<u><u>\$ 427,403</u></u>	<u><u>\$ 214,500</u></u>
FUND BALANCE:			
Beginning of the year	<u>1,622,251</u>		
End of the year	<u><u>\$ 2,264,154</u></u>		

TEXAS
SUPPLEMENTAL INFORMATION

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-1. SERVICES AND RATES
SEPTEMBER 30, 2018

1. Services Provided by the District during the Fiscal Year:⁽¹⁾

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

2. Retail Service Providers

a. Retail Rates Based on 5/8" Meter (or equivalent):

	Minimum Charge	Minimum Usage	Flat Rate Y/N	Rate per 1000 Gallons Over Minimum	Usage Levels
WATER:	\$ 16.00	-	N	\$ 4.65	0 to 7,000
				\$ 4.85	7,000 to 14,999
				\$ 5.55	15,000 to Unlimited
WASTEWATER:	\$ 40.00	-	Y	\$ -	
SURCHARGE:	\$ -	-		\$ -	

District employs winter averaging for wastewater usage? Yes ☐ No ☒

Total charges per 10,000 gallons usage: Water \$ 63.10 Wastewater \$ 40.00

b. Water and Wastewater Retail Connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC's
Unmetered				
< 3/4"				
1"				
1 1/2"				
2"				
3"				
4"				
6"				
8"				
10"				
Total Water	(1)	754.0		
Total Wastewater	(1)	752.0		

⁽¹⁾ The District is serviced by the City of Pflugerville.

LAKE SIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-1. SERVICES AND RATES
SEPTEMBER 30, 2018

3. Total Water Consumption during the Fiscal Year (rounded to the nearest thousand):

Gallons pumped into system: _____ (1)

Gallons billed to customers: _____ (1)

Water Accountability Ratio

(Gallons billed / Gallons Pumped)

N/A

4. Standby Fees (authorized only under TWC Section 49.231):

Does the District assess standby fees? Yes ☐ No ☒

If yes, Date of the most recent Commission Order: _____

Does the District have Operation and Maintenance standby fees? Yes ☐ No ☒

If yes, Date of the most recent Commission Order: _____

5. Location of District

County(ies) in which district is located: _____ Travis and Williamson

Is the District located entirely within one county? Yes ☐ No ☒

Is the District located within a city? Entirely ☐ Partly ☐ Not at all ☒

City(ies) in which district is located: _____ N/A

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

Entirely ☒ Partly ☐ Not at all ☐

ETJ's in which district is located: _____ City of Pflugerville

Are Board members appointed by an office outside the district?

Yes ☐ No ☒

If Yes, by whom? _____

⁽¹⁾ The District is serviced by the City of Pflugerville.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-2. GENERAL FUND EXPENDITURES
SEPTEMBER 30, 2018

Personnel Expenditures (including benefits)	\$ -
Professional Fees:	
Auditing	12,500
Legal	57,654
Engineering	21,213
Financial Advisor	1,016
Purchased Services For Resale-	
Bulk Water and Wastewater Purchases	-
Contracted Services:	
Bookkeeping	17,550
General Manager	-
Appraisal District/Tax Collector	4,123
Other Contracted Services	141,648
Utilities	22,722
Repairs and Maintenance	-
Chemicals	-
Administrative Expenditures:	
Directors' Fees	10,011
Office Supplies	-
Insurance	2,554
Other Administrative Expenditures	3,689
Capital Outlay:	
Capitalized Assets	-
Expenditures not Capitalized	-
Bad Debt	-
Parks and Recreation	-
Other Expenditures	-
TOTAL EXPENDITURES	\$ 294,680

Number of persons employed by the District:

☐ -

Full-Time

☒ 5

Part-Time

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-3. TEMPORARY INVESTMENTS
SEPTEMBER 30, 2018

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
General Fund:					
TexPool	XXX0001	Varies	Daily	\$ 1,451,417	\$ -
LOGIC	XXX3001	Varies	Daily	767,202	-
Total				2,218,619	-
Debt Service Fund:					
TexPool	XXX0002	Varies	Daily	4,902	-
TexPool	XXX0003	Varies	Daily	263,050	-
TexPool	XXX0016	Varies	Daily	77,943	-
LOGIC	XXX3002	Varies	Daily	255,701	-
Total				601,596	-
Capital Projects Fund:					
TexPool	XXX0008	Varies	Daily	135,671	-
TexPool	XXX0009	Varies	Daily	92,217	-
TexPool	XXX0012	Varies	Daily	8,454	-
TexPool	XXX0013	Varies	Daily	79,062	-
TexPool	XXX0015	Varies	Daily	313,384	-
Total				628,788	-
Total - All Funds				\$ 3,449,003	\$ -

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-4. TAXES LEVIED AND RECEIVABLE
SEPTEMBER 30, 2018

	Maintenance Taxes	Debt Service Taxes
Taxes Receivable, Beginning of Year	\$ 249	\$ 470
2017 Original Tax Levy	758,485	756,681
Tax adjustments	(30)	(29)
Total to be accounted for	758,704	757,122
Tax collections:		
Current year	756,161	754,363
Prior years	-	-
Total collections	756,161	754,363
Taxes Receivable, End of Year	\$ 2,543	\$ 2,759
Taxes Receivable, By Years		
2016 and before	\$ 249	\$ 470
2017	2,294	2,289
Taxes Receivable, End of Year	\$ 2,543	\$ 2,759

Property Valuations-	2017 (a)	2016 (a)	2015 (a)	2014 (a)
Land and improvements	\$ 180,320,352	\$ 154,037,014	\$ 118,618,275	\$ 92,764,437
Total Property Valuations	\$ 180,320,352	\$ 154,037,014	\$ 118,618,275	\$ 92,764,437
Tax Rates per \$100 Valuation:				
Debt Service tax rates	\$ 0.4195	\$ 0.5490	\$ 0.4363	\$ 0.5212
Maintenance tax rates	0.4205	0.2910	0.4107	0.3563
Total Tax Rates per \$100 Valuation	\$ 0.8400	\$ 0.8400	\$ 0.8470	\$ 0.8775
Original Tax Levy	\$ 1,514,691	\$ 1,293,911	\$ 1,004,697	\$ 814,008
Percent of Taxes Collected to Taxes Levied **	99.7%	99.9%	100.0%	100.0%

A maximum maintenance tax rate of \$1.40 per \$100 valuation was approved by voters in the District in November 2005.

**Calculated as taxes collected in current and previous years divided by tax levy.

(a) Valuations are provided by the appropriate Appraisal District. Due to various factors including tax protests and disputes, such valuations change over time; therefore, they may vary slightly from those disclosed in the District's bond offering documents or the District's annual bond disclosure filings.

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-5. LONG-TERM DEBT SERVICE REQUIREMENTS - BY YEARS
SEPTEMBER 30, 2018

Fiscal Year Ending	Unlimited Tax Bonds Series 2012			Unlimited Tax Refunding Bonds Series 2013			Unlimited Tax Bonds Series 2013A			Unlimited Tax Bonds Series 2014		
	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total	Principal Due 9/1	Interest Due 3/1, 9/1	Total
2019	\$ 65,000	\$ 51,373	\$ 116,373	\$ 150,000	\$ 84,461	\$ 234,461	\$ 100,000	\$ 77,788	\$ 177,788	\$ 5,000	\$ 68,994	\$ 73,994
2020	70,000	49,585	119,585	155,000	80,899	235,899	100,000	74,788	174,788	25,000	68,844	93,844
2021	75,000	47,485	122,485	165,000	76,830	241,830	100,000	71,788	171,788	25,000	68,031	93,031
2022	80,000	45,235	125,235	170,000	71,880	241,880	100,000	68,788	168,788	25,000	67,219	92,219
2023	85,000	42,715	127,715	170,000	66,780	236,780	100,000	65,538	165,538	25,000	66,406	91,406
2024	90,000	39,910	129,910	175,000	61,255	236,255	100,000	62,038	162,038	50,000	65,594	115,594
2025	95,000	36,805	131,805	185,000	55,568	240,568	125,000	58,288	183,288	50,000	63,969	113,969
2026	100,000	33,385	133,385	190,000	49,093	239,093	125,000	53,288	178,288	75,000	62,344	137,344
2027	105,000	29,685	134,685	200,000	42,443	242,443	125,000	48,288	173,288	75,000	59,906	134,906
2028	115,000	25,800	140,800	200,000	35,443	235,443	125,000	43,163	168,163	75,000	57,469	132,469
2029	120,000	21,200	141,200	210,000	28,193	238,193	150,000	37,850	187,850	75,000	55,031	130,031
2030	130,000	16,400	146,400	220,000	20,580	240,580	150,000	31,250	181,250	75,000	52,594	127,594
2031	135,000	11,200	146,200	230,000	12,330	242,330	150,000	23,750	173,750	75,000	50,063	125,063
2032	145,000	5,800	150,800	95,000	3,705	98,705	150,000	16,250	166,250	200,000	47,531	247,531
2033	-	-	-	-	-	-	175,000	8,750	183,750	450,000	40,781	490,781
2034	-	-	-	-	-	-	-	-	-	675,000	24,469	699,469
2035	-	-	-	-	-	-	-	-	-	-	-	-
2036	-	-	-	-	-	-	-	-	-	-	-	-
2037	-	-	-	-	-	-	-	-	-	-	-	-
	<u>\$ 1,410,000</u>	<u>\$ 456,578</u>	<u>\$ 1,866,578</u>	<u>\$ 2,515,000</u>	<u>\$ 689,460</u>	<u>\$ 3,204,460</u>	<u>\$ 1,875,000</u>	<u>\$ 741,605</u>	<u>\$ 2,616,605</u>	<u>\$ 1,980,000</u>	<u>\$ 919,245</u>	<u>\$ 2,899,245</u>

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-5. LONG-TERM DEBT SERVICE REQUIREMENTS - BY YEARS
SEPTEMBER 30, 2018

Fiscal Year Ending	Unlimited Tax Bonds Series 2016			Unlimited Tax Bonds Series 2018			Total - All Issues		
	Principal Due	Interest Due	Total	Principal Due	Interest Due	Total	Principal Due	Interest Due	Total
	9/1	3/1, 9/1		9/1	3/1, 9/1		9/1	3/1, 9/1	
2019	\$ 100,000	\$ 102,188	\$ 202,188	\$ 100,000	\$ 116,162	\$ 216,162	\$ 520,000	\$ 500,966	\$ 1,020,966
2020	150,000	100,188	250,188	100,000	112,162	212,162	600,000	486,466	1,086,466
2021	150,000	97,188	247,188	100,000	108,162	208,162	615,000	469,484	1,084,484
2022	175,000	94,188	269,188	100,000	104,162	204,162	650,000	451,472	1,101,472
2023	175,000	90,688	265,688	100,000	100,162	200,162	655,000	432,289	1,087,289
2024	175,000	87,188	262,188	100,000	96,162	196,162	690,000	412,147	1,102,147
2025	175,000	83,688	258,688	100,000	93,037	193,037	730,000	391,355	1,121,355
2026	175,000	79,750	254,750	100,000	91,037	191,037	765,000	368,897	1,133,897
2027	175,000	75,813	250,813	100,000	88,787	188,787	780,000	344,922	1,124,922
2028	175,000	71,438	246,438	100,000	86,412	186,412	790,000	319,725	1,109,725
2029	175,000	67,063	242,063	100,000	83,912	183,912	830,000	293,249	1,123,249
2030	200,000	62,688	262,688	100,000	81,162	181,162	875,000	264,674	1,139,674
2031	225,000	57,188	282,188	100,000	78,162	178,162	915,000	232,693	1,147,693
2032	250,000	51,000	301,000	75,000	75,162	150,162	915,000	199,448	1,114,448
2033	250,000	43,500	293,500	75,000	72,912	147,912	950,000	165,943	1,115,943
2034	250,000	36,000	286,000	75,000	70,662	145,662	1,000,000	131,131	1,131,131
2035	950,000	28,500	978,500	75,000	68,319	143,319	1,025,000	96,819	1,121,819
2036	-	-	-	1,030,000	65,975	1,095,975	1,030,000	65,975	1,095,975
2037	-	-	-	1,000,000	32,500	1,032,500	1,000,000	32,500	1,032,500
	<u>\$ 3,925,000</u>	<u>\$ 1,228,256</u>	<u>\$ 5,153,256</u>	<u>\$ 3,630,000</u>	<u>\$ 1,625,011</u>	<u>\$ 5,255,011</u>	<u>\$ 15,335,000</u>	<u>\$ 5,660,155</u>	<u>\$ 20,995,155</u>

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-6. CHANGES IN LONG-TERM BONDED DEBT
SEPTEMBER 30, 2018

	Bond Issue Series 2008	Bond Issue Series 2012	Bond Issue Series 2013	Bond Issue Series 2013A	Bond Issue Series 2014	Bond Issue Series 2016	Bond Issue Series 2018	Total
Interest Rate	4.875% - 6.000%	2.00% - 4.00%	2.00% - 3.90%	3.00% - 5.00%	3.00% - 3.625%	2.00% - 3.00%	2.00% - 4.00%	
Dates Interest Payable	3/1; 9/1	3/1; 9/1	3/1; 9/1	3/1; 9/1	3/1; 9/1	3/1; 9/1	3/1; 9/1	
Maturity Dates	9/1/2018	9/1/2032	9/1/2032	9/1/2033	9/1/2034	9/1/2035	9/1/2037	
Bonds Outstanding at Beginning of Current Fiscal Year	\$ 70,000	\$ 1,475,000	\$ 2,600,000	\$ 1,950,000	\$ 1,985,000	\$ 3,950,000	\$ -	\$ 12,030,000
Bonds Sold During the Current Fiscal Year	-	-	-	-	-	-	3,730,000	3,730,000
Retirements During the Current Fiscal Year:								
Principal	(70,000)	(65,000)	(85,000)	(75,000)	(5,000)	(25,000)	(100,000)	(425,000)
Refunded	-	-	-	-	-	-	-	-
Bonds Outstanding at End of Current Fiscal Year	<u>\$ -</u>	<u>\$ 1,410,000</u>	<u>\$ 2,515,000</u>	<u>\$ 1,875,000</u>	<u>\$ 1,980,000</u>	<u>\$ 3,925,000</u>	<u>\$ 3,630,000</u>	<u>\$ 15,335,000</u>
Interest Paid During the Current Fiscal Year	<u>\$ 3,500</u>	<u>\$ 52,998</u>	<u>\$ 86,374</u>	<u>\$ 80,038</u>	<u>\$ 69,144</u>	<u>\$ 102,937</u>	<u>\$ 76,770</u>	<u>\$ 471,761</u>
Paying Agent's Name & Address:	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	<u>UMB Bank, N.A.</u>	
	<u>Dallas, TX</u>	<u>Dallas, TX</u>	<u>Dallas, TX</u>	<u>Dallas, TX</u>	<u>Dallas, TX</u>	<u>Dallas, TX</u>	<u>Dallas, TX</u>	
Bond Authority:	<u>Unlimited Tax Bonds*</u>	<u>Refunding Bonds</u>						
Amount Authorized by Voters	\$ 59,475,000	\$ -	**					
Amount Issued	<u>(16,705,000)</u>	<u>2,720,000</u>						
Remaining To Be Issued	<u>\$ 42,770,000</u>	<u>\$ -</u>						
* Includes all bonds secured with tax revenues. Bonds in this category may also be secured with other revenues in combination with taxes.								
** Voter approval of refunding bonds is not required pursuant to Texas Water Code 49.106.								
Debt Service Fund Cash, Cash Equivalents, and Temporary Investment balances as of September 30, 2018:		<u>\$ 601,596</u>						
Average Annual Debt Service Payment (Principal & Interest) for the remaining term of all debt		<u>\$ 1,105,008</u>						

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-7. COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL AND DEBT SERVICE FUNDS - FIVE YEARS
SEPTEMBER 30, 2018

	Amounts					Percent of Fund Total Revenues				
	2018	2017	2016	2015	2014	2018	2017	2016	2015	2014
GENERAL FUND REVENUES :										
Property taxes, including penalties and interest	\$ 755,612	\$ 449,396	\$ 487,843	\$ 338,238	\$ 333,623	80.7%	62.3%	81.2%	73.0%	74.3%
Service accounts, including penalties	87,840	76,286	67,578	57,082	48,835	9.4%	10.6%	11.2%	12.3%	10.9%
Tap connections	60,200	186,200	42,000	65,800	64,400	6.4%	25.8%	7.0%	14.2%	14.3%
Interest and other	32,931	9,817	3,310	2,232	2,370	3.5%	1.3%	0.6%	0.5%	0.5%
TOTAL GENERAL FUND REVENUES	936,583	721,699	600,731	463,352	449,228	100.0%	100.0%	100.0%	100.0%	100.0%
GENERAL FUND EXPENDITURES:										
Director fees, including payroll taxes	10,011	15,017	18,085	19,425	15,663	1.1%	2.1%	3.0%	4.2%	3.5%
Legal fees	57,654	59,750	62,873	48,494	44,710	6.2%	8.3%	10.5%	10.5%	10.0%
Engineering fees	21,213	24,061	38,945	85,692	60,360	2.3%	3.3%	6.5%	18.5%	13.4%
Financial advisor fees	1,016	634	887	993	1,146	0.1%	0.1%	0.1%	0.2%	0.3%
Accounting fees	17,550	17,550	17,550	17,550	17,550	1.9%	2.4%	2.9%	3.8%	3.9%
Audit fees	12,500	12,500	12,000	12,000	11,500	1.3%	1.7%	2.0%	2.5%	2.5%
Security lights	22,392	20,946	20,377	16,539	13,874	2.4%	2.9%	3.4%	3.6%	3.1%
Insurance	2,554	1,730	1,861	1,505	1,375	0.3%	0.2%	0.3%	0.3%	0.3%
Landscaping	141,648	165,479	93,133	183,058	130,304	15.1%	22.9%	15.5%	39.5%	29.0%
Telephone	330	319	-	-	-	-	-	-	-	-
Tax appraisal/collection	4,123	2,573	2,928	2,117	1,940	0.4%	0.4%	0.5%	0.5%	0.4%
Public notice	1,866	1,118	423	-	-	0.2%	0.2%	0.1%	-	-
Other	1,823	2,284	2,023	2,025	2,085	0.2%	0.3%	0.3%	0.4%	0.5%
Capital outlay	-	-	36,460	-	-	-	-	6.1%	-	-
TOTAL GENERAL FUND EXPENDITURES	294,680	323,961	307,545	389,398	300,507	31.5%	44.8%	51.2%	84.0%	66.9%
EXCESS OF GENERAL FUND REVENUES OVER EXPENDITURES	\$ 641,903	\$ 397,738	\$ 293,186	\$ 73,954	\$ 148,721	68.5%	55.2%	48.8%	16.0%	33.1%
DEBT SERVICE FUND REVENUES AND OTHER FINANCING SOURCES:										
Property taxes, including penalties and interest	\$ 753,745	\$ 847,068	\$ 518,207	\$ 489,187	\$ 281,037	73.6%	99.2%	68.3%	76.8%	58.5%
Interest	18,936	6,471	1,921	303	156	1.8%	0.8%	0.3%	0.1%	-
Issuance of bonds, net of payment to refunding agent	252,062	-	238,052	147,148	199,555	24.6%	-	31.4%	23.1%	41.5%
TOTAL DEBT SERVICE FUND REVENUES AND OTHER FINANCING SOURCES	1,024,743	853,539	758,180	636,638	480,748	100.0%	100.0%	100.0%	100.0%	100.0%
DEBT SERVICE FUND EXPENDITURES:										
Bond principal	425,000	305,000	295,000	270,000	250,000	41.5%	35.7%	38.9%	42.4%	52.0%
Bond interest	471,761	405,141	323,913	300,671	234,379	46.0%	47.5%	42.7%	47.2%	48.8%
Fiscal agent fees and other	11,227	8,650	7,953	10,433	4,952	1.1%	1.0%	1.1%	1.7%	1.0%
TOTAL DEBT SERVICE FUND EXPENDITURES	907,988	718,791	626,866	581,104	489,331	88.6%	84.2%	82.7%	91.3%	101.8%
EXCESS (DEFICIENCY) OF DEBT SERVICE FUND REVENUES AND OTHER FINANCING SOURCES OVER (UNDER) EXPENDITURES	\$ 116,755	\$ 134,748	\$ 131,314	\$ 55,534	\$ (8,583)	11.4%	15.8%	17.3%	8.7%	(1.8)%
TOTAL ACTIVE RETAIL WATER CONNECTIONS	754	694	594	523	435					
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	752	692	592	521	432					

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
TSI-8. BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
SEPTEMBER 30, 2018

Complete District Mailing Address:	100 Congress Ave., Suite 1300
	Austin, TX 78701
District Business Telephone Number:	(512) 435-2300
Submission Date of the most recent District Registration Form TWC Sections 36.054 & 49.054):	November 14, 2018
Limits on Fees of Office that a Director may receive during a fiscal year: (Set by Board Resolution TWC Section 49.060)	\$7,200

Name and Address:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid * 9/30/2018	Expense Reimbursements 9/30/2018	Title at Year End
Current Board Members:				
J.D. Scott	(Elected) 11/6/2018 - 11/8/2022	\$ 2,400	\$ 534	President
John T. Sutton	(Elected) 11/6/2018 - 11/8/2022	\$ 1,800	\$ -	Vice-President
David Cotton	(Elected) 11/8/2016 - 11/3/2020	\$ 1,650	\$ -	Secretary
Laura Olszeski	(Elected) 11/6/2018 - 11/8/2022	\$ 1,500	\$ -	Treasurer
Mike Zeniecki	(Elected) 11/8/2016 - 11/3/2020	\$ 1,950	\$ 164	Assistant Sec. / Treasurer

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

Consultants:

Armbrust & Brown, PLLC	9/13/2006	\$ 61,433	\$ -	Attorney
		\$ 37,315	\$ -	Bond Related Services
Gray Engineering, Inc.	9/6/2005	\$ 25,824	\$ -	Engineer
Bott & Douthitt, PLLC	7/1/2009	\$ 17,550	\$ -	District Accountant
Public Finance Group LLC	3/12/2014	\$ 2,030	\$ -	Financial Advisor
		\$ 90,132	\$ -	Bond Related Services
Maxwell Locke & Ritter LLP	10/8/2008	\$ 12,500	\$ -	Auditor
		\$ 12,000	\$ -	Bond Related Services
Travis County Tax Collector	10/11/2006	\$ 1,109	\$ -	Tax Collector

**OTHER
SUPPLEMENTAL INFORMATION**

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
OSI-1. PRINCIPAL TAXPAYERS
SEPTEMBER 30, 2018

Taxpayer	Type of Property	Tax Roll Year		
		2018	2017	2016
Lennar Homes of Texas Land & Construction, Ltd.	N/A	\$ 2,014,134	\$ 640,410	\$ -
Lennar Homes of Texas Land & Construction, Ltd.	N/A	595,111	-	-
Homeowner	N/A	411,693	418,877	372,503
Homeowner	N/A	404,693	411,877	367,721
Homeowner	N/A	398,049	402,249	367,483
Homeowner	N/A	393,139	397,459	365,153
Homeowner	N/A	392,665	396,804	364,798
Homeowner	N/A	392,126	394,659	363,671
Homeowner	N/A	391,290	393,535	-
Homeowner	N/A	390,865	392,889	-
Gehan Homes Ltd.	N/A	-	1,980,982	3,037,243
Rowe Lane 285 LP	N/A	-	-	2,631,887
Brohn Group LLC	N/A	-	-	997,703
Brohn Group LLC	N/A	-	-	966,146
Total		\$ 5,783,765	\$ 5,829,741	\$ 9,834,308
Percent of Assessed Valuation before Adjustments		2.7%	3.1%	6.2%

LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
OSI-2. ASSESSED VALUE BY CLASSIFICATION
SEPTEMBER 30, 2018

Type of Property	Tax Roll Year					
	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Single Family Residence	\$ 203,963,327	98.0%	\$ 178,202,003	98.8%	\$ 146,586,898	95.1%
Vacant Lot	348	-	35,301	-	431,127	0.3%
Qualified Ag Land	902,397	0.4%	1,233,508	0.7%	1,369,231	0.9%
Non-Qualified Land	595,111	0.3%	151,833	0.1%	707,673	0.5%
Commercial Personal Property	566,666	0.3%	574,371	0.3%	276,303	0.2%
Residential Inventory	7,084,636	3.4%	5,161,667	2.9%	8,933,071	5.8%
Totally Exempt Property	735,003	0.4%	396,511	0.2%	163,707	0.1%
Subtotal	213,847,488	102.8%	185,755,194	103.0%	158,468,010	102.9%
Plus/Minus: Adjustments	(5,797,759)	-2.8%	(5,434,842)	-3.0%	(4,430,996)	-2.9%
Net Taxable	<u>\$ 208,049,729</u>	<u>100.0%</u>	<u>\$ 180,320,352</u>	<u>100.0%</u>	<u>\$ 154,037,014</u>	<u>100.0%</u>

APPENDIX B
FORM OF BOND COUNSEL OPINION

*[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.]*

**LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3
UNLIMITED TAX REFUNDING BONDS, SERIES 2019
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$4,060,000**

AS BOND COUNSEL FOR LAKESIDE MUNICIPAL UTILITY DISTRICT NO. 3 (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 March 13, 2019 authorizing the issuance of the Bonds and the pricing certificate of the pricing officer as authorized in the order (collectively, the "Order").

WE HAVE EXAMINED the Constitution and laws of the State of Texas, certified copies of the proceedings of the District, and other documents authorizing and relating to the issuance of the Bonds, including 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 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 that, except as discussed below, that the interest on the Bonds is excludable from the gross income of the owners thereof 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 the Verification Report of Public Finance Partners LLC, and assume compliance by the District with certain representations and covenants, regarding the use and investment of the proceeds of the Bonds. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the District to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

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.

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 "Service"); 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.

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 the 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,

APPENDIX C
SPECIMEN MUNICIPAL BOND INSURANCE POLICY



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

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

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

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN

