

PRELIMINARY OFFICIAL STATEMENT DATED SEPTEMBER 14, 2016

This Preliminary Official Statement is subject to completion and amendment and is intended solely for the solicitation of initial bids to purchase the Bonds. Upon sale of the Bonds, the Official Statement will be completed and delivered to the Underwriter.

IN THE OPINION OF BOND COUNSEL, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES UNDER EXISTING LAW, AND INTEREST ON THE BONDS IS NOT SUBJECT TO THE ALTERNATIVE MINIMUM TAX ON INDIVIDUALS AND CORPORATIONS, EXCEPT FOR CERTAIN ALTERNATIVE MINIMUM TAX CONSEQUENCES FOR CORPORATIONS. SEE "TAX MATTERS" FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

THE BONDS HAVE BEEN DESIGNATED "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS. SEE "TAX MATTERS—QUALIFIED TAX-EXEMPT OBLIGATIONS."

NEW ISSUE-Book-Entry-Only

\$4,800,000
FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 173
(A political subdivision of the State of Texas located within Fort Bend County)
UNLIMITED TAX BONDS
SERIES 2016

The bonds described above (the "Bonds") are obligations solely of Fort Bend County Municipal Utility District No. 173 (the "District") and are not obligations of the State of Texas, Fort Bend County, the City of Fulshear or any entity other than the District.

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

Dated: November 1, 2016

Due: September 1, as shown below

Principal of the Bonds is payable at maturity or earlier redemption at the principal payment office of the paying agent/registrar, initially The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the "Paying Agent/Registrar" or "Paying Agent") upon surrender of the Bonds for payment. Interest on the Bonds accrues from November 1, 2016, and is payable each March 1 and September 1, commencing March 1, 2017, until maturity or prior redemption. The Bonds will be issued only in fully registered form in denominations of \$5,000 each or integral multiples thereof. The Bonds are subject to redemption prior to their maturity, as shown below.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. 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 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 as described herein. See "BOOK-ENTRY-ONLY-SYSTEM."

MATURITY SCHEDULE

Due Sept. 1	Principal Amount (a)	Interest Rate	Initial Reoffering Yield (d)	CUSIP (c)	Due Sept. 1	Principal Amount (a)	Interest Rate	Initial Reoffering Yield (d)	CUSIP (c)
2018	\$ 100,000	%	%		2031	\$ 190,000 (b)	%	%	
2019	105,000				2032	200,000 (b)			
2020	110,000				2033	210,000 (b)			
2021	115,000				2034	220,000 (b)			
2022	125,000				2035	230,000 (b)			
2023	130,000				2036	240,000 (b)			
2024	135,000				2037	255,000 (b)			
2025	140,000 (b)				2038	265,000 (b)			
2026	150,000 (b)				2039	280,000 (b)			
2027	155,000 (b)				2040	295,000 (b)			
2028	165,000 (b)				2041	310,000 (b)			
2029	170,000 (b)				2042	325,000 (b)			
2030	180,000 (b)								

- (a) The Underwriter may designate one or more maturities of term bonds. See accompanying "OFFICIAL NOTICE OF SALE" and "OFFICIAL BID FORM."
- (b) Bonds maturing on or after September 1, 2025, are subject to redemption at the option of the District prior to their maturity dates in whole, or from time to time in part, on September 1, 2024, or on any date thereafter at a price of par plus accrued interest on the principal amounts called for redemption to the date fixed for redemption. See "THE BONDS—Redemption Provisions."
- (c) CUSIP Numbers have been assigned to the Bonds by CUSIP Service Bureau and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Underwriter shall be responsible for the selection or correctness of the CUSIP Numbers set forth herein.
- (d) Initial reoffering yield represents the initial offering yield to the public, which has been established by the Underwriter (as herein defined) for offers to the public and which subsequently may be changed.

The Bonds are offered by the Underwriter subject to prior sale, when, as and if issued by the District and accepted by the Underwriter, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel. See "LEGAL MATTERS." Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about November 10, 2016 in Houston, Texas.

Bids Due: Wednesday, October 12, 2016, at 11:00 A.M., Houston Time
Bid Award: Wednesday, October 12, 2016 at 1:00 P.M., Houston Time

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

TABLE OF CONTENTS

USE OF INFORMATION IN OFFICIAL STATEMENT 2

OFFICIAL STATEMENT SUMMARY 3

RISK FACTORS..... 5

SELECTED FINANCIAL INFORMATION (UNAUDITED)..... 6

RISK FACTORS..... 7

THE BONDS 13

BOOK-ENTRY-ONLY SYSTEM 18

USE AND DISTRIBUTION OF BOND PROCEEDS 20

CROSS CREEK RANCH DEVELOPMENT 21

THE DISTRICT 21

THE DEVELOPERS 24

MANAGEMENT OF THE DISTRICT 25

THE SYSTEM..... 26

FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)..... 30

ESTIMATED OVERLAPPING DEBT 31

DISTRICT OPERATIONS 32

DEBT SERVICE REQUIREMENTS 33

TAX DATA..... 34

TAXING PROCEDURES 36

LEGAL MATTERS..... 40

TAX MATTERS 40

REGISTRATION AND QUALIFICATION UNDER SECURITIES LAWS 42

SALE AND DISTRIBUTION OF THE BONDS..... 43

PREPARATION OF OFFICIAL STATEMENT 43

CONTINUING DISCLOSURE OF INFORMATION 44

MISCELLANEOUS..... 46

AERIAL LOCATION MAP 47

PHOTOGRAPHS OF THE DISTRICT 48

**DISTRICT AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED
SEPTEMBER 30, 2015**..... **APPENDIX A**

USE OF INFORMATION IN OFFICIAL STATEMENT

For purposes of compliance with Rule 15c2-12 of the Securities and Exchange Commission, as amended and in effect on the date hereof, this document constitutes an Official Statement with respect to the Bonds that has been “deemed final” by the District as of its date except for the omission of no more than the information permitted by Rule 15c2-12.

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

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

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this OFFICIAL STATEMENT are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, for further information.

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

OFFICIAL STATEMENT SUMMARY

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

THE DISTRICT

- Description...* Fort Bend County Municipal Utility District No. 173 (the “District”) is a political subdivision of the State of Texas, created by an order of the Texas Commission on Environmental Quality (the “TCEQ” or “Commission”) on August 28, 2007, and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended. The District consists of approximately 638 acres of land. See “THE DISTRICT.”
- Location...* The District is located approximately 31 miles west of the central downtown business district of the City of Houston, Texas in Fort Bend County. The District lies wholly within the city limits of the City of Fulshear (the “City”) and within the boundaries of the Katy Independent School District. The District is located north of FM 1093 and west of the Grand Parkway and FM 1463. See “THE DISTRICT—Description and Location.”
- Cross Creek Ranch...* The District is part of a development project known as Cross Creek Ranch covering approximately 3,200 acres of land and planned for approximately 5,500 to 6,000 single-family homes. The Cross Creek Ranch project consists of five municipal utility districts: Fort Bend County Municipal Utility District No. 169 (“No. 169”), Fort Bend County Municipal Utility District No. 170 (“No. 170”), Fort Bend County Municipal Utility District No. 171 (“No. 171”), Fort Bend County Municipal Utility District No. 172 (“No. 172”) and the District. No. 169 in its capacity as a participant district, No. 170, No. 171, No. 172, and the District are referred to herein collectively as the “MUD Participants.”
- The Developers...* The developers of Cross Creek Ranch are CCR Texas Holdings LP, a Delaware limited partnership (“CCR Texas”) with Johnson/CCR GP, LLC as its general partner, and CCR Loan Subsidiary 1, L.P. (“CCR Subsidiary”), a Texas limited partnership with CCR Loan Sub 1 LLC as its general partner. CCR Subsidiary is wholly owned by CCR Texas.
- Johnson CCR Management LLC, an affiliate of The Johnson Development Corp. (“Johnson Development”) is the development manager for Cross Creek Ranch. Johnson Development is a Houston-based, residential and commercial land development company. For more than forty years, Johnson Development has developed master-planned communities in Houston, Atlanta, San Antonio and other markets. Johnson Development engages in development activities through itself and related entities.
- Landmark Industries Inc. (“Landmark”) is developing a 71 acre site within the boundaries of the District.
- The Market at CCR Ltd., a Texas limited partnership (“The Market at CCR”) owns an approximately 20 acre site in the District.
- Collectively CCR Texas, CCR Subsidiary, The Market at CCR and Landmark are collectively referred to as the “Developers.” See “CROSS CREEK RANCH DEVELOPMENT” and “THE DEVELOPERS.”
- No landowner, developer or any of their respective affiliates, is obligated to pay any principal of or interest on the Bonds. See “RISK FACTORS—Dependence on Major Taxpayers and the Developers” and “THE DEVELOPERS.”
- Homebuilders...* Homebuilders in the District include Perry Homes, Newmark Homes, Lennar Homes, Trendmaker Homes and Highland Homes. See “THE DISTRICT—Homebuilding.”

Status of Development...

Development in the District currently consists of the subdivisions Creek Falls at Cross Creek Ranch Sections 1 through 4 and 6 and 7, and Creek Cove at Cross Creek Ranch, Sections 7 and 10, totaling 511 completed single-family residential lots on approximately 173 acres. As of August 1, 2016, there were 176 homes completed in the District (including 8 model homes and 14 homes completed and for sale), 104 homes under construction (65 of which are sold and 39 of which are for sale) and 231 developed lots available for home construction. Homes constructed within the District range in price from approximately \$290,000 to \$560,000 (including the lot).

A convenience store and fast food restaurant and the Shops at Cross Creek Ranch (Phases 1 & 2) have been constructed on approximately 15 acres of land. A medical office building is under construction on approximately 1.7 acres and is part of the Market at Cross Creek Ranch commercial development (19.79 acres total). There are 371 acres in the District which remain to be developed and approximately 77 acres in the District are not developable, including major streets, pipeline easements, plant sites, detention, drill sites, recreational sites and open space. See “THE DISTRICT—Land Use—Status of Development.”

Facilities...

Pursuant to a Utility Agreement between the District and the City, the District constructs the water, sanitary sewer, and drainage facilities internal to the District that serve only the District and conveys said facilities to the City for operation and maintenance by the City. No. 169, in its capacity as the provider of regional water, sanitary sewer, drainage, park/recreational and road facilities that are arterial, collector, or thoroughfare roads necessary to serve Cross Creek Ranch and the approximately 71 acres being developed by Landmark (hereinafter collectively referred to as the “Master District Facilities”), has contracted with the District to construct and provide service from the Master District Facilities. See “RISK FACTORS—Maximum Impact on Tax Rate—Overlapping Debt and Taxes” and “THE SYSTEM—The Master District—Master District Facilities” and “THE DISTRICT – Utility Agreement with the City.” No. 169, in its capacity as provider of the Master District Facilities, is referred to herein as the “Master District.” Pursuant to a Utility Agreement between the Master District and the City, the Master District conveys certain water, sewer and drainage facilities constituting Master District Facilities to the City for operation and maintenance by the City. The Master District retains operation and maintenance responsibilities for regional park/recreational facilities, non-potable water facilities, and detention pond and drainage ditch facilities constructed by the Master District. With respect to roads constructed by the Master District, the City has to date accepted roads for operation and maintenance.

Payment Record...

The Bonds are the District’s first issue of unlimited tax bonds. The District will capitalize eighteen (18) months of interest. See “USE AND DISTRIBUTION OF BOND PROCEEDS” and “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED).”

THE BONDS

Description...

\$4,800,000 Unlimited Tax Bonds, Series 2016 (the “Bonds”) are being issued pursuant to a resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the District's Board of Directors (the “Board”) as fully registered bonds. The Bonds are scheduled to mature serially on September 1, in 2018 through 2042, inclusive, in the years and principal amounts and accrue interest at the rates shown on the cover page hereof. The Bonds will be issued in denominations of \$5,000 or integral multiples of \$5,000. Interest on the Bonds accrues from November 1, 2016, and is payable March 1, 2017, and each September 1 and March 1 thereafter, until the earlier of maturity or redemption. See “THE BONDS.”

Book-Entry-Only System...

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

<i>Redemption...</i>	Bonds maturing on or after September 1, 2025 are subject to redemption in whole, or from time to time in part, at the option of the District prior to their maturity dates on September 1, 2024, or on any date thereafter at a price of par plus accrued interest on the principal amounts called for redemption to the date fixed for redemption. See “THE BONDS—Redemption Provisions.”
<i>Use of Proceeds...</i>	Proceeds of the Bonds will be used to pay items shown under “USE AND DISTRIBUTION OF BOND PROCEEDS”, including, to capitalize eighteen (18) months of interest on the Bonds, pay operating costs, pay interest on funds advanced by the Developers on behalf of the District, pay administrative and engineering costs related to creation of the District and pay costs of issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS” and “THE SYSTEM.”
<i>Authority for Issuance...</i>	The Bonds are being issued out of an aggregate of \$103,376,000 principal amount of unlimited tax bonds authorized by the District's voters for the purpose of purchasing and constructing water, sewer and drainage facilities and refunding of such bonds. The Bonds are issued by the District pursuant to an Order of the TCEQ, the terms and conditions of the Bond Resolution, Article XVI, Section 59 of the Texas Constitution, and Chapters 49 and 54 of the Texas Water Code. See “THE BONDS—Authority for Issuance—Issuance of Additional Debt” and “RISK FACTORS—Future Debt.”
<i>Source of Payment...</i>	Principal of and interest on the Bonds are payable from the proceeds of a continuing, direct, annual ad valorem tax, without legal limitation as to rate or amount, levied against taxable property within the District. The Bonds are obligations of the District and are not obligations of the City, Fort Bend County, the State of Texas or any entity other than the District. See “THE BONDS—Source of Payment.”
<i>Municipal Bond Rating...</i>	The District has not applied for an underlying rating nor is it expected that the District would have received an investment grade rating had such application been made.
<i>Qualified Tax-Exempt Obligations...</i>	The District will designate the Bonds as “qualified tax-exempt obligations” pursuant to Section 265(b) of the Internal Revenue Code of 1986. See “TAX MATTERS— Qualified Tax-Exempt Obligations.”
<i>Bond Counsel...</i>	Allen Boone Humphries Robinson LLP, Houston, Texas. See “LEGAL MATTERS,” and “TAX MATTERS.”
<i>Financial Advisor...</i>	FirstSouthwest, a Division of Hilltop Securities Inc., Houston, Texas.
<i>Disclosure Counsel...</i>	Norton Rose Fulbright US LLP, Houston, Texas.
<i>Paying Agent/Registrar...</i>	The Bank of New York Mellon Trust Company, N.A., Dallas, Texas.

RISK FACTORS

The purchase and ownership of the Bonds are subject to special Risk Factors and all prospective purchasers are urged to examine carefully this entire OFFICIAL STATEMENT with respect to the investment security of the Bonds, including particularly the section captioned “RISK FACTORS.”

SELECTED FINANCIAL INFORMATION (UNAUDITED)

2016 Certified Taxable Assessed Valuation.....	\$85,177,458 (a)
Estimated Taxable Assessed Valuation as of July 15, 2016.....	\$127,927,108 (b)
Gross Direct Debt Outstanding (includes the Bonds).....	\$4,800,000
Estimated Overlapping Debt	<u>4,263,621 (c)</u>
Gross Direct Debt and Estimated Overlapping Debt.....	\$9,063,621
Ratios of Gross Direct Debt to:	
2016 Certified Taxable Assessed Valuation.....	5.64 %
Estimated Taxable Assessed Valuation as of July 15, 2016.....	3.75 %
Ratios of Gross Direct Debt and Estimated Overlapping Debt to:	
2016 Certified Taxable Assessed Valuation.....	10.64 %
Estimated Taxable Assessed Valuation as of July 15, 2016.....	7.08 %
Debt Service Funds Available:	
Capitalized Interest from Series 2016 Bonds (Eighteen (18) Months Estimated)	\$360,000 (d)
Operating Funds Available as of August 10, 2016.....	\$22,855 (e)
Contract Tax Funds Available as of August 10, 2016.....	\$163,289 (f)
2015 Debt Service Tax Rate.....	\$0.0000
2015 Maintenance Tax Rate.....	0.64426
2015 Contract Tax Rate.....	<u>0.69500</u>
2015 Total Tax Rate.....	\$1.33926 (g) (h)
Estimated Average Annual Debt Service Requirement (2017-2042).....	\$335,192 (i)
Estimated Maximum Annual Debt Service Requirement (2022).....	\$343,500 (i)
Tax Rates Required to Pay Average Annual Debt Service (2017-2042) at a 95% Collection Rate	
Based upon 2016 Certified Taxable Assessed Valuation	\$0.42 (j)
Based upon Estimated Taxable Assessed Valuation as of July 15, 2016	\$0.28 (j)
Tax Rates Required to Pay Maximum Annual Debt Service (2022) at a 95% Collection Rate	
Based upon 2016 Certified Taxable Assessed Valuation	\$0.43 (j)
Based upon Estimated Taxable Assessed Valuation as of July 15, 2016	\$0.29 (j)
Status of Development as of August 1, 2016 (k):	
Homes Completed (154 occupied, 14 unoccupied, 8 models).....	176
Homes Under Construction	104
Lots Available for Home Construction	231
Estimated Population.....	539 (l)

- a) As certified by the Fort Bend Central Appraisal District (the "Appraisal District"). See "TAXING PROCEDURES."
- b) As estimated by the Appraisal District as of July 15, 2016, for information purposes only. This estimate has no official status. Taxes are levied based on value as certified by the Appraisal District as of January 1 of each year, and, therefore, this estimate will not be the basis for any tax levy by the District. The 2016 taxable assessed valuation provided by the Appraisal District has been updated to add the estimated value of improvements constructed from January 1, 2016 to July 15, 2016. See "TAXING PROCEDURES."
- c) See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt."
- d) The District will capitalize eighteen (18) months of interest from Bond proceeds. The above calculation is assumed at a 5.00% interest rate. See "USE AND DISTRIBUTION OF BOND PROCEEDS."
- e) See "RISK FACTORS—Operating Funds."
- f) A contract payment of \$108,033 will be made from this balance on September 1, 2016.
- g) Property owners in the District also pay taxes to the City of Fulshear. The City of Fulshear's 2016 tax rate is \$0.156901.
- h) The District has not yet set a 2016 tax rate.
- i) See "DEBT SERVICE REQUIREMENTS."
- j) Pursuant to a Utility Agreement between the District and the City, the City has agreed to provide the District a tax rebate, which based on the 2016 tax rate is approximately the equivalent of a \$0.056901 per \$100 of valuation tax rate. The Utility Agreement does not require the District to pledge the tax rebate for payment of bonds or for any other purpose. Therefore, the tax rebate is subject to modification by agreement of the District and the City. The District currently plans to use some or all of the rebate revenue to pay debt service on the Bonds and future bonds, if any, issued by the District. The rebate is not included in these calculations. See "THE DISTRICT – Utility Agreement with the City – Tax Rebate".
- k) See "THE DISTRICT—Land Use—Status of Development."
- l) Based upon 3.5 persons per occupied single-family residence.

PRELIMINARY OFFICIAL STATEMENT

\$4,800,000

FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 173 *(A political subdivision of the State of Texas located within Fort Bend County)*

UNLIMITED TAX BONDS SERIES 2016

This OFFICIAL STATEMENT provides certain information in connection with the issuance by Fort Bend County Municipal Utility District No. 173 (the “District”) of its \$4,800,000 Unlimited Tax Bonds, Series 2016 (the “Bonds”).

The Bonds are issued pursuant to the Texas Constitution, the general laws of the State of Texas, a resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the Board of Directors of the District (the “Board”), an order of the Texas Commission on Environmental Quality (the “TCEQ” or “Commission”) and an election held within the District.

This OFFICIAL STATEMENT includes descriptions, among others, of the Bonds and the Bond Resolution, and certain other information about the District, CCR Texas Holdings, LP (“CCR Texas”), CCR Loan Subsidiary 1, L.P. (“CCR Subsidiary”), The Market at CCR Ltd. (“The Market at CCR”), Landmark Industries, Inc. (“Landmark”) and development activity in the District. (CCR Texas, CCR Subsidiary, The Market at CCR and Landmark are collectively referred to herein as the “Developers”.) All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from Allen Boone Humphries Robinson LLP, Bond Counsel, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

RISK FACTORS

General

The Bonds are obligations solely of the District and are not obligations of the City of Fulshear (the “City”), Fort Bend County, the State of Texas, or any entity other than the District. Payment of the principal of and interest on the Bonds depends upon the ability of the District to collect taxes levied on taxable property within the District in an amount sufficient to service the District's bonded debt or in the event of foreclosure, on the value of the taxable property in the District and the taxes levied by the District and other taxing authorities upon the property within the District. See “THE BONDS—Source of Payment.” The collection by the District of delinquent taxes owed to it and the enforcement by registered owners of the Bonds (“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 taxable values will be sufficient to justify continued payment of taxes by property owners or that there will be a market for the property or that owners of the property will have the ability to pay taxes. See “Registered Owners' Remedies” below.

Economic Factors and Interest Rates

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

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 31 miles from the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and national credit and financial markets. A downturn in the economic conditions of Houston and the nation could adversely affect development and home-building plans in the District and restrain the growth of the District's property tax base or reduce it from current levels.

Competition

The demand for and construction of single-family homes in the District, which is approximately 31 miles from the central downtown business district of the City of Houston, could be affected by competition from other residential developments including other residential developments located in the western portion of the Houston metropolitan area. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District and in more established neighborhoods closer to downtown Houston. Such homes could represent additional competition for new homes proposed to be sold within the District.

The competitive position of the Developers in the sale of developed lots and of prospective builders 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 directly affects the growth and maintenance of taxable values in the District. The District can give no assurance that building and marketing programs in the District by the Developers will be implemented or, if implemented, will be successful.

Landowner Obligation to the District

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

Overlapping Master District Debt and Contract Tax

Fort Bend County Municipal Utility District No. 169, as the provider of regional water, sanitary sewer, drainage, park/recreational and road facilities that are arterial, collector or thoroughfare roads (collectively the "Master District Facilities"), is referred to herein as the Master District. The Master District provides Master District Facilities necessary to serve the Cross Creek Ranch project, including the District, and the approximately 71 acres being developed by Landmark (collectively, the "Service Area"). By execution of the Contract for Financing, Operation and Maintenance of Regional Facilities, as amended (the "Master District Contract") between the Master District and the District, the District is obligated to pay a pro rata share of debt service on the contract revenue bonds issued by the Master District to finance the Master District Facilities (the "Contract Revenue Bonds") based upon the certified gross assessed valuation of each district that has executed the Master District Contract, which includes Fort Bend County Municipal Utility District Nos. 169, 170, 171, 172 and 173 (collectively, the "MUD Participants").

The Master District is authorized pursuant to the Master District Contract to issue Contract Revenue Bonds in the principal amount of \$483,000,000 for acquiring and constructing water, sewer and drainage facilities (and for the purpose of refunding same) and in the principal amount of \$121,450,000 for road facilities (and for the purpose of refunding same). The District is obligated to pay its pro rata share of debt service on the Contract Revenue Bonds from the proceeds of ad valorem taxes levied by the District for such purpose (the "Contract Tax") or from any other lawful source of District income. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt" and "SYSTEM – The Master District." Out of the \$483,000,000 authorization for water, sewer and drainage facilities, the Master District has previously issued seven series of Contract Revenue Bonds in the aggregate principal amount of \$59,285,000. The Master District has an additional \$423,715,000 of Contract Revenue Bonds for water, sewer and drainage facilities (and for the purpose of refunding same) that it is authorized to issue pursuant to the Master District Contract. The Master District has filed a bond application with the TCEQ in the amount of \$15,320,000 and plans to issue \$15,320,000 of Contract Revenue Bonds for water, sewer and drainage facilities in 2017, subject to approval of the TCEQ and Attorney General of Texas. Out of the \$121,450,000 authorization for road facilities, the Master District has previously issued three series of Contract Revenue Bonds in the aggregate principal amount of \$28,030,000. The Master District has an additional \$93,420,000 of Contract Revenue Bonds for road facilities (and for purposes of refunding same) that it is authorized to issue pursuant to the Master District Contract. To date, CCR Texas, CCR Subsidiary, and Landmark have advanced certain funds to or for the benefit of the Master District for construction of Master District Facilities. The Master District currently owes CCR Texas, CCR Subsidiary, and Landmark, in the aggregate, approximately \$44,345,000.

Rebate from the City of Fulshear

Pursuant to the Utility Agreement between the District and the City, the City is obligated to pay to the District an annual rebate of all of the City's ad valorem tax revenue from the property in the District in excess of \$0.10 per \$100 of assessed value (the "Tax Rebate"). The Utility Agreement provides that the Tax Rebate shall be used by the District to pay for the design and construction of water, sewer, drainage, road and recreational facilities, or to pay debt service on outstanding bonds issued by the District, or to pay the District's contractual obligation to the Master District to pay a portion of the debt service on Contract Revenue Bonds issued to finance Master District Facilities. The District constructs the internal water distribution, wastewater collection and drainage lines that serve the District and, upon acquisition and completion conveys said facilities to the City for operation and maintenance. The Utility Agreement does not require the District to pledge the Tax Rebate for payment of bonds or for any other purpose. The Tax Rebate is subject to modification by agreement of the District and the City. The District currently expects to use some or all of the Tax Rebate to pay for debt service on the Bonds and future bonds, if any, issued by the District, but not to pledge the tax rebate for such purpose. If the City fails to make the annual payment of the Tax Rebate to the District in a timely manner, the District would likely need to increase its debt service tax rate.

Maximum Impact on Tax Rate

Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2016 Certified Taxable Assessed Valuation is \$85,177,458. After issuance of the Bonds, the maximum debt service requirement on the Bonds will be \$343,500 (2022), and the average annual debt service requirement will be \$335,192 (2017-2042 inclusive). Assuming no increase or decrease from the 2016 Certified Taxable Assessed Valuation, the issuance of no additional debt, and no other funds available for the payment of debt service, a tax rate of \$0.43 per \$100 of appraised valuation at a ninety-five percent (95%) collection rate would be necessary to pay the maximum debt service requirement and a tax rate of \$0.42 would be necessary to pay the average annual debt service requirement on the Bonds. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements". The District's Estimated Taxable Assessed Valuation as of July 15, 2016 is \$127,927,108, which reduces the above calculations to a tax rate of \$0.29 to pay the maximum debt service requirement on the Bonds and a tax rate of \$0.28 to pay the average debt service requirement on the Bonds. The Tax Rebate (currently in the approximate amount of \$0.056901 per \$100 of assessed value) that is expected to be received from the City is not included in the calculations set forth above in this paragraph.

No representation or suggestion is made that the estimated values of land and improvements provided by the Appraisal District in the 2016 Estimated Taxable Assessed Valuation as of July 15, 2016 for the District will be certified as taxable value by the Appraisal District, and no person should rely upon such amounts or their inclusion herein as assurance of their attainment.

Undeveloped Acreage and Vacant Lots

There are approximately 371 developable acres of land within the District that have not been provided with water, sanitary sewer, storm sewer, road and other facilities necessary for the construction of taxable improvements. In addition, there are 231 vacant developed lots. The District makes no representation as to when or if development of the undeveloped acreage will occur or that the lot sales and building program will be successful. See "THE DISTRICT—Land Use—Status of Development."

Dependence on Major Taxpayers and the Developers

The ten principal taxpayers represent \$31,109,410 or approximately 36.52% of the 2016 Certified Taxable Assessed Valuation of \$85,177,458, which represents ownership as of January 1, 2016. CCR Subsidiary represents \$7,684,990 or 9.02% of such value. HEB Grocery Company Land LP represents \$7,205,000 or 8.46% of such value. CCR 21 LLC represents \$6,333,400 or approximately 7.44% of such value. Landmark Industries represents \$5,475,730 or approximately 6.43% of such value. The Shops at Cross Creek LLC represent \$4,862,290 of such value or approximately 5.71%. Texas Petroleum Group LLC represents \$4,411,560 or approximately 5.18% of such value. The Market at CCR Ltd. represents \$2,817,480 or approximately 3.31% of such value. TLM-CCR Phase 2 LLC represents \$2,785,900 or approximately 3.27% of such value. Perry Homes LLC represents \$1,980,000 or approximately 2.32% of such value. If the Developers or another principal taxpayer were to default in the payment of taxes in an amount which exceeds the balance in the District's Debt Service Fund, the ability of the District to make timely payment of debt service on the Bonds would be dependent on the ability of the District to enforce and liquidate its tax lien, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in the District being forced to set an excessive tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Resolution to maintain any specified amount of surplus in its Debt Service Fund. See "Tax Collection Limitations and Foreclosure Remedies" in this section, "TAXING PROCEDURES—Levy and Collection of Taxes."

The Developers have informed the Board that their current plans are to develop the remaining undeveloped land and to continue marketing the remaining developed lots in the District to homebuilders. However, neither the Developers nor any future developer is obligated to implement development plans on any particular schedule or at all. Thus, the furnishing of information related to any proposed development should not be interpreted as such a commitment. The District makes no representation about the probability of development continuing in a timely manner or about the ability of the Developers or any other landowner within the District to implement any plan of development. Furthermore, there is no restriction on any landowner's right to sell land. The District can make no prediction as to the effects that current or future economic or governmental circumstances may have on any plans of the Developers or any other landowner. See "THE DEVELOPERS"

Operating Funds

The District's only sources of revenue to pay the operating expenses of the District are advances from CCR Texas and/or CCR Subsidiary, proceeds from bond issues, and maintenance tax proceeds. The District's Operating Fund balance at August 10, 2016 was \$22,855. Obtaining and maintaining a positive Operating Fund balance will depend upon one or more of the following: (1) increased amounts of maintenance tax revenue, or (2) developer advances. In the event that funds are not made available by CCR Texas or CCR Subsidiary, the District will be required to levy a maintenance tax at a rate sufficient to fund its operating expenses. Such a tax, when added to the District's debt service tax, may result in a total District tax in excess of similar developments and could adversely affect continued development of the District, as well as the willingness of taxpayers to pay taxes on their property. See "FINANCIAL STATEMENT" AND "GENERAL FUND OPERATIONS – Operating Statement."

Environmental and Air Quality Regulations

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

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

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

Air Quality/Greenhouse Gas Issues. Air quality control measures required by the United States Environmental Protection Agency (the "EPA") and the Texas Commission on Environmental Quality (the "TCEQ") may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act ("CAA") Amendments of 1990, the eight-county Houston Galveston area ("HGB area")—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty counties—was designated by the EPA in 2007 as a severe ozone nonattainment area. Such areas are required to demonstrate progress in reducing ozone concentrations each year until the EPA "8-hour" ozone standards are met. The EPA granted the governor's request to voluntarily reclassify the HGB ozone nonattainment area from a moderate to a severe nonattainment area for the 1997 eight-hour ozone standard, effective October 31, 2008. The HGB area's new attainment deadline for the 1997 eight-hour ozone standard must be attained as expeditiously as practicable, but no later than June 15, 2019. If the HGB area fails to demonstrate progress in reducing ozone concentration or fails to meet the EPA's standards, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects, as well as severe emissions offset requirements on new major sources of air emissions for which construction has not already commenced.

On October 1, 2015, the EPA lowered the ozone standard from 75 parts per billion ("ppb") to 70 ppb. This could make it more difficult for the HGB Area to demonstrate progress in reducing ozone concentration.

Water Supply & Discharge Issues. Water supply and discharge regulations that municipal utility districts, including the District, may be required to comply with involve: (1) public water supply systems, (2) waste water 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 quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit (TXR150000) on February 19, 2013. The TPDES Construction General Permit became effective on March 5, 2013, and 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 must establish the total maximum allowable daily load (“TMDL”) of certain pollutants into the water bodies. The TMDLs that municipal utility districts may discharge may have an impact on the municipal utility district’s ability to obtain and maintain TPDES permits.

On May 27, 2015, the EPA and the United States Army Corps of Engineers (“USACE”) jointly issued a final version of the Clean Water Rule (“CWR”), which expands the scope of the federal government’s CWA jurisdiction over intrastate water bodies and wetlands. The final rule became effective on August 28, 2015. On October 9, 2015, the United States Court of Appeals for the Sixth Circuit (“Sixth Circuit”) put the CWR on hold nationwide. On February 22, 2016, the Sixth Circuit decided it has jurisdiction to consider lawsuits against the CWR, and on April 21, 2016, denied six petitions for en banc review of this decision. The CWR is also under review by several other appellate and state courts. If the CWR is implemented, operations of municipal utility districts, including the District, are potentially subject to additional restrictions and requirements, including permitting requirements, if construction or maintenance activities require the dredging, filling or other physical alteration of jurisdictional waters of the United States or associated wetlands that are within the “waters of the United States.” The CWR expands the federal definition of what is a jurisdictional water, which could negatively impact development in the District.

The TCEQ renewed the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on December 13, 2013. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. The renewed MS4 Permit impacts a much greater number of MS4s that were not previously subject to the MS4 Permit and contains more stringent requirements than the standards contained in the previous MS4 Permit. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop and implement the necessary plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff in order to comply with the renewed MS4 Permit.

Flood Protection. According to the Engineer, no portion of the District is within the 100-year flood plain.

Tax Collections Limitations and Foreclosure Remedies

The District’s ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other local taxing authorities on the property against which taxes are levied, and such lien may be enforced by judicial foreclosure. The District’s ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming and expensive collection procedures, (b) a bankruptcy court’s stay of tax collection procedures against a taxpayer, or (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property. Moreover, the proceeds of any sale of property within the District available to pay debt service on the Bonds may be limited by the existence of other tax liens on the property (see “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED) —Overlapping Taxes”), by the current aggregate tax rate being levied against the property, and by other factors (including the taxpayers’ right to redeem property within two years of foreclosure for residential and agricultural use property and six months for other property). Finally, any bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor’s confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid.

Registered Owners' Remedies and Bankruptcy Limitations

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were 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. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District.

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 U.S.C. Sections 901-946. The filing of such petition would automatically stay the enforcement of Registered Owners' remedies, including mandamus. 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 (1) is authorized to file for federal bankruptcy protection by applicable state law, (2) is insolvent or unable to meet its debts as they mature, (3) desires to effect a plan to adjust such debts, and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Special districts such as the District must obtain the approval of the Commission as a condition to seeking relief under the Federal Bankruptcy Code. The Commission is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under federal bankruptcy law only if such district has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

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

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

A district may not be forced into bankruptcy involuntarily.

Future Debt

The District has the right to issue obligations other than the Bonds, including tax anticipation notes and bond anticipation notes, and to borrow for any valid corporate purpose. A total of \$103,376,000 principal amount of unlimited tax bonds for water, sewer and drainage facilities and refunding of such bonds, \$45,920,000 principal amount of unlimited tax bonds for park and recreational facilities and refunding of such bonds, and \$24,430,000 principal amount of unlimited tax bonds for road facilities and refunding of such bonds has been authorized by voters in the District. After issuance of the Bonds, \$98,576,000 principal amount of unlimited tax bonds will remain authorized but unissued for water, sewer and drainage facilities and refunding of such bonds; all of the authorized bonds for park and recreational facilities and refunding of such bonds will remain authorized but unissued; and all of the authorized bonds for road facilities and refunding of such bonds will remain authorized but unissued. In addition, voters may authorize the issuance of additional bonds secured by ad valorem taxes. The issuance of additional bonds or obligations may increase the District's tax rate and adversely affect the security for, and the investment quality and value of, the Bonds. Such bonds (other than road bonds and refunding bonds) require the approval of the TCEQ and the Attorney General.

After payment from the sale of the Bonds, the Developers will have expended approximately \$6,230,000 (as of June 30, 2016) for design, construction, engineering and acquisition of District water, sewer, and drainage facilities not yet reimbursed.

The District does not employ any formula with respect to appraised valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds (except bonds for road facilities and refunding bonds) is subject to approval by 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. See "THE BONDS—Issuance of Additional Debt."

Issuance of additional bonds could dilute the investment security for the Bonds.

Marketability of the Bonds

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 of the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are 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 Resolution on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactive to the date of original issuance. See "TAX MATTERS."

Changes in Tax Legislation

Certain tax legislation, whether currently proposed or proposed in the future, may directly or indirectly reduce or eliminate the benefit of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, may also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed, pending or future legislation.

THE BONDS

Description

The Bonds will be dated and accrue interest from November 1, 2016, with interest payable each March 1 and September 1, beginning March 1, 2017 (the "Interest Payment Date"), and will mature on the dates and in the amounts and accrue interest at the rates shown on the cover page hereof. The Bonds are issued in fully registered form, in denominations of \$5,000 or any integral multiple of \$5,000. Interest calculations are based on a 360-day year comprised of twelve 30-day months.

Method of Payment of Principal and Interest

In the Bond Resolution, the Board has appointed The Bank of New York Mellon Trust Company, N.A., Dallas, Texas as the initial Paying Agent/Registrar for the Bonds. The principal of the Bonds shall be payable, without exchange or collection charges, in any coin or currency of the United States of America. which, on the date of payment, is legal tender for the payment of debts due the United States of America. In the event the book-entry-only system is discontinued, principal of the Bonds shall be payable upon presentation and surrender of the Bonds as they respectively become due and payable, at the principal payment office of the Paying Agent/Registrar in Dallas, Texas and interest on each Bond shall be payable by check payable on each Interest Payment Date, mailed by the Paying Agent/Registrar on or before each Interest Payment Date to the Registered Owner of record as of the close of business on the February 15 or August 15 immediately preceding each Interest Payment Date (defined herein as the "Record Date"), to the address of such Registered Owner as shown on the Paying Agent/Registrar's records (the "Register") or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owners at the risk and expense of the Registered Owners.

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day, as defined in the Bond Resolution.

Source of Payment

While the Bonds or any part of the principal thereof or interest thereon remain outstanding and unpaid, the District covenants in the Bond Resolution to levy a continuing, direct, annual ad valorem tax, without legal limit as to rate or amount, upon all taxable property in the District sufficient to pay the principal of and interest on the Bonds, with full allowance being made for delinquencies and costs of collection. In the Bond Resolution, the District covenants that said taxes are irrevocably pledged to the payment of the interest on and principal of the Bonds and to no other purpose.

The Bonds are obligations of the District and are not the obligations of the State of Texas, Fort Bend County, the City of Fulshear, or any entity other than the District.

Funds

In the Bond Resolution, the Debt Service Fund is created, and the proceeds from all taxes levied, assessed and collected for and on account of the Bonds authorized by the Bond Resolution shall be deposited, as collected, in such fund.

Accrued interest on the Bonds and eighteen (18) months of capitalized interest shall be deposited into the Debt Service Fund upon receipt. The remaining proceeds of sale of the Bonds shall be deposited into the Capital Projects Fund to be used for the purpose of reimbursing developers for operating costs, certain construction costs, paying interest on such reimbursement and for paying the costs of issuance of the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS" and "THE SYSTEM".

Redemption Provisions

The District reserves the right, at its option, to redeem the Bonds maturing on or after September 1, 2025, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000 on September 1, 2024, or any date thereafter, at a price of par plus accrued interest on the principal amounts called for redemption to the date fixed for redemption.

If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed will be selected by the District. If less than all the Bonds of a certain maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent/Registrar by lot or other random method (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

Notice of any redemption identifying the Bonds to be redeemed in whole or in part shall be given by the Paying Agent/Registrar at least thirty (30) days prior to the date fixed for redemption by sending written notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the Register. Such notices shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment and, if less than all the Bonds outstanding within any one maturity are to be redeemed, the numbers of the Bonds or the portions thereof to be redeemed. Any notice given shall be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice. By the date fixed for redemption, due provision shall be made with the Paying Agent/Registrar for payment of the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

Authority for Issuance

At a bond election held within the District on May 8, 2010, voters of the District authorized the issuance of \$103,376,000 principal amount of unlimited tax bonds for acquiring and constructing water, sewer and drainage facilities and refunding of such bonds, and the Bonds are being issued pursuant to such authorization. See "Issuance of Additional Debt" below.

The TCEQ approved the sale of the Bonds subject to certain restrictions, including the use of Bond proceeds as summarized in "USE AND DISTRIBUTION OF BOND PROCEEDS."

The Bonds are issued by the District pursuant to an Order of the TCEQ, the terms and conditions of the Bond Resolution, Article XVI, Section 59 of the Texas Constitution, Chapters 49 and 54 of the Texas Water Code, and an election held within the District.

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

Registration and Transfer

So long as any Bonds remain outstanding, the Paying Agent/Registrar shall keep the Register at its principal payment office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with the terms of the Bond Resolution. While the Bonds are in the Book-Entry-Only System, the Bonds will be registered in the name of Cede & Co. and will not be transferable. See "BOOK-ENTRY-ONLY SYSTEM."

In the event the Book-Entry-Only System should be discontinued, each Bond shall be transferable only upon the presentation and surrender of such Bonds at the principal payment office of the Paying Agent/Registrar, duly endorsed for transfer, or accompanied by an assignment duly executed by the Registered Owner or his authorized representative in form satisfactory to the Paying Agent/Registrar. Upon due presentation of any Bond in proper form for transfer, the Paying Agent/Registrar has been directed by the District to authenticate and deliver in exchange therefor, within three (3) business days after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees, in authorized denominations and of the same maturity and aggregate principal amount and paying interest at the same rate as the Bond or Bonds so presented.

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

Neither the District nor the Paying Agent/Registrar shall be required to transfer or to exchange any Bond during the period beginning on the 15th calendar day of the month next preceding an Interest Payment Date and ending on the next succeeding Interest Payment Date or to transfer or exchange any Bond called for redemption during the thirty (30) day period prior to the date fixed for redemption of such Bond.

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

Lost, Stolen or Destroyed Bonds

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

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

Replacement of Paying Agent/Registrar

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

Issuance of Additional Debt

The District may issue additional bonds, with the approval of the TCEQ (other than road bonds and refunding bonds), necessary to provide and maintain improvements and facilities consistent with the purposes for which the District was created. The District's voters have authorized the issuance of \$103,376,000 principal amount of unlimited tax bonds for the purpose of purchasing and constructing sewer and drainage facilities and refunding of such bonds, \$45,920,000 principal amount of unlimited tax bonds for purchasing and constructing park and recreational facilities and refunding of such bonds, and \$24,430,000 principal amount of unlimited tax bonds for purchasing and constructing road facilities and refunding of such bonds. After issuance of the Bonds, \$98,576,000 of unlimited tax bonds will remain authorized but unissued for water, sewer and drainage facilities and refunding of such bonds, all of the authorized bonds for purchasing and constructing park and recreational facilities and refunding of such bonds will remain authorized but unissued, and all of the authorized bonds for purchasing and constructing road facilities and refunding of such bonds will remain authorized but unissued. In addition, voters may authorize the issuance of additional bonds secured by ad valorem taxes. The issuance of additional obligations may increase the District's tax rate and adversely affect the security for, and the investment quality and value of, the Bonds. After the payment from the sale of the Bonds, the Developers will have expended approximately \$6,230,000 (as of June 30, 2016) for design, construction, engineering and acquisition of District water, sewer and drainage facilities that has not been reimbursed. See "RISK FACTORS—Future Debt."

In addition, the District is responsible for its share of the debt service on the Contract Revenue Bonds issued by the Master District to finance capital costs for regional waterworks, sanitary sewer, and drainage facilities and for regional road facilities serving the Service Area. See "THE SYSTEM—The Master District."

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

Financing Parks and Recreational Facilities

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. The District has developed and adopted a detailed park plan, and the qualified voters in the District have authorized the issuance of \$45,920,000 principal amount of unlimited tax bonds for park and recreational facilities. Before the District could issue park/recreational bonds payable from taxes, the following actions would be required: (a) approval of the park/recreational projects and bonds by the TCEQ; and (b) approval of the bonds by the Attorney General of Texas.

Pursuant to the Master District Contract, the Master District will fund the design and construction of the park and recreational facilities serving Cross Creek Ranch ("Master District Park Facilities") through park connection fees imposed by the Master District on each MUD Participant, including the District, based on the number of connections reserved by a MUD Participant ("Park Connection Fees"). The Master District Contract provides that the Master District will compute Park Connection Fees on the basis of the then estimated total capital costs of providing the Master District Park Facilities for all of the Service Area minus the Park Connection Fees which have been previously paid to the Master District, and dividing the result by the number of estimated total connections to be constructed within the Service Area minus the number of connections for which Park Connection Fees have been previously paid to the Master District. Each MUD Participant may issue bonds, or use other legally available funds, to pay for Park Connection Fees. In no event will a MUD Participant owe an amount for Park Connection Fees (whether paid by bond proceeds of the MUD Participant or other available funds) that exceeds any legal limit that would apply if the MUD Participant were to fund its obligation to pay for Park Connection Fees solely through the issuance of bonds. Under Section 49.4645 of the Water Code, the outstanding principal amount of bonds issued by any MUD Participant to finance park/recreational facilities payable from any source may not exceed an amount equal to one percent of the value of the taxable property in that district. Park Connection Fees are generally due from each MUD Participant to the Master District at the time a MUD Participant reserves capacity in the Master District Facilities; however, no Park Connection Fees are due until a MUD Participant's certified taxable value exceeds \$100,000,000. The Master District Contract allows the Master District to delay the due date for Park Connection Fees from a MUD Participant until such time as that MUD Participant has sufficient bond funds available to pay same. The Master District may refuse to allow a MUD Participant to receive additional connections in the Master District Facilities if the MUD Participant fails to pay the Master District the Park Connection Fees. For the purpose of funding Park Connection Fees, the Master District may require that each MUD Participant file one or more bond applications with the TCEQ no later than the date that 75% of the above-ground improvements within the MUD Participant have been constructed or are under construction. See "THE SYSTEM—The Master District."

Dissolution

Under existing Texas law, since the District lies wholly within the corporate limits of the City, the District may be dissolved by the City, without the District's consent, subject to compliance by the City with Chapter 43 of the Texas Local Government Code, as amended. The Utility Agreement between the City and the District places certain restrictions on the City's right to dissolve the District. See "THE DISTRICT- Utility Agreement with the City – *Dissolution of the District.*" If the District is dissolved, the City must assume the District's assets and obligations (including the Bonds) and abolish the District. Dissolution of the District by the City is a policy-making matter within the discretion of the Mayor and City Council of the City, and therefore, the District makes no representation that the City will ever dissolve the District and assume its debt. Moreover, no representation is made concerning the ability of the City to make debt service payments should dissolution occur.

Consolidation

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

Remedies in Event of Default

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were 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. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District. See "RISK FACTORS—Registered Owners' Remedies and Bankruptcy Limitations."

Legal Investment and Eligibility to Secure Public Funds in Texas

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

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

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

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

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

Defeasance

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

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

There is no assurance that the current law will not be changed in the future in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds.

BOOK-ENTRY-ONLY SYSTEM

The information in this section concerning DTC and DTC's book-entry-only system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy or completeness thereof. The District cannot and does not give any assurances that DTC, DTC Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the Registered Owner of the Bonds, or that they will so do on a timely basis or that DTC, DTC Direct Participants or DTC Indirect Participants will 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 "Procedure" of DTC to be followed in dealing with DTC Direct Participants are on file with DTC.

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

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

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

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

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

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

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

All payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

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

USE AND DISTRIBUTION OF BOND PROCEEDS

The construction costs below were compiled by Brown & Gay Engineers, Inc., the District's engineer (the "Engineer"), and were submitted to the TCEQ in the District's Bond Application. Non-construction costs are based upon either contract amounts, or estimates of various costs by the Engineer and FirstSouthwest, a Division of Hilltop Securities Inc. (the "Financial Advisor"). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and review by the District's auditor.

I. CONSTRUCTION COSTS

• Water Distribution, Wastewater Collection and Storm Drainage Facilities	
– Creekside at Cross Creek Ranch Section 11	\$ 53,748
– Flewellen Way	49,131
– Commercial Tract at FM1093 and FM1463	178,814
– Cross Creek Bend Lane Extension No. Eight and Creek Falls Drive	595,523
– Creek Falls at Cross Creek Ranch, Section 2.....	821,744
– Creek Falls at Cross Creek Ranch, Section 3.....	543,595
– Creek Falls at Cross Creek Ranch, Section 7.....	256,157
• Water distribution and Wastewater Collection Facilities to serve FM1463/FM1093 Commercial Development Phase 1	83,457
• Engineering, Materials Testing and Geotechnical Reports	424,118
• Stormwater Pollution Management	257,615
• Advertisement.....	749
Total Construction Costs.....	\$3,264,651

II. NON-CONSTRUCTION COSTS

• Legal Fees.....	\$135,000
• Financial Advisory Fees	91,500
• Capitalized Interest (a).....	360,000
• Developer Interest.....	485,665
• Bond Issuance Expenses.....	35,692
• Bond Discount (Estimated 3.0%) (a)	144,000
• Bond Application Report.....	40,000
• Operating costs	169,500
• Market Study	8,500
• Creation Cost	48,692
• TCEQ Fee (0.25%)	12,000
• Attorney General Fee.....	4,800
• Contingency (b)	0
Total Non-Construction Costs	\$1,535,349
TOTAL BOND ISSUE REQUIREMENT	\$4,800,000

(a) The TCEQ approved a maximum of \$360,000 of capitalized interest, which is equivalent to eighteen (18) months of interest at an estimated interest rate of 5.00% per annum and a maximum 3.0% Underwriter's discount.
 (b) Represents surplus funds resulting from the sale of the Bonds at a lower interest rate than estimated and can be used for purposes allowed and approved by the TCEQ.

CROSS CREEK RANCH DEVELOPMENT

The District is part of a development project known as Cross Creek Ranch covering approximately 3,200 acres of land and planned for approximately 5,500 to 6,000 single-family homes. The Cross Creek Ranch project consists of five municipal utility districts: Fort Bend County Municipal Utility District No. 169 (“No. 169”), Fort Bend County Municipal Utility District No. 170 (“No. 170”), Fort Bend County Municipal Utility District No. 171 (“No. 171”), Fort Bend County Municipal Utility District No. 172 (“No. 172”) and the District. No. 169 in its capacity as a participant district, No. 170, No. 171, No. 172, and the District are referred to herein collectively as the “MUD Participants.” No. 169, in its capacity as Master District, provides regional wastewater collection and treatment facilities; water supply and delivery facilities; detention/drainage facilities; park/recreational facilities; and road facilities that are arterial, collector, or thoroughfare roads; certain of which are then accepted by the City for operation and maintenance.

THE DISTRICT

General

The District is a municipal utility district created by order of the TCEQ on August 28, 2007. The rights, powers, privileges, authority and functions of the District are established by the general laws of the State of Texas pertaining to utility districts, particularly Article XVI, Section 59 of the Texas Constitution, and Chapters 49 and 54 of the Texas Water Code.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants for the supply and distribution of water; the collection, transportation, and treatment of wastewater; the control and diversion of storm water; and the provision of parks and recreational facilities. The District is also empowered to construct thoroughfare, arterial and collector roads and improvements in aid thereof. (All of such District water, wastewater and drainage facilities are referred to herein as “District Facilities.”) The District may issue bonds and other forms of indebtedness to purchase or construct all of such facilities. The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts after approval by the TCEQ and the voters of the District.

The TCEQ exercises continuing supervisory jurisdiction over the District. The District, pursuant to the City’s resolution consenting to the creation of the District (the “City’s Consent Resolution”), is required to observe certain requirements of the City which (1) limit the purposes for which the District may sell bonds to the acquisition, construction, and improvement of waterworks, wastewater, drainage, recreational, road, and fire-fighting facilities, (2) limit the net effective interest rate on such bonds and other terms of such bonds, (3) require approval by the City of District construction plans (except for park/recreational facilities), and (4) permit connections only to platted lots and reserves which have been approved by the Planning Commission of the City. Construction and operation of facilities constructed by the District is subject to the regulatory jurisdiction of additional governmental agencies. See “THE SYSTEM—Regulation.”

Utility Agreement with the City

The District operates pursuant to a Utility Agreement between the City and the District dated as of May 14, 2010 (the “Utility Agreement”). The Utility Agreement terminates 30 years from the year after the year the District issues its first series of unlimited tax bonds, unless otherwise previously terminated pursuant to the terms of the Utility Agreement. Pursuant to the Utility Agreement, the District has agreed to acquire and construct, for ultimate conveyance to the City, the water distribution, wastewater collection and certain drainage facilities to serve development occurring within the boundaries of the District (the “District Utility Facilities”) and the City has agreed to make annual tax rebate payments (as described herein) to the District in consideration of the District’s financing, acquisition, and construction of the District Utility Facilities.

The District Facilities: The Utility Agreement provides that the District Utility Facilities will be designed and constructed in accordance with the City’s requirements and criteria. See “THE SYSTEM”.

Authority of District to Issue Bonds: The District has the authority to issue, sell, and deliver bonds as permitted by law and the City’s Consent Resolution. Bonds issued by the District are obligations solely of the District and shall not be construed to be obligations or indebtedness of the City.

Ownership, Operation, and Maintenance of the District Utility Facilities: Upon completion of construction of the District Utility Facilities, the District agrees to convey the District Utility Facilities to the City, reserving for itself a security interest in the District Utility Facilities for the purpose of securing the performance of the City under the Utility Agreement. When all bonds issued by the District to acquire and construct the applicable District Utility Facilities have been paid or redeemed and discharged in full, the District agrees to execute a release of the security interest retained by the District and the City shall own the District Utility Facilities without such encumbrance. As each phase of the District Utility Facilities is completed, the City agrees to inspect the same and upon approval, will accept the District Utility Facilities for operation and maintenance. From then on, the District Utility Facilities shall be operated and maintained by the City at its sole cost and expense. Initially, the City will operate the District Utility Facilities by contracting with a qualified third-party company, and at such time as the land within the MUD Participants has more than 3,000 connections, the City is authorized by the Utility Agreement to independently operate the District Utility Facilities. The City has contracted with Severn Trent Environmental Services, Inc. (“Severn Trent”) to operate the District Utility Facilities.

The City fixes rates and charges for customers of the District Utility Facilities for services afforded by the District Utility Facilities, provided that such rates and charges will not exceed the rates charged other users within the City and subject to certain restrictions, including (among others): (1) the City water and sewer rates will be set at a rate that only provides sufficient income to operate, maintain and insure the District Utility Facilities and to establish and maintain an operating reserve of not more than 12 months; (2) the City water and sewer rates will not include any component attributable to debt service on City bonds; and (3) the revenues from the District Utility Facilities will be maintained in a separate City account and used solely for the purpose of operating, maintaining and insuring the District Utility Facilities and will not be used for any other purpose. The City may charge the builders within the District a tap fee and inspection charges, provided that such fees do not exceed the tap fees and inspection fees charged by Cinco Southwest Municipal Utility District No. 1, a nearby utility district, for similar taps. Other than water and sewer rates and tap fees, the City may not impose any additional fee or charge (including a capital recovery fee) on users of the District Utility Facilities. The District is not entitled to any water and sewer charges, tap fees, or any other revenue from the District Utility Facilities, as all of same belongs exclusively to the City.

Tax Rebate: The Utility Agreement provides that the City will annually rebate to the District all of the City’s ad valorem tax revenue from the property in the District in excess of \$0.10 per \$100 of assessed value (the “Tax Rebate”). Per the Utility Agreement, the Tax Rebate shall be made each year following the year the District issues its first series of unlimited tax bonds and shall continue for 30 years from the year after the year the District first issues unlimited tax bonds. The Bonds are the District’s first series of unlimited tax bonds. The City will pay the rebate portion of the taxes actually collected to the District on February 28th of the year following the year in which the taxes are levied and quarterly thereafter until the Tax Rebate has been paid in full. The Utility Agreement provides that the Tax Rebate shall be used by the District to pay for the design and construction of water, sewer, drainage, road and recreational facilities, or to pay debt service on outstanding bonds issued by the District, or to pay the District’s contractual obligation to No. 169 (as Master District) to pay a portion of the debt service on Contract Revenue Bonds issued to finance regional facilities. The Utility Agreement does not require the District to pledge the Tax Rebate for payment of bonds or for any other purpose. The Tax Rebate, like all provisions of the Utility Agreement, is subject to modification by agreement of the District and the City.

Dissolution of the District: The City has the right to abolish and dissolve the District and to acquire the District’s assets and assume the District’s obligations in accordance with state law. The Utility Agreement provides, however, that the District shall not be abolished until (1) until the Developers have fully developed 90% of their developable acreage within the District; (2) the remaining 10% developable acreage owned by the Developers has had water, sewer and drainage facilities installed that are necessary to serve the area; and (3) the Developers have been fully reimbursed by the District, in accordance with TCEQ rules, for all of the Developers’ eligible development and construction costs.

Description and Location

The District consists of approximately 638 acres of land. The District is located in Fort Bend County approximately 31 miles west of the central downtown business district of the City of Houston. The District lies wholly within the city limits of the City and within the boundaries of Katy Independent School District. The District is located north of FM 1093 and west of FM 1463. See “AERIAL LOCATION MAP.”

Land Use

The following table has been provided by the Engineer and represents the current land use within the District.

	Approximate <u>Acres</u>	<u>Lots</u>
<u>Single-Family Residential</u>		
Creek Falls at Cross Creek Ranch Section One	23	76
Creek Falls at Cross Creek Ranch Section Two	14	49
Creek Falls at Cross Creek Ranch Section Three	12	47
Creek Falls at Cross Creek Ranch Section Four	24	74
Creek Falls at Cross Creek Ranch Section Six	15	60
Creek Falls at Cross Creek Ranch Section Seven	10	48
Creek Cove at Cross Creek Ranch Section Seven	27	69
Creek Cove at Cross Creek Ranch Section Ten	48	88
Subtotal	173	511
Commercial	17	---
Future Development	371	---
Non-Developable (a)	77	---
Totals	638	511

(a) Includes public rights-of-way, detention, open spaces, easements, recreation and utility sites.

Status of Development

Development within the District currently includes the residential subdivisions shown above under "Land Use". Homes constructed within the District range in price from \$290,000 to over \$560,000 (including the lot). As of August 1, 2016, there were 176 completed homes in the District (including 8 model homes and 14 homes completed and for sale), 104 homes under construction (65 of which are sold and 39 of which are for sale) and 231 lots available for home construction. The estimated population in the District is 539, based upon 3.5 persons per occupied single-family residence.

A convenience store and fast food restaurant have been constructed on approximately 6 acres of land. The Shops at Cross Creek Ranch (Phases 1 & 2) have been constructed on approximately 9 acres of land. The Market at CCR Ltd. owns an approximately 20 acre tract of land. Currently a medical office building is under construction on approximately 1.7 of the 20 acres.

Homebuilding

Homebuilders currently active within the District include Perry Homes, Newmark Homes, Lennar Homes, Trendmaker Homes, and Highland Homes.

Recreational Facilities

Recreational amenities within Cross Creek Ranch include the Cross Creek Fitness Center, a 6,000 square foot fitness center operated by Risher Fitness Management, Inc. The Lakeside Water Park includes a pool, a splash pad, a wading pool and a water slide. The Lakeside Water Park and Cross Creek Fitness Center are located in No. 171. The recreational complex also includes a 70 foot observation tower and the Essence Café and Eatery. A Dog Park has been constructed on approximately 2 acres in No. 172. The master plan for Cross Creek Ranch currently includes over 400 acres of green space, including hundreds of acres of lakes and trails that flow through the community along the Flewellen Creek, which plan may be amended from time to time.

Future Development

Approximately 373 developable acres of land in the District are not yet fully served with water, wastewater and drainage facilities necessary for the construction of above-ground improvements. While the District anticipates future development of this acreage, there can be no assurances if and when any of such undeveloped land will ultimately be developed. The Engineer has stated that under current development plans, the remaining authorized but unissued bonds for water, sewer and drainage facilities and refunding of same (\$98,576,000) should be sufficient to finance the construction of facilities to complete the District's water, sewer and drainage system for full development of the District. See "RISK FACTORS" and "THE SYSTEM."

THE DEVELOPERS

Role of a Developer

In general, the activities of a landowner or developer in a municipal utility district such as the District include designing the project, defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of roads and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. A developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

None of the Developers nor any of their affiliates, are obligated to pay principal of or interest on the Bonds. Furthermore, none of the Developers have a binding commitment to the District to carry out any plan of development and each of the Developers may sell or otherwise dispose of its property within the District, or any other assets, at any time, and the furnishing of information relating to the proposed development by the Developers should not be interpreted as such a commitment. Prospective Bond purchasers are encouraged to inspect the District in order to acquaint themselves with the nature of development that has occurred or is occurring within the boundaries of the District. See "RISK FACTORS."

Prospective Bond purchasers should note that any prior real estate experience discussed below of the Developers should not be construed as an indication that further development within the District will occur, or that construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. See "RISK FACTORS."

CCR Texas Holdings LP and its wholly owned affiliate CCR Loan Subsidiary 1, L.P.

On April 12, 2012, CCR Texas Holdings LP, a Delaware limited partnership ("CCR Texas") with Johnson/CCR GP, LLC as its general partner, purchased Cross Creek Ranch, consisting of approximately 2,370 acres of land and 88 lots. CCR Texas financed its acquisition of Cross Creek Ranch with combined loans totaling \$90,000,000 from CCR Texas Lender Inc. and PSPIB-CCR Inc. The combined balance of the loans was \$41,153,915 as of May 31, 2016 and the loans mature December 31, 2019.

In 2013, CCR Texas transferred approximately 423 acres in the Service Area to its wholly owned subsidiary, CCR Loan Subsidiary 1, L.P. ("CCR Subsidiary"). In 2014, CCR Texas transferred an additional 310 acres in the Service Area to CCR Subsidiary. In 2016, CCR Texas transferred an additional 400 acres in the Service Area to CCR Subsidiary.

CCR Texas and CCR Subsidiary are financing the development of Cross Creek Ranch through a combination of equity funds and a development loan. CCR Subsidiary has a revolving development loan in the amount of \$25,000,000 with Housing Capital Company, a division of US Bank. The loan is secured by CCR Subsidiary's real estate, plus certain utility district development reimbursables. The loan matures June 2, 2019 and as of June 3, 2016 had a balance of \$10,040,595.

Johnson CCR Management LLC, an affiliate of The Johnson Development Corp. ("Johnson Development") is the development manager of CCR Texas. Johnson Development is a Houston-based residential and commercial land development company. For more than forty years, Johnson Development has developed master-planned communities in Houston, Atlanta, San Antonio and other markets. Johnson Development engages in development activities through itself and related entities..

Landmark Industries, Inc.

Landmark Industries Inc. has developed 15 acres of the approximate 71 acre site within the boundaries of the District which it owns.

The Market at CCR, Ltd.

The Market at CCR, Ltd. owns an approximately 20 acre tract of land on which a medical office building is currently being constructed on 1.7 acres of land.

MANAGEMENT OF THE DISTRICT

Board of Directors

The District is governed by the Board, consisting of five (5) directors, which has control over and management supervision of all affairs of the District. Directors are elected to four-year terms and elections are held in May in even numbered years only. Each of the board members owns land within the District subject to a note and deed of trust in favor of CCR Texas. Directors have staggered four-year terms. The current members and officers of the Board along with their titles and terms, are listed as follows:

<u>Name</u>	<u>Title</u>	<u>Term Expires</u>
Judith Y. Klein	President	May 2020
Jennifer Baxter	Vice President	May 2018
Laurie Sawyer	Secretary	May 2018
Linda Penney	Assistant Secretary	May 2018
Lori Messick	Assistant Vice President	May 2020

District Consultants

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

Bond Counsel/Attorney: The District has engaged Allen Boone Humphries Robinson LLP as general counsel to the District and as Bond Counsel in connection with the issuance of the District's Bonds. The legal fees to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent upon the sale and delivery of the Bonds.

Financial Advisor: FirstSouthwest, a Division of Hilltop Securities Inc. serves as the District's Financial Advisor. The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds

Auditor: The District's financial statements for the year ended September 30, 2015, were audited by McGrath & Co., PLLC. McGrath & Co., PLLC has been engaged to prepare the financial statements for fiscal year September 30, 2016. See "APPENDIX A" for a copy of the District's September 30, 2015 financial statements.

Engineer: The District's consulting engineer is BGE, Inc.

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

Utility System Operator: The operator of the City's water and sewer facilities which serve the District, including those facilities conveyed to the City by the District, is Severn Trent Environmental Services, Inc.

Tax Appraisal: The Fort Bend Central Appraisal District has the responsibility of appraising all property within the District. See "TAXING PROCEDURES."

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

THE SYSTEM

The Master District

The Master District provides the Master District Facilities necessary to serve the Service Area. The District and the other MUD Participants have executed the Master District Contract. By execution of the Master District Contract, all of the MUD Participants, including the District, will be obligated to pay a pro rata share of annual debt service on the Contract Revenue Bonds issued by the Master District to finance the Master District Facilities based upon the certified gross assessed valuation of each district. The MUD Participants are further required to pay Park Connection Fees. Each MUD Participant will sell its own bonds to finance Master District Park Connection Fees (or use other legally available funds). The principal amount of park bonds issued by any MUD Participant is limited to one percent (1%) of its certified taxable assessed valuation. The Master District Contract also provides for operation and maintenance expenses for facilities constructed pursuant to the Master District Contract; duties of the parties; establishment and maintenance of funds; assignment; arbitration; amendments; force majeure; insurance; and other provisions.

With the exception of Master District Park Facilities, the Master District Facilities have been and will be financed with the proceeds of Contract Revenue Bonds to be issued by the Master District. The Master District is authorized pursuant to the Master District Contract to issue Contract Revenue Bonds in the principal amount of \$483,000,000 for water, sewer and drainage purposes (and for the purpose of refunding same) and in the principal amount of \$121,450,000 for road purposes (and for the purpose of refunding same). Out of the \$483,000,000 authorization for water, sewer and drainage facilities, the Master District has issued seven series of Contract Revenue Bonds (Water/ Sewer/Drainage Facilities) in the amount of \$59,285,000. The Master District has filed a bond application with the TCEQ in the amount of \$15,320,000 and plans to issue \$15,320,000 of Contract Revenue Bonds for water, sewer and drainage facilities in 2017, subject to approval of the TCEQ and Attorney General of Texas. Out of the \$121,450,000 authorization for road facilities, the Master District has issued three series of Contract Revenue Bonds (Road Facilities) in the amount of \$28,030,000. Pursuant to the Master District Contract, approval by each MUD Participant and approval by the voters at an election held by each MUD Participant is required prior to any amendment to the Master District Contract that would increase such \$483,000,000 authorized amount, and/or such \$121,450,000 authorized amount.

The District's pro rata share of the debt service requirements on the Contract Revenue Bonds is determined annually by dividing the District's certified gross appraised value by the cumulative total of the certified gross appraised values of all the MUD Participants. The Master District Contract obligates the District to pay its pro rata share of annual debt service requirements on the Contract Revenue Bonds from the proceeds of ad valorem taxes levied by the District for such purpose ("Contract Tax"), revenues, if any, derived from the operation of the District's water distribution and wastewater collection system or from any other legally available funds of the District. See "RISK FACTORS—Overlapping Debt and Taxes," and "TAX DATA—Contract Tax." Since the District's water distribution and wastewater collection system is required to be conveyed to the City pursuant to the Utility Agreement between the District and the City, it is not expected that the District will have any revenues from such system. See "THE DISTRICT – Utility Agreement with City."

The Master District Contract originally authorized the Master District to pay the capital costs of designing and constructing Master District Park Facilities through either: (1) issuance of contract revenue bonds in a principal amount not to exceed \$237,440,000 to pay for Master District Park Facilities and refund bonds issued for Master District Park Facilities, all of which bonds would be payable from and secured by the MUD Participants' unconditional obligation to make payments to the Master District from the proceeds of ad valorem taxes levied by the MUD Participants, or (2) Park Connection Fees imposed by the Master District on each MUD Participant based on the number of connections reserved by a MUD Participant. In January, 2012, each MUD Participant executed an amendment to the Master District Contract providing that the Master District will fund Master District Park Facilities through such Park Connection Fees to be paid by each MUD Participant (including the District). Accordingly, the Master District is not authorized to issue any of said \$237,440,000 for contract revenue bonds to fund Master District Park Facilities unless the Master District Contract is amended by the MUD Participants in the future to allow it to do so. The Master District Contract provides that the Master District will compute Park Connection Fees on the basis of the then estimated total capital costs of providing the Master District Park Facilities for all of the Service Area minus the Park Connection Fees which have been previously paid to the Master District, and dividing the result by the number of estimated total connections to be constructed within the Service Area minus the number of connections for which Park Connection Fees have been previously paid to the Master District. Each MUD Participant may issue bonds, or use other legally available funds, to pay for Park Connection Fees. In no event will a MUD Participant owe an amount for Park Connection Fees (whether paid by bond proceeds of the MUD Participant or other available funds) that exceeds any legal limit that would apply if the MUD Participant were to fund its obligation to pay for Park Connection Fees solely through the issuance of bonds. Under Section 49.4645 of the Water Code, the outstanding principal amount of bonds issued by any MUD Participant to finance park/recreational facilities payable from any source may not exceed an amount equal to one percent of the value of the taxable property in that district. Park Connection Fees are generally due from each MUD Participant to the Master District at the time a MUD Participant reserves capacity in the Master District Facilities; however, no Park Connection Fees are due until a MUD Participant's certified taxable value exceeds \$100,000,000. The Master District Contract allows the Master District to delay the due date for Park Connection Fees from a MUD Participant until such time as that MUD Participant has sufficient bond funds available to pay same. The Master District may refuse to allow a MUD Participant to receive additional connections in the Master District Facilities if the MUD Participant fails to pay the Master District the Park Connection Fees. For the purpose of funding Park Connection Fees, the Master District may require that each MUD Participant file one or more bond applications with the TCEQ no later than the date that 75% of the above-ground improvements within the MUD Participant have been constructed or are under construction.

The Master District Facilities will be constructed in stages to meet the needs of the Service Area. In the event that the Master District fails to meet its obligations under the Master District Contract to provide regional water, sanitary sewer and drainage facilities, each of the other MUD Participants has the right pursuant to the Master District Contract to design, acquire, construct, or expand such facilities to provide service to such MUD Participant, and convey such facilities to the Master District in consideration of payment by the Master District of the actual reasonable and necessary capital costs expended by such MUD Participant for such facilities.

The District is further obligated to pay monthly charges for its share of the Master District's operation and maintenance expenses in connection with the Master District's provision of service from regional park/recreational, non-potable water, detention pond, and drainage ditch facilities and service from any regional water, sanitary sewer, storm sewer, or road facilities that are not being fully operated or maintained by the City. The monthly charges will be used to pay the District's share of Master District operation and maintenance expenses and to provide for an operation and maintenance reserve equivalent to three (3) months of operation and maintenance expenses. The District's share of operation and maintenance expenses and reserve requirements is based upon a unit cost of operation and maintenance expense and reserve requirements, calculated and expressed in terms of cost per equivalent single-family residential connection. The District's monthly payment for operation and maintenance expenses is calculated by multiplying the number of equivalent single-family residential connections reserved to the District on the first day of the previous month by the unit cost per equivalent single-family residential connection. See "DISTRICT OPERATIONS."

Pursuant to the Master District Contract, the District is obligated to levy and collect a continuing, direct ad valorem tax on all taxable property within the boundaries of the District in amounts that are sufficient, together with funds received from any other lawful sources at all times to pay the District's obligations pursuant to the Master District Contract, including the District's pro rata share of the Master District's annual debt service requirements and monthly charges. All sums payable by the District pursuant to the Master District Contract are to be paid by the District without set off, counterclaim, abatement, suspension or diminution.

Each MUD Participant, including the District, will be obligated severally, but not jointly, to make payments to the Master District in an amount sufficient to pay its pro rata share of the annual debt service requirements on Contract Revenue Bonds issued by the Master District and other amounts due under the Master District Contract (the "Contract Payments"). No MUD Participant is obligated, contingently or otherwise, to make any Contract Payments owed by any other MUD Participant; however, lack of payment by any MUD Participant, as required by the Master District Contract, could result in an increase in the Contract Payment amount paid by each of the other MUD Participants, including the District, during the time that such MUD Participant's payment is delinquent.

Master District Facilities

Operation of Master District Facilities: The potable water supply facilities and wastewater treatment facilities constructed by or on the behalf of the Master District are conveyed to the City for operation and maintenance in accordance with the Utility Agreement and all capacity in said facilities is reserved for the Master District. The City currently uses Severn Trent to operate such facilities. Each MUD Participant's customers are billed by the City for water and sewer service. See "THE MUD PARTICIPANTS - Utility Agreement With The City."

Water Supply: The potable water supply facilities constructed by or on behalf of the Master District and being operated by the City's operator, Severn Trent ("Water Supply Facilities"), currently consist of two water plants. Water Plant No. 1 consists of a 1,500 gallon per minute ("gpm") water well and one 1,000 gpm water well; 840,000 gallons of ground storage capacity; 9,300 gpm of booster pump capacity; pressure tank capacity of 60,000 gallons and all related appurtenances. Water Plant No. 2 consists of a 1,650 gpm water well, 860,000 gallons of ground storage capacity, pressure tank capacity of 60,000 gallons, 4,900 gpm of booster tank capacity and all related appurtenances. The major components of the Master District's Water Supply Facilities have the capacity to serve approximately 4,831 ESFC equivalent single-family connections. According to the District's Engineer, the Master District has a current reserved capacity of 3,321 equivalent single-family connections for the MUD Participants and 2,610 active connections are being served by the Water Supply Facilities.

In order to fully provide water supply to the Service Area, the Water Supply Facilities will need to be expanded from time to time to meet the demand for such facilities. By reserving capacity, the Master District assumes the responsibility to expand facilities as needed to provide service for reserved connections as they become active.

The Master District owns and operates non-potable water pump stations and waterlines used for irrigation purposes within the Service Area.

Wastewater Treatment: The wastewater treatment facilities constructed by or on behalf of the Master District and being operated by the City (“Wastewater Treatment Facilities”) consist of a leased plant (the “Leased Wastewater Plant”) with a total capacity of 500,000 gallons per day (“gpd”) and a permanent plant with a capacity of 1,000,000 gpd (“the Permanent Wastewater Plant”). The City has assumed certain rights and obligations under the lease for the Leased Wastewater Plant. The Master District remains obligated to pay the lease payment for the Leased Wastewater Plant, which is currently \$21,645 per month. Such lease cost is included in the Master District’s operation and maintenance expenses and therefore shared by all MUD Participants that have reserved equivalent single-family connections (“ESFCs”). Current wastewater treatment capacity of the Wastewater Treatment Facilities will serve 8,333 ESFCs. According to the District’s Engineer, the Master District has reserved capacity for 3,321 ESFCs for the MUD Participants and approximately 2,274 active ESFCs are being served by the Wastewater Treatment Facilities.

In order to fully provide wastewater treatment for the Service Area, the Wastewater Treatment Facilities will need to be expanded from time to time to meet the demand for such facilities. By reserving capacity, the Master District assumes the responsibility to expand facilities as needed to provide service for reserved connections as they become active.

Major Water Distribution and Wastewater Collection: Major water distribution facilities consist of waterlines ranging in size from 12-inch to 24-inch, generally located within the rights-of-way. These water distribution facilities supply water from the Water Supply Facilities to the internal facilities constructed by or on behalf of each MUD Participant. The major wastewater collection facilities include sanitary sewer lines ranging in size from 10-inch to 36-inch generally located within the rights-of-way of collector roads, arterial roads and major thoroughfares. These collection lines collect waste from the internal facilities constructed by or on behalf of each MUD Participant and transport it to the Wastewater Treatment Facilities. These potable water distribution and wastewater collection lines are conveyed to the City for operation and maintenance in accordance with the Utility Agreement.

Master Drainage: The Master District also provides the Service Area with drainage facilities designed for a 100-year storm event. These facilities include drainage channel facilities, detention pond facilities, water quality ponds, and conveyance storm sewer lines. Conveyance storm sewer lines are conveyed to the City for operation and maintenance in accordance with the Utility Agreement. Drainage channels, detention ponds, and water quality ponds are not conveyed to the City and the Master District is responsible for operation and maintenance thereof.

Road System: The Master District is constructing Master District Road Facilities. To date, the City has accepted the Master District Road Facilities for operation and maintenance. In the event the City were to fail to accept the Master District Road Facilities, the Master District is expected to include the cost of maintenance of same in the Master District’s operation and maintenance expenses to be shared by all MUD Participants based on the number of equivalent single-family connections reserved by each MUD Participant, and such cost could be significant.

Master Park Facilities: The Master District is constructing Master District Park Facilities. The Master District will be responsible for the cost of operation and maintenance of same, which costs are shared by all MUD Participants based on the number of equivalent single-family connections reserved by each MUD Participant.

Financing of Facilities: According to the District’s Engineer, the Contract Revenue Bonds that the Master District is authorized to issue pursuant to the Master District Contract in the principal amount of \$483,000,000 for water, sewer and drainage purposes (and for the purpose of refunding same) and in the principal amount of \$121,450,000 for road purposes (and for the purpose of refunding same) are sufficient to complete acquisition and construction of the Master District’s water, sewer and drainage facilities and the Master District’s road facilities, respectively.

Internal Water Distribution, Wastewater Collection and Storm Drainage Facilities

Each MUD Participant, including the District, will construct the internal water distribution, wastewater collection and storm drainage lines within its respective boundaries and upon acquisition and completion, each respective MUD Participant will transfer ownership of the internal water distribution, wastewater collection and storm drainage lines to the City for operation and maintenance. The internal facilities will be financed with unlimited tax bonds sold by each MUD Participant.

Internal water distribution, wastewater collection and storm drainage facilities have been constructed or are currently being constructed by the District to serve 511 single-family residential lots and 17 commercial acres.

Storm Water Drainage Facilities and Flood Plain

Undeveloped land in the District drains naturally by way of overland sheet flow to Flewellen Creek. Internal storm-water collection lines are constructed for drainage system improvements to serve the District’s development as each subdivision is developed. The District’s storm drainage collection system consists of curbs and gutters with inlets and reinforced concrete storm sewers. This storm sewer system will serve the entire District’s drainage area and conveys flows to several storm water detention basins owned and maintained by the Master District. The detention basins will ultimately drain to Flewellen Creek.

No areas in the District are located in the official floodplain.

The Federal Emergency Management Agency has recently updated the Flood Insurance Rate Maps (FIRM) for Fort Bend County, effective April 2, 2014. The effective FIRM map shows that the District is located outside of the Special Flood Hazard Area (commonly called the 100-year floodplain). See “RISK FACTORS— Future Debt—Environmental Regulation.”

Subsidence and Conversion to Surface Water Supply

The District is within the boundaries of the Fort Bend Subsidence District (the “Subsidence District”), which regulates groundwater withdrawal. The City’s authority to pump groundwater from water wells conveyed to the City by the Master District is subject to an annual permit issued by the Subsidence District. The Subsidence District has adopted regulations requiring reduction of groundwater withdrawals through conversion to alternate source water (e.g., surface water) in certain areas within the Subsidence District’s jurisdiction, including the area within the District. In 2005, the Texas legislature created the North Fort Bend Water Authority (the “Authority”) to, among other things, reduce groundwater usage in, and to provide surface water to, the northern portion of Fort Bend County (including the District) and a small portion of Harris County. The Authority has entered into a Water Supply Contract with the City of Houston, Texas (“Houston”) to obtain treated surface water from Houston. The Authority has developed a groundwater reduction plan (“GRP”) and obtained Subsidence District approval of its GRP. The Authority’s GRP sets forth the Authority’s plan to comply with Subsidence District regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The water wells conveyed by the Master District to the City are included within the Authority’s GRP.

The Authority, among other powers, has the power to: (i) issue debt supported by the revenues pledged for the payment of its obligations; (ii) establish fees (including fees imposed on the City for groundwater pumped by the City), user fees, rates, charges and special assessments as necessary to accomplish its purposes; and (iii) mandate water users, including the City, to convert from groundwater to surface water. The Authority currently charges the City, and other major groundwater users, substantial fees per 1,000 gallons based on the amount of groundwater pumped by the City and the amount, if any, of surface water received from the Authority. The Authority has issued revenue bonds to fund, among other things, Authority surface water project costs. It is expected that the Authority will continue to issue a substantial amount of bonds by the year 2025 to finance the Authority’s project costs, and it is expected that the fees charged by the Authority will increase substantially over such period.

Under the Subsidence District regulations and the GRP, the Authority is required to: (i) limit groundwater withdrawals to no more than 70% of the total annual water demand of the water users within the Authority’s GRP, beginning in the year 2014; and (ii) limit groundwater withdrawals to no more than 40% of the total annual water demand of the water users within the Authority’s GRP, beginning in the year 2025. If the Authority fails to comply with the above Subsidence District regulations, the Authority is subject to a disincentive fee penalty, which is currently \$6.50 per 1,000 gallons (“Disincentive Fees”), imposed by the Subsidence District for any groundwater withdrawn in excess of 40% of the total annual water demand in the Authority’s GRP. In the event of such Authority failure to comply, the Subsidence District may also seek to collect Disincentive Fees from the City. If the City failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely seek monetary or other penalties against the City.

The District cannot predict the amount or level of fees and charges, which may be due the Authority in the future, but anticipates that the City will continue passing such fees through to City customers (including customers within the District’s boundaries). In addition, conversion to surface water could necessitate improvements to the water system conveyed to the City which could require the issuance of additional bonds by the District or the Master District. No representation is made that the Authority: (i) will build the necessary facilities to meet the requirements of the Subsidence District for conversion to surface water, (ii) will comply with the Subsidence District’s surface water conversion requirements, or (iii) will comply with its GRP.

Regulation

Construction and operation of the District Facilities and the Master District Facilities as they now exist or as they may be expanded from time to time is subject to regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing, supervisory authority over the District and the Master District. Discharge of treated sewage into Texas waters, if any, is also subject to the regulatory authority of the TCEQ and the United States Environmental Protection Agency. Construction of drainage facilities is subject to the regulatory authority of the Fort Bend County Drainage District. Fort Bend County and the City also exercise regulatory jurisdiction over the District Facilities and the Master District Facilities.

According to the Engineer, the District’s improvements that will be financed with proceeds of the Bonds, have been designed and the corresponding plans prepared in accordance with accepted engineering practices and specifications and the approval and permitting requirements of the TCEQ, the Texas Department of Health, Fort Bend County and the City, where applicable.

FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)

2016 Certified Taxable Assessed Valuation.....	\$85,177,458 (a)
Estimated Taxable Assessed Valuation as of July 15, 2016.....	\$127,927,108 (b)
Gross Direct Debt Outstanding (includes the Bonds).....	\$4,800,000
Estimated Overlapping Debt	4,263,621 (c)
Gross Direct Debt and Estimated Overlapping Debt.....	\$17,379,698
Ratios of Gross Direct Debt to:	
2016 Certified Taxable Assessed Valuation.....	5.64%
Estimated Taxable Assessed Valuation as of August 10, 2016.....	3.75%
Ratios of Gross Direct Debt and Estimated Overlapping Debt to:	
2016 Certified Taxable Assessed Valuation.....	10.64%
Estimated Taxable Assessed Valuation as of August 10, 2016.....	7.08%
Debt Service Funds Available:	
Capitalized Interest from Series 2016 Bonds (Eighteen (18) Months Estimated).....	360,000(d)
Operating Funds Available as of August 10, 2016.....	\$22,855 (e)
Contract Tax Funds Available as of August 10, 2016.....	\$163,289 (f)

Area of District – 638 acres
Estimated 2016 Population – 539 (g)

- a) As certified by the Fort Bend Central Appraisal District (the “Appraisal District”). See “TAXING PROCEDURES.”
- b) As estimated by the Appraisal District as of July 15, 2016 for information purposes only. This estimate has no official status. Taxes are levied based on value as certified by the Appraisal District as of January 1 of each year, and, therefore, this estimate will not be the basis for any tax levy by the District. The 2016 taxable assessed valuation provided by the Appraisal District has been updated to add the estimated value of improvements constructed from January 1, 2016 to July 15, 2016. See “TAXING PROCEDURES.”
- c) See “FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Estimated Overlapping Debt.”
- d) The District will capitalize eighteen (18) months of interest from Bond proceeds. The above calculation is assumed at a 5.00% interest rate. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”
- e) See “RISK FACTORS—Operating Funds.”
- f) A contract payment of \$108,033 will be made from this balance on September 1, 2016.
- g) Based on 3.5 persons per single-family connection.

District Investment Policy

The policy of the District is to invest District funds only in instruments which further the following investment objectives of the District stated in order of importance: (1) preservation and safety of principal; (2) liquidity; and (3) yield. The District does not currently own, nor does it anticipate the inclusion of, long term securities or derivative products in the District portfolio.

ESTIMATED OVERLAPPING DEBT

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

<u>Taxing Jurisdiction</u>	<u>Outstanding Debt as of 5/31/2016</u>	<u>Percent</u>	<u>Overlapping Amount</u>
Fort Bend County	\$435,795,000	0.06%	\$254,108
City of Fulshear	0	0.00%	0
Katy Independent School District	1,451,544,330	0.10%	1,474,581
Fort Bend County MUD 169	75,720,000	3.35%	2,534,932
Total Estimated Overlapping Debt			\$4,263,621
The District's Total Direct Debt (a)			<u>4,800,000</u>
Total Direct and Estimated Overlapping Debt			\$9,063,621
Direct and Estimated Overlapping Debt as a Percentage of:			
2016 Certified Taxable Appraised Valuation of \$85,177,458			10.64%
Estimated Taxable Assessed Valuation as of July 15, 2016 of \$127,927,108			7.08%

(a) Includes the Bonds.

Overlapping Taxes

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

Set forth below is a summary of taxes levied for the 2016 tax year by all entities overlapping the District. No recognition is given to local assessments for civic association dues, fire department contributions, solid waste disposal charges or any other levy of entities other than political subdivisions.

<u>Overlapping Entity</u>	<u>2016 Tax Rate per \$100 Assessed Valuation</u>
Fort Bend County (a)	\$0.474000
Fort Bend County ESD No. 4 (b)	0.100000
Katy ISD	1.516600
City of Fulshear	0.156901
The District (b)	<u>1.339260</u>
Total	<u>\$3.586761</u>

(a) Includes Fort Bend County Drainage District.
 (b) 2015 Tax Rate.

DISTRICT OPERATIONS

General

The Bonds are payable from the levy of an ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District. Net revenues, if any, derived from the District's operations are not pledged to the payment of the Bonds but are available for any lawful purpose including payment of debt service on the Bonds, at the discretion and upon action of the Board. It is not anticipated that any revenues will be available for the payment of debt service on the Bonds. Since the District conveys its water, storm sewer, and wastewater facilities to the City, it is anticipated that District maintenance tax proceeds will be the sole source of revenue available to the District to pay for District operations.

General Fund Statement

The following statement sets forth in condensed form the historical results of operation of the District's General Fund. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Except for unaudited information, such summary is based upon information obtained from the District's audited financial statements. Reference is made to such statements and records for further and more complete information.

	10/1/15 thru 6/30/2016 (a)	Fiscal Year Ended September 30			
		2015	2014	2013	2012
REVENUES:					
Property Taxes	\$ 204,894	\$ 122,507	\$ 119,871	\$ 84,149	\$ 42,519
Investment earnings	28	44	-	-	-
TOTAL REVENUES	\$ 204,922	\$ 122,551	\$ 119,871	\$ 84,149	\$ 42,519
EXPENDITURES:					
Professional Fees	\$ 38,263	\$ 46,615	\$ 48,142	\$ 35,136	\$ 42,064
Contracted Services	8,638	13,876	12,029	12,113	14,588
Master District Fees	130,710	79,740	29,550	7,920	7,920
Administrative	9,550	13,835	12,878	10,710	10,469
Other	-	-	-	-	-
TOTAL EXPENDITURES	\$ 187,161	\$ 154,066	\$ 102,599	\$ 65,879	\$ 75,041
NET REVENUES	\$ 17,762	\$ (31,515)	\$ 17,272	\$ 18,270	\$ (32,522)
OTHER FINANCING SOURCES					
Developer Advances	33,000	-	-	18,000	60,000
Interfund transfers	-	-	-	-	(28,250)
FUND BALANCE, BEGINNING OF PERIOD	\$ 21,461	\$ 52,976	\$ 35,704	\$ (566)	\$ 206
FUND BALANCE, END OF PERIOD	\$ 72,223	\$ 21,461	\$ 52,976	\$ 35,704	\$ (566)

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

DEBT SERVICE REQUIREMENTS

The following sets forth the estimated debt service on the Bonds at an estimated interest rate per annum of 5.00%. This schedule does not reflect the fact that an amount equal to eighteen (18) months of interest will be capitalized from Bond proceeds. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

Year	Debt Service on the Bonds			Total Debt Service Requirements
	Principal	Interest	Total	
2017		\$ 200,000	\$ 200,000	\$ 200,000
2018	\$ 100,000	240,000	340,000	340,000
2019	105,000	235,000	340,000	340,000
2020	110,000	229,750	339,750	339,750
2021	115,000	224,250	339,250	339,250
2022	125,000	218,500	343,500	343,500
2023	130,000	212,250	342,250	342,250
2024	135,000	205,750	340,750	340,750
2025	140,000	199,000	339,000	339,000
2026	150,000	192,000	342,000	342,000
2027	155,000	184,500	339,500	339,500
2028	165,000	176,750	341,750	341,750
2029	170,000	168,500	338,500	338,500
2030	180,000	160,000	340,000	340,000
2031	190,000	151,000	341,000	341,000
2032	200,000	141,500	341,500	341,500
2033	210,000	131,500	341,500	341,500
2034	220,000	121,000	341,000	341,000
2035	230,000	110,000	340,000	340,000
2036	240,000	98,500	338,500	338,500
2037	255,000	86,500	341,500	341,500
2038	265,000	73,750	338,750	338,750
2039	280,000	60,500	340,500	340,500
2040	295,000	46,500	341,500	341,500
2041	310,000	31,750	341,750	341,750
2042	325,000	16,250	341,250	341,250
	<u>\$4,800,000</u>	<u>\$ 3,915,000</u>	<u>\$ 8,715,000</u>	<u>\$ 8,715,000</u>

Average Annual Debt Service Requirement (2017-2042).....\$335,192
 Maximum Annual Debt Service Requirement (2022).....\$343,500

TAX DATA

Debt Service Tax

The Board covenants in the Bond Resolution to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. See “Historical Tax Rate Distribution” and “Tax Roll Information” below, “TAXING PROCEDURES” and “RISK FACTORS—Maximum Impact on Contract Tax Rate.”

Contract Tax

The Master District has the authority to issue Contract Revenue Bonds pursuant to the Master District Contract, which was approved by the District’s voters. The pro rata share of the annual debt service requirements on the Contract Revenue Bonds for each MUD Participant, including the District, is determined annually by dividing each MUD Participant’s gross certified assessed value by the total of all of the MUD Participants’ gross certified assessed valuation. The Master District Contract obligates each MUD Participant to pay its pro rata share of annual debt service requirements on the Contract Revenue Bonds from the proceeds of an annual unlimited Contract Tax, from revenues, if any, derived from the operation of its water distribution and wastewater collection system, or from any other legally available funds. Since the water distribution and wastewater collection systems of each MUD Participant, including the District, are expected to be conveyed to the City, it is not expected that the MUD Participants will have any revenues from such systems and it is expected that all of such system revenues will belong to the City. The debt service requirement shall include principal, interest and redemption requirements on the Contract Revenue Bonds, paying agent/registrar fees, and all amounts necessary to establish and maintain funds established under the resolution(s) or indenture(s) of trust pursuant to which the Master District’s Contract Revenue Bonds are issued.

Maintenance Tax

The Board has the statutory authority to levy and collect an annual ad valorem tax for the operation and maintenance of the District’s improvements, if such a maintenance tax is authorized by the District’s voters. A maintenance tax election was conducted on May 8, 2010 and voters of the District authorized, among other things, the Board to levy a maintenance tax at a rate not to exceed \$1.50 per \$100 appraised valuation for maintenance and operation of water, sewer, drainage and park/recreational facilities and \$0.25 for maintenance and operation of road facilities. A maintenance tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and in addition to the Contract Tax. See “Debt Service Tax” and “Contract Tax” above.”

Historical Tax Rate Distribution

	2015	2014	2013	2012	2011
Debt Service	\$0.000000	\$0.000000	\$0.000000	\$0.000000	\$0.000000
Contract (a)	0.695000	0.695000	0.700000	0.685000	0.500000
Maintenance	0.644260	0.627600	0.603800	0.612265	0.795000
Total	\$1.339260	\$1.322600	\$1.303800	\$1.297265	\$1.295000

(a) See “RISK FACTORS—Overlapping Debt and Taxes.”

Additional Penalties

The District has contracted with a delinquent tax attorney to collect certain delinquent taxes. In connection with that contract, the District established an additional penalty of twenty percent (20%) of the tax to defray the costs of collection. This 20% penalty applies to taxes that either: (1) become delinquent on or after February 1 of a year, but not later than May 1 of that year, and that remain delinquent on April 1 (for personal property) and July 1 (real property) of the year in which they become delinquent or (2) become delinquent on or after June 1, pursuant to the Texas Property Tax Code.

Historical Tax Collections

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

Tax Year	Assessed Valuation (a)	Tax Rate	Tax Levy	Tax Collections As of August 2016	
				Amount	Percent
2011	\$ 5,328,540	\$1.295000	\$ 69,005	\$ 69,005	100.00 %
2012	13,730,620	1.297265	177,907	177,907	100.00 %
2013	19,852,950	1.303800	258,843	258,843	100.00 %
2014	19,533,950	1.322600	258,356	258,356	100.00 %
2015	32,667,563	1.339260	437,503	437,297	99.95 %

(a) Net valuation represents final gross appraised value as certified by the Appraisal District less any exemptions granted. See "Tax Roll Information" below for gross appraised value and exemptions granted by the District.

Tax Roll Information

The District's assessed value as of January 1 of each year is used by the District in establishing its tax rate. See "TAXING PROCEDURES—Valuation of Property for Taxation". The following represents the composition of property comprising the 2012 through 2016 Certified Taxable Assessed Valuations. Taxes are levied on taxable value certified by the Appraisal District as of January 1 of each year. Differences in values shown throughout due to timing of reports. A breakdown of the Estimated Taxable Assessed Valuation as of July 15, 2016 is not available.

	2016	2015	2014	2013	2012
Land	\$56,803,700	\$32,495,120	\$ 20,659,960	\$ 20,716,970	\$ 17,295,040
Improvements	31,155,220	3,271,400	1,635,290	1,666,030	21,020
Personal Property	1,418,640	962,630	1,009,845	1,171,250	115,860
Less: Exemptions	(4,200,102)	(4,061,587)	(3,771,145)	(3,701,300)	(3,701,300)
Total Assessed Valuation	\$85,177,458	\$32,667,563	\$ 19,533,950	\$ 19,852,950	\$ 13,730,620

Principal Taxpayers

The following table represents the ten principal taxpayers, the taxable appraised value of such property and the percentage of the 2016 Certified Taxable Assessed Valuation attributable to such property. Represents ownership as of January 1, 2016. A list related to Estimated Taxable Assessed Valuation as of July 15, 2016 is not available.

Taxpayer	Type of Property	2016 Assessed Valuation	Percentage of Certified Tax Roll
CCR Loan Subsidiary 1 LP (a)	Land	\$ 7,684,990	9.02%
HEB Grocery Company LP	Land	7,205,000	8.46%
CCR 21 LLC	Land	6,333,400	7.44%
Landmark Industries (a)	Land	5,475,730	6.43%
The Shops at Cross Creek LLC	Land and improvements	4,862,290	5.71%
Texas Petroleum Group LLC	Land & Personal Property	4,411,560	5.18%
The Market at CCR Ltd. (a)	Land	2,817,480	3.31%
TLM-CCR Phase II LLC	Land	2,785,900	3.27%
Perry Homes LLC (b)	Lots	2,443,050	2.87%
Trendmaker Homes (b)	Lots	1,980,000	2.32%
Total		\$ 45,999,400	54.00%

(a) See "THE DEVELOPERS."

(b) See "THE DISTRICT-Homebuilding."

Tax Adequacy for Debt Service

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 appraised valuation which would be required to meet average annual and maximum debt service requirements if no growth in the District's tax base occurred beyond the 2016 Certified Taxable Assessed Valuation of \$85,177,458 or the Estimated Taxable Assessed Valuation as of July 15, 2016 of \$127,927,108 which is subject to review and adjustment prior to certification. The calculations contained in the following table merely represent the tax rates required to pay principal of and interest on the Bonds when due, assuming no further increase or any decrease in taxable values in the District, collection of ninety-five percent (95%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See "FINANCIAL INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Debt Service Requirements."

Average Annual Debt Service Requirement (2017-2042)	\$335,192
\$0.42 Tax Rate on 2016 Certified Taxable Assessed Valuation	\$339,858
\$0.28 Tax Rate on Estimated Taxable Assessed Valuation as of July 15, 2016	\$340,286
Maximum Annual Debt Service Requirement (2022).....	\$343,500
\$0.43 Tax Rate on 2016 Certified Taxable Assessed Valuation	\$347,950
\$0.29 Tax Rate on Estimated Taxable Assessed Valuation as of July 15, 2016	\$352,439

The Tax Rebate (currently in the approximate amount of \$0.056901 per \$100 of assessed value) that is expected to be received from the City is not included in the calculations set forth above. No representation or suggestion is made that the estimated values of land and improvements provided by the Appraisal District in the Estimated Taxable Assessed Valuation as of July 15, 2016 for the District will be certified as taxable value by the Appraisal District, and no person should rely upon such amounts or their inclusion herein as assurance of their attainment. See "TAXING PROCEDURES."

TAXING PROCEDURES

Authority to Levy Taxes

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

Property Tax Code and County-Wide Appraisal District

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 here.

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

Property Subject to Taxation by the District

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; certain goods, wares and merchandise in transit; farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; travel trailers; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years of age or older and of certain disabled persons to the extent deemed advisable by the Board. The District may be required to offer such an exemption if a majority of voters it at an election. The District would be required to call such an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the preceding election. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemption by the District. Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of taxable valuation depending on the disability rating of the veteran. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who was entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran's exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead spouse. See "TAX DATA."

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but must be adopted before July 1. See "TAX DATA."

Freeport Goods and Goods-in-Transit Exemptions: A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if for tax year 2011 and prior applicable years such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

Tax Abatement

Fort Bend County or the City of Fulshear may designate all or part of the District as a reinvestment zone. Thereafter, Fort Bend County, the City of Fulshear, and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the appraised valuation of property covered by the agreement over its appraised valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement agreement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions.

Valuation of Property for Taxation

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

Nevertheless, certain land may be appraised at less than market value under the Property Tax Code. In November 1997, Texas voters approved a constitutional amendment to limit increases in the appraised value of residence homesteads to ten percent (10%) annually regardless of the market value of the property. The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three (3) years for agricultural use and taxes for the previous five (5) years for open space land and timberland.

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

District and Taxpayer Remedies

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

The Property Tax Code 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 value, 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 becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of 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, 60 days after the date the taxes become delinquent. For those taxes billed at a later date and that become delinquent on or after June 1, they will also incur an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. 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. 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, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is 65 years of age or older or disabled is entitled by law to pay current taxes on his residential homestead in installments or to receive a deferral or abatement of delinquent taxes without penalty during the time he owns or occupies his property as his residential homestead.

Rollback of Operation and Maintenance Tax Rate

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

District's Rights in the Event of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property as of January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State of Texas 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 INFORMATION CONCERNING THE DISTRICT (UNAUDITED)—Overlapping Taxes". A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. 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 subject to the restrictions on residential homesteads described above under "Levy and Collection of Taxes". 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 cost of suit and sale, by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights or by bankruptcy proceedings which restrict the collection of taxpayer debts. A taxpayer may redeem property within six (6) months for commercial property and two (2) years for residential and all other types of property after the purchaser's deed issued at the foreclosure sale is filed in the county records. The District's ability to foreclose its tax lien or collect penalties or interest on delinquent taxes may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act, 12 U.S.C. 1825, as amended. See "RISK FACTORS."

LEGAL MATTERS

Legal Proceedings

Delivery of the Bonds will be accompanied by the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas payable from the proceeds of an annual ad valorem tax levied by the District, without limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the approving legal opinion of Bond Counsel, to a like effect and to the effect that (i) interest on the Bonds is excludable from gross income of the holders for federal tax purposes under existing law and (ii) interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except for certain alternative minimum tax consequences for corporations.

Bond Counsel has reviewed the information appearing in this Official Statement under “THE BONDS,” “THE DISTRICT—General,” “THE DISTRICT—Utility Agreement with the City,” “THE SYSTEM—The Master District,” “TAXING PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS,” and “CONTINUING DISCLOSURE OF INFORMATION” solely to determine if such information, insofar as it relates to matters of law, is true and correct, and whether such information fairly summarizes the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this Official Statement nor has it conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon Bond Counsel's limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

Allen Boone Humphries Robinson LLP also serves as general counsel to the District on matters other than the issuance of bonds. The legal fees paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the bonds actually issued, sold, and delivered and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by Norton Rose Fulbright US LLP, Houston, Texas, as Disclosure Counsel.

No Material Adverse Change

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

No-Litigation Certificate

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

TAX MATTERS

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, (i) interest on the Bonds is excludable from gross income for federal income tax purposes under existing law, and (ii) interest on the Bonds is not subject to the alternative minimum tax on individuals and corporations, except for certain alternative minimum tax consequences for corporations.

The Internal Revenue Code of 1986, as amended (the “Code”) imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of proceeds and the source of repayment, limitations on the investment of proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the “Service”). The District has covenanted in the Bond Resolution that it will comply with these requirements.

Bond Counsel's opinion will assume continuing compliance with the covenants of the Bond Resolution pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes and, in addition, will rely on representations by the District, the District's Financial Advisor and the Initial Purchaser with respect to matters solely within the knowledge of the District, the District's Financial Advisor and the Initial Purchaser, respectively, which Bond Counsel has not independently verified. If the District should fail to comply with the covenants in the Bond Resolution or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Bonds could become taxable from the date of delivery of the Bonds, regardless of the date on which the event causing such taxability occurs.

The Code also imposes a 20% alternative minimum tax on the "alternative minimum taxable income" of a corporation if the amount of such alternative minimum tax is greater than the amount of the corporation's regular income tax. Generally, the alternative minimum taxable income of a corporation (other than any S corporation, regulated investment company, REIT, REMIC or FASIT), includes 75% of the amount by which its "adjusted current earnings" exceeds its other "alternative minimum taxable income." Because interest on tax exempt obligations, such as the Bonds, is included in a corporation's "adjusted current earnings," ownership of the Bonds could subject a corporation to alternative minimum tax consequences.

Under the Code, taxpayers are required to report on their returns the amount of tax exempt interest, such as interest on the Bonds, received or accrued during the year. Payments of interest on tax-exempt obligations such as the Bonds are in many cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any owner who is not an "exempt recipient" and who fails to provide certain identifying information. Individuals generally are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of, the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax exempt obligations, taxpayers owning an interest in a FASIT that holds tax-exempt obligations, and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the "branch profits tax" on their effectively-connected earnings and profits, including tax exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences.

Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on Bond Counsel's knowledge of facts as of the date hereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent Bond Counsel's legal judgment based upon its review of existing law and in reliance upon the representations and covenants referenced above that it deems 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 and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any future audit of the Bonds could adversely affect the value and liquidity of the Bonds during the pendency of the audit regardless of the ultimate outcome of the audit.

Tax Accounting Treatment of Original Issue Discount Bonds

The issue price of certain of the Bonds (the "Original Issue Discount Bonds") may be less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond at the initial public offering price in the initial public offering of the Bonds; and (b) such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner.

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 Bond was held by such initial owner) is includable in gross income. (Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption "TAX MATTERS" generally applies, except as otherwise provided below, to original issue discount on a Original Issue Discount Bond held by an owner who purchased such Bond at the initial offering price in the initial public offering of the Bonds, and should be considered in connection with the discussion in this portion of the Official Statement.)

The foregoing is based on the assumptions that (a) the Initial Purchaser has purchased the Bonds for contemporaneous sale to the general public and not for investment purposes, and (b) all of the Original Issue Discount Bonds have been offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm's-length transactions for a cash price (and with no other consideration being included) equal to the initial offering prices thereof stated on the cover page of this Official Statement, and (c) the respective initial offering prices of the Original Issue Discount Bonds to the general public are equal to the fair market value thereof. Neither the District nor Bond Counsel warrants that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

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 Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Bond for purposes of determining the amount of gain or loss recognized by such owner upon 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 plus 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 Bond.

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

Qualified Tax-Exempt Obligations

The Code requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution's investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for "qualified tax-exempt obligations," which include tax-exempt obligations, such as the Bonds, (a) designated by the issuer as "qualified tax-exempt obligations" and (b) issued by or on behalf of a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed \$10,000,000.

The Issuer will designate the Bonds as "qualified tax-exempt obligations" and has represented that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the Issuer and entities aggregated with the Issuer under the Code during calendar year 2016 is not expected to exceed \$10,000,000 and that the Issuer and entities aggregated with the Issuer under the Code have not designated more than \$10,000,000 in "qualified tax-exempt obligations" (including the Bonds) during calendar year 2016.

Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

REGISTRATION AND QUALIFICATION UNDER SECURITIES LAWS

The offer and sale of the Bonds have not been registered or qualified under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder; the Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; and the Bonds have not been registered or qualified under the securities laws of any other jurisdiction.

The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated 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 provisions.

SALE AND DISTRIBUTION OF THE BONDS

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net interest cost, which bid was rendered by _____ (the "Initial Purchaser" or "Underwriter") bearing the interest rates shown on the cover page of this Official Statement, at a price of _____% of the principal amount thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of _____ % as calculated pursuant to Chapter 1204, Texas Government Code.

The delivery of the Bonds is conditional upon the receipt by the District of a certificate executed and delivered by the Underwriter on or before the date of delivery of the Bonds stating the prices at which a substantial amount of the Bonds of each maturity have been sold to the public. For this purpose, the term "public" shall not include any person who is a bond house, broker, or similar person acting in the capacity of Underwriter or wholesaler. Otherwise, the District has no understanding with the Underwriter regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Underwriter.

The prices and other terms with respect to the offering and the 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 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-allocate 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 municipal 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, which are more generally bought, sold or traded in the secondary market.

PREPARATION OF OFFICIAL STATEMENT

Sources and Compilation of Information

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

Financial Advisor

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

Consultants

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

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

Engineer: The information contained in this OFFICIAL STATEMENT relating to engineering and to the description of the water, wastewater, and drainage system serving or provided by the District and Master District and certain information included in the sections entitled “THE DISTRICT—Description and Location—Status of Development,” and “THE SYSTEM” has been provided by Brown & Gay Engineers, Inc., and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

Auditor: The District's financial statements for the year ended September 30, 2015, were audited by McGrath & Co., PLLC. See “APPENDIX A” for a copy of the District's September 30, 2015 financial statements.

Bookkeeper: The information related to the "unaudited" summary of the District's General Fund as it appears in “DISTRICT OPERATIONS” has been provided by F. Matuska Inc. and is included herein in reliance upon the authority of such firm as experts in tracking and managing the various funds of municipal utility districts.

Updating the Official Statement

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

Certification of Official Statement

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

CONTINUING DISCLOSURE OF INFORMATION

The offering of the Bonds qualifies for the Rule 15c2-12(d)(2) exemption from Rule 15c2-12(b)(5) regarding the District's continuing disclosure obligations because the District does not have more than \$10,000,000 in aggregate amount of outstanding bonds and no person is committed by contract or other arrangement with respect to payment of the Bonds as required by the exemption. As required by the exemption, in the Bond Resolution, the District has made the following agreement for the benefit of the registered and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified events, to the Municipal Securities Rulemaking Board (the “MSRB”) or any successor to its functions as a repository through its Electronic Municipal Market Access (“EMMA”) system.

Annual Reports

The District will provide certain updated financial information and operating data which is customarily prepared by the District and is publicly available to the MSRB through its EMMA system. The financial information and operating data which will be provided with respect to the District is found in Appendix A (the District's audited financial statements and supplemental schedules). The District will update and provide this financial information and operating data within six (6) months after the end of each fiscal year ending in or after 2016.

The District may provide updated information and data in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the “Rule”). The updated financial information and operating data will include audited financial statements, if the District commissions an audit and the audit is completed by the required time. If the audit of such financial statements is not complete within such period, then the District will provide unaudited financial statements within the required time, and audited financial statements when and if such audited financial statements become available. Any such financial statements will be prepared in accordance with the accounting principles described in the Bond Resolution 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 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax 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 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 an definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) appointment of a successor or additional trustee or the change of name of a trustee, if material. The term “material” when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Resolution makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from MSRB

The District has agreed to provide the foregoing information only to the MSRB. The MSRB makes the information available to the public without charge through the EMMA internet portal at www.emma.msrb.org.

Limitations and Amendments

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

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

Compliance With Prior Undertakings

The District has not previously entered into a continuing disclosure agreement.

MISCELLANEOUS

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

This OFFICIAL STATEMENT was approved by the Board of Directors of Fort Bend County Municipal Utility District No. 173, as of the date shown on the cover page.

/s/ _____
President, Board of Directors
Fort Bend County Municipal Utility District No. 173

ATTEST:

/s/ _____
Secretary, Board of Directors
Fort Bend County Municipal Utility District No. 173

AERIAL LOCATION MAP

(Approximate boundaries as of July, 2016)



FORT BEND COUNTY
MUNICIPAL UTILITY
DISTRICT No. 173

FM 1093

FM 1463

PHOTOGRAPHS OF THE DISTRICT

The following photographs were taken in the District in July, 2016 solely to illustrate the type of improvements which have been constructed in the District. The District cannot predict if additional improvements will be constructed in the future.











APPENDIX A

The information contained in this appendix includes the Annual Audit Report of Fort Bend County Municipal Utility District No. 173 and certain supplemental information for the fiscal year ended September 30, 2015.

**FORT BEND COUNTY MUNICIPAL
UTILITY DISTRICT NO. 173**

FORT BEND COUNTY, TEXAS

FINANCIAL REPORT

September 30, 2015

Table of Contents

	<u>Schedule</u>	<u>Page</u>
Independent Auditors' Report		1
Management's Discussion and Analysis		5
BASIC FINANCIAL STATEMENTS		
Statement of Net Position and Governmental Funds Balance Sheet		12
Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances		13
Notes to Basic Financial Statements		15
REQUIRED SUPPLEMENTARY INFORMATION		
Budgetary Comparison Schedule – General Fund		26
Notes to Required Supplementary Information		27
TEXAS SUPPLEMENTARY INFORMATION		
Services and Rates	TSI-1	30
General Fund Expenditures	TSI-2	32
Investments	TSI-3	N/A
Taxes Levied and Receivable	TSI-4	33
Long-Term Debt Service Requirements by Years	TSI-5	N/A
Change in Long-Term Bonded Debt	TSI-6	N/A
Comparative Schedule of Revenues and Expenditures – General Fund	TSI-7a	34
Comparative Schedule of Revenues and Expenditures – Debt Service Fund	TSI-7b	36
Board Members, Key Personnel and Consultants	TSI-8	38

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Independent Auditors' Report

Board of Directors
Fort Bend County Municipal Utility District No. 173
Fort Bend County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Fort Bend County Municipal Utility District No. 173, as of and for the year ended September 30, 2015, and the related notes to the financial statements, which collectively comprise the basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these basic 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 basic financial statements are free of material misstatement.

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

***Board of Directors
Fort Bend County Municipal Utility District No. 173
Fort Bend County, Texas***

Opinion

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 Fort Bend County Municipal Utility District No. 173, as of September 30, 2015, and the respective changes in financial position thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Other-Matters

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information 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 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The Texas Supplementary Information is presented for purposes of additional analysis and is not a required part of the basic financial statements. The Texas Supplementary Information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied to the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

McGrath & Co, PC

Houston, Texas
February 10, 2016

Management's Discussion and Analysis

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***Fort Bend County Municipal Utility District No. 173
Management's Discussion and Analysis
September 30, 2015***

Using this Annual Report

Within this section of the financial report of Fort Bend County Municipal Utility District No. 173 (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended September 30, 2015. This analysis should be read in conjunction with the independent auditors' report and the basic financial statements that follow this section.

In addition to this discussion and analysis, this annual report consists of:

- The District's basic financial statements;
- Notes to the basic financial statements, which provide additional information essential to a full understanding of the data provided in the financial statements;
- Supplementary information required by the Governmental Accounting Standards Board (GASB) concerning the District's budget; and
- Other Texas supplementary information required by the District's state oversight agency, the Texas Commission on Environmental Quality (TCEQ).

Overview of the Financial Statements

The District prepares its basic financial statements using a format that combines fund financial statements and government-wide statements onto one financial statement. The combined statements are 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*. Each statement contains an adjustments column which quantifies the differences between the government-wide and fund level statements. Additional details of the adjustments are provided in Note 2 to the basic financial statements.

Government-Wide Financial Statements

The focus of government-wide financial statements is on the overall financial position and activities of the District, both long-term and short-term. The District's government-wide financial statements consist of the *Statement of Net Position* and the *Statement of Activities*, which are prepared using the accrual basis of accounting. The *Statement of Net Position* includes all of the District's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual reported as net position. Over time, changes in net position may provide a useful indicator of whether the financial position of the District as a whole is improving or deteriorating.

Accounting standards establish three components of net position. The net investment in capital assets component represents the District's investments in capital assets, less any outstanding debt or other borrowings used to acquire those assets. Resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The restricted component of net position consists of financial resources that are restricted for a specific purpose by enabling legislation or external parties. The unrestricted component of net position represents resources not included in the other components.

Fort Bend County Municipal Utility District No. 173
Management's Discussion and Analysis
September 30, 2015

The *Statement of Activities* reports how the District's net position has changed during the fiscal year. All revenues and expenses are included on this statement, regardless of whether cash has been received or paid.

Fund Financial Statements

The fund financial statements include the *Governmental Funds Balance Sheet* and the *Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. The focus of fund financial statements is on specific activities of the District rather than the District as a whole, reported using modified accrual accounting. These statements report on the District's use of available financial resources and the balances of available financial resources at the end of the year. Except for the General Fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties, governmental statutes or regulations.

For further discussion on the government-wide and fund financial statements, please refer to Note 1 in the financial statements.

Financial Analysis of the District as a Whole

The District's net position at September 30, 2015, was negative \$3,582,622. The District's net position is negative because the District incurs debt to construct water, sewer and drainage facilities which it conveys to the City of Fulshear. A comparative summary of the District's overall financial position, as of September 30, 2015 and 2014, is as follows:

	2015	2014
Current and other assets	<u>\$ 67,097</u>	<u>\$ 92,482</u>
Current liabilities	4,024	9,941
Long-term liabilities	<u>3,645,695</u>	<u>693,639</u>
Total liabilities	<u>3,649,719</u>	<u>703,580</u>
Net position		
Restricted	41,612	29,565
Unrestricted	<u>(3,624,234)</u>	<u>(640,663)</u>
Total net position	<u>\$ (3,582,622)</u>	<u>\$ (611,098)</u>

Fort Bend County Municipal Utility District No. 173
Management's Discussion and Analysis
September 30, 2015

The total net position of the District decreased by \$2,971,524. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

	<u>2015</u>	<u>2014</u>
Revenues		
Property taxes	\$ 258,183	\$ 258,453
Other	366	184
Total revenues	<u>258,549</u>	<u>258,637</u>
Expenses		
Operating and administrative	154,495	102,684
Contractual obligation	123,522	133,755
Total expenses	<u>278,017</u>	<u>236,439</u>
Change in net position before other item	(19,468)	22,198
Other item		
Transfers to other governments	<u>(2,952,056)</u>	<u>(281,773)</u>
Change in net position	(2,971,524)	(259,575)
Net position, beginning of year	(611,098)	(351,523)
Net position, end of year	<u>\$ (3,582,622)</u>	<u>\$ (611,098)</u>

Financial Analysis of the District's Funds

The District's combined fund balances, as of September 30, 2015, were \$63,073, which consists of \$21,461 in the General Fund and \$41,612 in the Debt Service Fund.

General Fund

Comparative summaries of the General Fund's financial position as of September 30, 2015 and 2014 are as follows:

	<u>2015</u>	<u>2014</u>
Total assets	<u>\$ 25,485</u>	<u>\$ 62,917</u>
Total liabilities	\$ 4,024	\$ 9,941
Total fund balance	<u>21,461</u>	<u>52,976</u>
Total liabilities and fund balance	<u>\$ 25,485</u>	<u>\$ 62,917</u>

Fort Bend County Municipal Utility District No. 173
Management's Discussion and Analysis
September 30, 2015

Comparative summaries of the General Fund's activities for the current and prior fiscal year are as follows:

	<u>2015</u>	<u>2014</u>
Total revenues	\$ 122,551	\$ 119,871
Total expenditures	<u>(154,066)</u>	<u>(102,599)</u>
Revenues over (under) expenditures	<u><u>(31,515)</u></u>	<u><u>17,272</u></u>

The District's expenditures exceeded revenues for the current year. The District relies on advances from its developer to supplement revenue shortfalls. Fund balance in the General Fund is the result of timing differences between developer advances and expenditures for which those advances are intended to fund.

Debt Service Fund

Comparative summaries of the Debt Service Fund's financial position as of September 30, 2015 and 2014 are as follows:

	<u>2015</u>	<u>2014</u>
Total assets	<u>\$ 41,612</u>	<u>\$ 29,565</u>
Total fund balance	<u>\$ 41,612</u>	<u>\$ 29,565</u>

Comparative summaries of the Debt Service Fund's activities for the current and prior fiscal year are as follows:

	<u>2015</u>	<u>2014</u>
Total revenues	\$ 135,998	\$ 138,982
Total expenditures	<u>(123,951)</u>	<u>(133,840)</u>
Revenues over expenditures	<u><u>\$ 12,047</u></u>	<u><u>\$ 5,142</u></u>

The District's financial resources in the Debt Service Fund in both the current year and prior year are from contract tax revenues. The difference between these financial resources and contractual obligations resulted in an increase in fund balance each year. It is important to note that the District sets its annual contract tax rate as recommended by its financial advisor, who monitors projected cash flows in the Debt Service Fund to ensure that the District will be able to meet its contractual obligation to Fort Bend County Municipal Utility District No. 169.

General Fund Budgetary Highlights

The Board of Directors adopts an annual unappropriated budget for the General Fund prior to the beginning of each fiscal year. The Board amended the budget during the year to reflect changes in anticipated property tax revenues and developer advances.

**Fort Bend County Municipal Utility District No. 173
 Management’s Discussion and Analysis
 September 30, 2015**

Since the District’s budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$31,515 less than budgeted. The *Budgetary Comparison Schedule* on page 26 of this report provides variance information per financial statement line item.

Capital Assets

The District and the City of Fulshear (the “City”) have entered into an agreement which obligates the District to construct water, wastewater and storm drainage facilities to serve the District and, when completed, to convey these facilities to the City. For the year ended September 30, 2015, capital assets in the amount of \$2,952,056 have been completed and recorded as transfers to other governments in the government-wide statements. Additional information is presented in Note 9.

As discussed in Note 5, the District has contractual commitments in the amount of \$3,687,229 for construction of water, sewer and drainage facilities. The District will owe its developer for these projects upon completion of construction.

Long-Term Debt

At September 30, 2015, the District had \$103,376,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and the refunding of said bonds; \$45,920,000 for parks and recreational facilities and the refunding of said bonds; and \$24,430,000 for road improvements and the refunding of said bonds.

Next Year’s Budget

In establishing the budget for the next fiscal year, the Board considered various economic factors that may affect the District, most notably projected revenues from property taxes and the projected cost of operating the District. A comparison of next year’s budget to current year actual amounts for the General Fund is as follows:

	<u>2015 Actual</u>	<u>2016 Budget</u>
Total revenues	\$ 122,551	\$ 202,670
Total expenditures	<u>(154,066)</u>	<u>(346,100)</u>
Revenues under expenditures	(31,515)	(143,430)
Other changes in fund balance		<u>143,430</u>
Net change in fund balance	(31,515)	
Beginning fund balance	<u>52,976</u>	<u>21,461</u>
Ending fund balance	<u><u>\$ 21,461</u></u>	<u><u>\$ 21,461</u></u>

*Fort Bend County Municipal Utility District No. 173
Management's Discussion and Analysis
September 30, 2015*

Property Taxes

The District's property tax base increased approximately \$13,133,000 for the 2015 tax year from \$19,533,950 to \$32,667,113. This increase was primarily due to new construction in the District. For the 2015 tax year, the District has levied a maintenance tax rate of \$0.64426 per \$100 of assessed value and a contract tax rate of \$0.695 per \$100 of assessed value, for a total combined tax rate of \$1.33926 per \$100. Tax rates for the 2014 tax year were \$0.6276 per \$100 for maintenance and operations and \$0.695 per \$100 for contract tax.

Basic Financial Statements

Fort Bend County Municipal Utility District No. 173
Statement of Net Position and Governmental Funds Balance Sheet
September 30, 2015

	General Fund	Debt Service Fund	Total	Adjustments	Statement of Net Position
Assets					
Cash	\$ 4,413	\$ 62,684	\$ 67,097	\$ -	\$ 67,097
Internal balances	21,072	(21,072)			
Total Assets	<u>\$ 25,485</u>	<u>\$ 41,612</u>	<u>\$ 67,097</u>		<u>67,097</u>
Liabilities					
Accounts payable	\$ 3,726	\$ -	\$ 3,726		3,726
Other payables	298		298		298
Due to developer				3,645,695	3,645,695
Total Liabilities	<u>4,024</u>		<u>4,024</u>	<u>3,645,695</u>	<u>3,649,719</u>
Fund Balances/Net Position					
Fund Balances					
Restricted		41,612	41,612	(41,612)	
Unassigned	21,461		21,461	(21,461)	
Total Fund Balances	<u>21,461</u>	<u>41,612</u>	<u>63,073</u>	<u>(63,073)</u>	
Total Liabilities and Fund Balances	<u>\$ 25,485</u>	<u>\$ 41,612</u>	<u>\$ 67,097</u>		
Net Position					
Restricted for debt service				41,612	41,612
Unrestricted				(3,624,234)	(3,624,234)
Total Net Position				<u>\$ (3,582,622)</u>	<u>\$ (3,582,622)</u>

See notes to basic financial statements.

Fort Bend County Municipal Utility District No. 173
Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances
For the Year Ended September 30, 2015

	General Fund	Debt Service Fund	Total	Adjustments	Statement of Activities
Revenues					
Property taxes	\$ 122,507	\$ 135,676	\$ 258,183	\$ -	\$ 258,183
Miscellaneous		200	200		200
Investment earnings	44	122	166		166
Total Revenues	<u>122,551</u>	<u>135,998</u>	<u>258,549</u>		<u>258,549</u>
Expenditures/Expenses					
Operating and administrative					
Professional fees	46,615		46,615		46,615
Contracted services	13,876		13,876		13,876
Administrative	13,835	429	14,264		14,264
Master District fees	79,740		79,740		79,740
Contractual obligation		123,522	123,522		123,522
Total Expenditures/Expenses	<u>154,066</u>	<u>123,951</u>	<u>278,017</u>		<u>278,017</u>
Revenues Over (Under)					
Expenditures/Expenses	(31,515)	12,047	(19,468)		(19,468)
Other Item					
Transfers to other governments				(2,952,056)	(2,952,056)
Change in Net Position					
Fund Balance/Net Position				(2,971,524)	(2,971,524)
Beginning of the year	52,976	29,565	82,541	(693,639)	(611,098)
End of the year	<u>\$ 21,461</u>	<u>\$ 41,612</u>	<u>\$ 63,073</u>	<u>\$ (3,645,695)</u>	<u>\$ (3,582,622)</u>

See notes to basic financial statements.

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Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 1 – Summary of Significant Accounting Policies

The accounting policies of Fort Bend County Municipal Utility District No. 173 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board. The following is a summary of the most significant policies:

Creation

The District was organized, created and established pursuant to an order of the Texas Commission on Environmental Quality dated August 28, 2007, and operates in accordance with the Texas Water Code, Chapters 49 and 54. The Board of Directors held its first meeting on June 30, 2008.

The District’s primary activities include the provision of water, sewer, drainage, recreational, and road facilities. As further discussed in Note 9, the District transfers certain of these facilities to the City of Fulshear upon completion of construction. The District has contracted with various consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

Reporting Entity

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

Government-Wide and Fund Financial Statements

Government-wide financial statements display information about the District as a whole. These statements focus on the sustainability of the District as an entity and the change in aggregate financial position resulting from the activities of the fiscal period. Interfund activity, if any, has been removed from these statements. These aggregated statements consist of the *Statement of Net Position* and the *Statement of Activities*.

Fund financial statements display information at the individual fund level. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for a specific purpose. Each fund is considered to be a separate accounting entity. Most governments typically have many funds; however, governmental financial statements focus on the most important or “major” funds with non-major funds aggregated in a single column. The District has two governmental funds, which are both considered major funds.

Note 1 – Summary of Significant Accounting Policies (continued)

Government-Wide and Fund Financial Statements (continued)

The following is a description of the various funds used by the District:

- The General Fund is used to account for the operations of the District and all other financial transactions not reported in other funds. The principal source of revenue is property taxes. Expenditures include costs associated with the daily operations of the District.
- The Debt Service Fund is used to account for the payment of contractual obligations to Fort Bend County Municipal Utility District No. 169 (the “Master District”). The primary source of revenue for this obligation is property taxes. Expenditures include contract tax payments to the Master District.

As a special-purpose government engaged in a single governmental program, the District has opted to combine its government-wide and fund financial statements in a columnar format showing an adjustments column for reconciling items between the two.

Measurement Focus and Basis of Accounting

The government-wide financial statements use 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 revenue in the year for which they are levied.

The fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recognized in the accounting period in which it becomes both available and measurable to finance expenditures of the current period. For this purpose, the government considers revenues to be available if they are collected within sixty days of the end of the current fiscal period. Revenues susceptible to accrual include property taxes. Expenditures are recognized in the accounting period in which the liability is incurred, if measurable.

Note 2 further details the adjustments from the governmental fund presentation to the government-wide presentation.

Use of Restricted Resources

When both restricted and unrestricted resources are available for use, the District uses restricted resources first, then unrestricted resources as they are needed.

Note 1 – Summary of Significant Accounting Policies (continued)

Interfund Activity

During the course of operations, transactions occur between individual funds. This can include internal transfers, payables and receivables. This activity is combined as internal balances and is eliminated in both the government-wide and fund financial statement presentation.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

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

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District's restricted fund balances consist of contract taxes levied for the District's contractual obligations to the Master District in the Debt Service Fund.

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. Committed fund balance also incorporates contractual obligations to the extent that existing resources in the fund have been specifically committed for use in satisfying those contractual requirements. The District does not have any committed fund balances.

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

Unassigned - all other spendable amounts in the General Fund.

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

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 1 – Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses/expenditures during the period reported. These estimates include, among others, the value of amounts due to developer and the value of capital assets transferred to the City of Fulshear. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Actual results could differ from the estimates.

Note 2 – Adjustment from Governmental to Government-wide Basis

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

Total fund balance, governmental funds	\$ 63,073
Amounts due to the District's developer for prefunded construction and operating advances are recorded as a liability in the <i>Statement of Net Position</i> .	(3,645,695)
Total net position - governmental activities	<u><u>\$ (3,582,622)</u></u>

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

Net change in fund balances - total governmental funds	\$ (19,468)
The District conveys its infrastructure to the City of Fulshear upon completion of construction. Since these improvements are funded by the developer, financial resources are not expended in the fund financial statements; however, in the <i>Statement of Activities</i> , these amounts are reported as transfers to other governments.	(2,952,056)
Change in net position of governmental activities	<u><u>\$ (2,971,524)</u></u>

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 3 – Deposits and Investments

Deposit Custodial Credit Risk

Custodial credit risk as it applies to deposits (i.e. cash) is the risk that, in the event of the failure of the depository institution, a government will not be able to recover its deposits or will not be able to recover collateral securities. The *Public Funds Collateral Act* (Chapter 2257, Texas Government Code) requires that all of the District’s deposits with financial institutions be covered by federal depository insurance and, if necessary, pledged collateral held by a third party custodian. The act further specifies the types of securities that can be used as collateral. The District’s written investment policy establishes additional requirements for collateralization of deposits.

Investments

The District is authorized by the *Public Funds Investment Act* (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations of the United States or its agencies and instrumentalities, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies or instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, (5) certain A rated or higher obligations of states and political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) insured or collateralized certificates of deposit, (8) certain fully collateralized repurchase agreements, (9) bankers’ acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds, with limitations, (12) certain guaranteed investment contracts, (13) certain qualified governmental investment pools and (14) a qualified securities lending program.

The District has adopted a written investment policy to establish the principles by which the District’s investment program should be managed. This policy further restricts the types of investments in which the District may invest.

Note 4 – Amounts Due to/from Other Funds

Amounts due to/from other funds at September 30, 2015, consist of the following:

	Interfund	
	Receivable	Payable
General Fund	\$ 21,072	\$ -
Debt Service Fund		21,072
	\$ 21,072	\$ 21,072

Amounts reported as due to/from between funds are considered temporary loans needed for normal operations and will be repaid during the following fiscal year.

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 5 – Due to Developer

The District has entered into financing agreements with its developer for the financing of the construction of water, sewer and drainage facilities. Under the agreements, the developer will advance funds for the construction of facilities to serve the District. The developer will be reimbursed from proceeds of future bond issues or other lawfully available funds, subject to approval by TCEQ. The District does not record the capital asset and related liability on the government wide statements until construction of the facilities is complete. The District’s developer has also advanced funds to the District for operating expenses.

Changes in amounts due to the developer during the year are as follows:

Due to developer, beginning of year	\$ 693,639
Developer funded construction and adjustments	2,952,056
Due to developer, end of year	<u>\$ 3,645,695</u>

In addition, the District will owe the developer approximately \$3,687,229, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and audited by the District’s auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

	<u>Contract Amount</u>	<u>Amounts Paid</u>	<u>Remaining Commitment</u>
Creek Falls at Cross Creek Ranch, section 4 utilities	\$ 597,658	\$ 489,366	\$ 108,292
Creek Falls at Cross Creek Ranch, section 6 utilities	545,853	96,295	449,558
Creek Falls at Cross Creek Ranch, section 7 utilities	800,510	655,591	144,919
Fulshear Bend Drive from FM 1463 to Cross Creek Bend Lane utilities *	1,743,208	1,602,741	140,467
	<u>\$ 3,687,229</u>	<u>\$ 2,843,993</u>	<u>\$ 843,236</u>

* Denotes District share only

Note 6 – Long-Term Debt Authorization

At September 30, 2015, the District had authorized but unissued bonds in the amount of \$103,376,000 for water, sanitary sewer, and drainage facilities and refunding of said bonds; \$45,920,000 for parks and recreational facilities and refunding of said bonds; and \$24,430,000 for road improvements and refunding of said bonds.

Note 7 – Property Taxes

On May 8, 2010, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.50 per \$100 of assessed value for maintenance and \$0.25 per \$100 of assessed value for maintenance of road facilities.

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 7 – Property Taxes (continued)

All property values and exempt status, if any, are determined by the Fort Bend Central Appraisal District. Assessed values are determined as of January 1 of each year, at which time a tax lien attaches to the related property. Taxes are levied around October/November, are due upon receipt and are delinquent the following February 1. Penalty and interest attach thereafter.

Property taxes are collected based on rates adopted in the year of the levy. The District's 2015 fiscal year was financed through the 2014 tax levy, pursuant to which the District levied property taxes of \$1.3226 per \$100 of assessed value, of which \$0.6276 was allocated to maintenance and operations and \$0.695 was allocated for contractual obligations. The resulting tax levy was \$258,356 on the adjusted taxable value of \$19,533,950.

Note 8 – Transfers to Other Governments

In accordance with an agreement between the District and the City of Fulshear (the "City"), the District transfers certain facilities to the City (see Note 9). Accordingly, the District does not record these capital assets in the *Statement of Net Position*, but instead reports the completed projects as transfers to other governments on the *Statement of Activities*. For the year ended September 30, 2015, the total amount of projects completed and transferred to the City was \$2,952,056.

Note 9 – Utility Agreement

On May 14, 2010, the District entered into a Utility Agreement, as subsequently amended, (the "Utility Agreement") with the City of Fulshear (the "City"), for construction and extension of water distribution lines, sanitary sewer collection systems and drainage facilities (the "System") to serve the District. As the System is acquired or constructed, the District will transfer the System (except for detention ponds and drainage ditches) to the City, but will reserve a security interest in the System. The Utility Agreement expires 30 years from the year after the year the District issues unlimited tax bonds. The District has not yet issued unlimited tax bonds.

The City will establish water and sewer rates and charges to all users in the District. All revenue derived from these charges belongs to the City.

The City levies and collects ad valorem taxes on taxable property within the District as it does with any other property located in the City. Pursuant to the Utility agreement, the City has agreed to rebate to the District all of the City's ad valorem tax revenue from the property in the District in excess of \$0.10 per \$100 of assessed value starting with the year after the year the District first issues unlimited tax bonds. The City will continue to pay the tax rebate for 30 years following the District's first unlimited tax bond issue. If the City's tax rate is equal to or less than \$0.10 then no tax rebate is due. The City will pay the rebate portion of the taxes actually collected to the District on February 28 of the year following the year in which the taxes are levied and quarterly thereafter until the tax rebate has been paid in full. The amount of rebate payment will vary with changes in the City's tax rate and the District's appraised valuation and growth rate. Consequently the amounts subject to rebate by the City will vary year to year.

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 10 – Master District

On May 14, 2010, the District entered into a Contract for Financing, Operation and Maintenance of Regional Facilities (the “Contract”) with Fort Bend County Municipal Utility District No. 169 (the “Master District”), as subsequently amended, whereby the Master District agrees to provide or cause to be provided the regional water, wastewater, drainage, recreational and road facilities necessary to serve all districts located within the Master District’s service area, which is approximately 3,271 acres (which includes the District). Facilities (other than parks, detention ponds and drainage ditches) are conveyed to or accepted by, the City of Fulshear (the “City”) pursuant to a Utility Agreement between the City and the Master District and City ordinance.

The Master District will charge each participating district a monthly fee for Master District operating and maintenance expenses based on the unit cost per connection multiplied by the number of equivalent single-family connections reserved to the District. During the current year, the District recorded \$79,740 for the District’s share of Master District operating and maintenance expenses pursuant to the Contract.

The Master District will finance recreational facilities by imposing construction charges on all participating districts. These construction charges will be calculated by the Master District from time to time based on each participating district’s pro-rata share of total connections and total construction costs, as of the date the construction charges are imposed. The District will be obligated to issue recreational bonds, or use available surplus operating funds, to pay the construction charges, but the District is not required to issue recreational bonds in an amount that exceeds any legal limit. Under Chapter 49 of the Texas Water Code, the outstanding principal amount of recreational bonds may not exceed an amount equal to one percent of the value of the taxable property in the District.

The Master District is authorized to issue contract revenue bonds for the purpose of acquiring and constructing regional, water, wastewater, drainage and road facilities needed to provide services to all participating districts. The District shall contribute annually to the payment of debt service requirements based on its annual pro rata share of the annual total certified assessed valuation of all participating districts. As of September 30, 2015, the District’s pro-rata share is 3.18%. The District levied a contract tax rate of \$0.695 per \$100 of assessed valuation and paid \$123,522 to the Master District for contract tax collections.

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 10 – Master District (continued)

As of September 30, 2015, the Master District has \$67,260,000 contract revenue bonds outstanding. The Master District’s debt service requirements on contract revenue bonds outstanding are as follows:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2016	\$ 390,000	\$ 2,678,686	\$ 3,068,686
2017	1,145,000	2,731,503	3,876,503
2018	1,855,000	2,685,558	4,540,558
2019	1,930,000	2,625,896	4,555,896
2020	2,025,000	2,562,848	4,587,848
2021 - 2025	11,520,000	11,699,552	23,219,552
2026 - 2030	14,525,000	9,204,481	23,729,481
2031 - 2035	18,550,000	5,610,069	24,160,069
2036 - 2040	14,620,000	1,469,681	16,089,681
2041	700,000	14,000	714,000
	<u>\$ 67,260,000</u>	<u>\$ 41,282,274</u>	<u>\$ 108,542,274</u>

The Contract also authorizes the establishment of an operating and maintenance reserve by the Master District equivalent to three months’ operating and maintenance expenses, as set forth in the Master District’s annual budget. The Master District shall bill the District an amount calculated by multiplying the monthly fee (as calculated above) by three in order to provide the initial funding required to establish the reserve. The Master District shall adjust the reserve as needed, not less than annually. The Master District has not yet established the operating and maintenance reserve.

Note 11 – Risk Management

The District is exposed to various risks of loss related to torts: theft of, damage to and destruction of assets; errors and omissions; and personal injuries. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

Note 12 – Economic Dependency

The District is dependent upon its developer for operating advances. The developer continues to own a substantial portion of the taxable property within the District. The developers’ willingness to make future operating advances and pay property taxes will directly affect the District’s ability to meet its future obligations.

Fort Bend County Municipal Utility District No. 173
Notes to Basic Financial Statements
September 30, 2015

Note 13 – Subsequent Events

On November 11, 2015, the Master District issued its \$8,850,000 Series 2015A Contract Revenue Road Bonds at a net effective rate of 3.492942%. Proceeds from the bonds were used to reimburse the developer for road improvements and certain related road landscaping improvements constructed to serve the Master District service area plus interest at the net effective interest rate of the bonds and to make a deposit into the road reserve fund in an amount sufficient to satisfy the reserve requirements of the bonds.

On December 15, 2015, the Master District issued a \$5,885,000 bond anticipation note (“BAN”) to provide short term financing for reimbursing its developer for the construction of water, sewer, and drainage facilities to serve the Master District service area. The BAN, which is payable solely from the proceeds from the sale of bonds, carries an interest rate of 1.01% and is due on December 13, 2016.

Required Supplementary Information

Fort Bend County Municipal Utility District No. 173
Required Supplementary Information - Budgetary Comparison Schedule - General Fund
For the Year Ended September 30, 2015

	Original Budget	Final Budget	Actual	Variance Positive (Negative)
Revenues				
Property taxes	\$ 82,500	\$ 112,900	\$ 122,507	\$ 9,607
Investment earnings			44	44
Total Revenues	<u>82,500</u>	<u>112,900</u>	<u>122,551</u>	<u>9,651</u>
Expenditures				
Operating and administrative				
Professional fees	70,500	70,500	46,615	23,885
Contracted services	6,800	6,800	13,876	(7,076)
Administrative	17,500	17,500	13,835	3,665
Master District fees	112,860	112,860	79,740	33,120
Total Expenditures	<u>207,660</u>	<u>207,660</u>	<u>154,066</u>	<u>53,594</u>
Revenues Under Expenditures	(125,160)	(94,760)	(31,515)	63,245
Other Financing Sources				
Developer advances	125,160	94,760		(94,760)
Net Change in Fund Balance			(31,515)	(31,515)
Fund Balance				
Beginning of the year	52,976	52,976	52,976	
End of the year	<u>\$ 52,976</u>	<u>\$ 52,976</u>	<u>\$ 21,461</u>	<u>\$ (31,515)</u>

Fort Bend County Municipal Utility District No. 173
Notes to Required Supplementary Information
September 30, 2015

Budgets and Budgetary Accounting

An annual unappropriated budget is adopted for the General Fund by the District's Board of Directors. The budget is prepared using the same method of accounting as for financial reporting. The budget was amended during the year to reflect changes in anticipated property tax revenues and developer advances.

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Texas Supplementary Information

Fort Bend County Municipal Utility District No. 173
TSI-1. Services and Rates
September 30, 2015

1. Services provided by the District During the Fiscal Year:

- | | | | |
|---|---|--|-------------------------------------|
| <input type="checkbox"/> Retail Water | <input type="checkbox"/> Wholesale Water | <input type="checkbox"/> Solid Waste/Garbage | <input type="checkbox"/> Drainage |
| <input type="checkbox"/> Retail Wastewater | <input type="checkbox"/> Wholesale Wastewater | <input type="checkbox"/> Flood Control | <input type="checkbox"/> Irrigation |
| <input type="checkbox"/> Parks/Recreation | <input type="checkbox"/> Fire Protection | <input type="checkbox"/> Roads | <input type="checkbox"/> Security |
| <input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect) | | | |
| <input checked="" type="checkbox"/> Other (Specify): <u>Potable water, wastewater and storm sewer accepted by City of Fulshear for operation and maintenance.</u> | | | |

2. Retail Service Providers

(You may omit this information if your district does not provide retail services)

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

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate (Y / N)</u>	<u>Rate per 1,000 Gallons Over Minimum Usage</u>	<u>Usage Levels</u>
Water:	_____	_____	_____	_____	_____ to _____
Wastewater:	_____	_____	_____	_____	_____ to _____
Surcharge:	_____	_____	_____	_____	_____ to _____

District employs winter averaging for wastewater usage? Yes No

Total charges per 10,000 gallons usage: Water _____ Wastewater _____

b. Water and Wastewater Retail Connections:

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFC'S</u>
Unmetered	_____	_____	x 1.0	_____
less than 3/4"	_____	_____	x 1.0	_____
1"	_____	_____	x 2.5	_____
1.5"	_____	_____	x 5.0	_____
2"	_____	_____	x 8.0	_____
3"	_____	_____	x 15.0	_____
4"	_____	_____	x 25.0	_____
6"	_____	_____	x 50.0	_____
8"	_____	_____	x 80.0	_____
10"	_____	_____	x 115.0	_____
Total Water	_____	_____	_____	_____
Total Wastewater	_____	_____	x 1.0	_____

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 173
TSI-1. Services and Rates
September 30, 2015

3. Total Water Consumption during the fiscal year (rounded to the nearest thousand):
(You may omit this information if your district does not provide water)

Gallons pumped into system:	<u>N/A</u>	Water Accountability Ratio: (Gallons billed / Gallons pumped)
Gallons billed to customers:	<u>N/A</u>	<u>N/A</u>

4. Standby Fees (authorized only under TWC Section 49.231):
(You may omit this information if your district does not levy standby fees)

Does the District have Debt Service 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 (required for first audit year or when information changes,
otherwise this information may be omitted):

Is the District located entirely within one county? Yes No

County(ies) in which the District is located: Fort Bend County

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

City(ies) in which the District is located: City of Fulshear

Is the District located within a city's extra territorial jurisdiction (ETJ)?
Entirely Partly Not at all

ETJs in which the District is located: _____

Are Board members appointed by an office outside the district? Yes No

If Yes, by whom? _____

See accompanying auditors' report.

*Fort Bend County Municipal Utility District No. 173
 TSI-2 General Fund Expenditures
 For the Year Ended September 30, 2015*

Professional fees		
Legal	\$	39,146
Engineering		1,969
Audit		5,500
		<u>46,615</u>
Contracted services		
Bookkeeping		6,555
Tax collection services		7,321
		<u>13,876</u>
Administrative		
Directors fees		7,950
Printing and office supplies		808
Insurance		3,718
Other		1,359
		<u>13,835</u>
Master District fees		<u>79,740</u>
Total expenditures	\$	<u><u>154,066</u></u>

Reporting of Utility Services in Accordance with HB 3693:

	<u>Usage</u>	<u>Cost</u>
Electrical	N/A	N/A
Water	N/A	N/A
Natural Gas	N/A	N/A

See accompanying auditors' report.

Fort Bend County Municipal Utility District No. 173
TSI-4. Taxes Levied and Receivable
September 30, 2015

	Maintenance Taxes	Contract Taxes	Totals	
2014 Original Tax Levy	\$ 94,032	\$ 104,130	\$ 198,162	
Adjustments	28,563	31,631	60,194	
Adjusted Tax Levy	<u>122,595</u>	<u>135,761</u>	<u>258,356</u>	
Tax collections				
Current year	<u>122,595</u>	<u>135,761</u>	<u>258,356</u>	
Taxes Receivable, End of Year	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	
	2014	2013	2012	2011
Property Valuations:				
Land	\$ 20,659,960	\$ 20,716,970	\$ 17,295,040	\$ 8,883,400
Improvements	1,635,290	1,666,030	21,020	15,860
Personal Property	1,009,845	1,171,250	115,860	130,580
Exemptions	(3,771,145)	(3,701,300)	(3,701,300)	(3,701,300)
Total Property Valuations	<u>\$ 19,533,950</u>	<u>\$ 19,852,950</u>	<u>\$ 13,730,620</u>	<u>\$ 5,328,540</u>
Tax Rates per \$100 Valuation:				
Maintenance tax rates	\$ 0.6276	\$ 0.6038	\$ 0.612265	\$ 0.795
Contract tax rates	0.6950	0.7000	0.685000	0.500
Total Tax Rates per \$100 Valuation	<u>\$ 1.3226</u>	<u>\$ 1.3038</u>	<u>\$ 1.297265</u>	<u>\$ 1.295</u>
Adjusted Tax Levy	<u>\$ 258,356</u>	<u>\$ 258,843</u>	<u>\$ 178,123</u>	<u>\$ 69,005</u>
Percentage of Taxes Collected to Taxes Levied**	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>

* Maximum maintenance tax rate approved by voters for water, wastewater, drainage and recreational facilities:

\$1.50 on May 8, 2010

* Maximum maintenance tax rate approved by voters for road facilities:

\$0.25 on May 8, 2010

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

See accompanying auditors' report.

Fort Bend County Municipal Utility District No. 173
TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund
For the Last Five Fiscal Years

	Amounts				
	2015	2014	2013	2012	2011
Revenues					
Property taxes	\$ 122,507	\$ 119,871	\$ 84,149	\$ 42,519	\$ 1,146
Investment earnings	44				
Total Revenues	<u>122,551</u>	<u>119,871</u>	<u>84,149</u>	<u>42,519</u>	<u>1,146</u>
Expenditures					
Operating and administrative					
Professional fees	46,615	48,142	35,136	42,064	39,169
Contracted services	13,876	12,029	12,113	14,588	6,833
Administrative	13,835	12,878	10,710	10,469	9,990
Master District fees	79,740	29,550	7,920	7,920	1,320
Total Expenditures	<u>154,066</u>	<u>102,599</u>	<u>65,879</u>	<u>75,041</u>	<u>57,312</u>
Revenues Over (Under) Expenditures	<u>\$ (31,515)</u>	<u>\$ 17,272</u>	<u>\$ 18,270</u>	<u>\$ (32,522)</u>	<u>\$ (56,166)</u>

*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues

2015	2014	2013	2012	2011
100%	100%	100%	100%	100%
*				
100%	100%	100%	100%	100%
38%	40%	42%	99%	3418%
11%	10%	14%	34%	596%
11%	11%	13%	25%	872%
65%	25%	9%	19%	115%
125%	86%	78%	177%	5001%
-25%	14%	22%	-77%	-4901%

Fort Bend County Municipal Utility District No. 173

*TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund
For the Last Five Fiscal Years*

	Amounts				
	2015	2014	2013	2012	2011
Revenues					
Property taxes	\$ 135,676	\$ 138,798	\$ 94,146	\$ 26,741	\$ 675
Penalties and interest			26		
Miscellaneous	200	80	10		
Investment earnings	122	104	38	14	
Total Revenues	<u>135,998</u>	<u>138,982</u>	<u>94,220</u>	<u>26,755</u>	<u>675</u>
Expenditures					
Administrative	429	85	115	18	
Debt service					
Contractual obligation	123,522	133,755	70,380	54,328	39,136
Total Expenditures	<u>123,951</u>	<u>133,840</u>	<u>70,495</u>	<u>54,346</u>	<u>39,136</u>
Revenues Over (Under) Expenditures	<u>\$ 12,047</u>	<u>\$ 5,142</u>	<u>\$ 23,725</u>	<u>\$ (27,591)</u>	<u>\$ (38,461)</u>

*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues

2015	2014	2013	2012	2011
100%	100%	100%	100%	100%
		*		
*	*	*		
*	*	*	*	
<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>
*	*	*	*	
<u>91%</u>	<u>96%</u>	<u>75%</u>	<u>203%</u>	<u>5798%</u>
<u>91%</u>	<u>96%</u>	<u>75%</u>	<u>203%</u>	<u>5798%</u>
<u>9%</u>	<u>4%</u>	<u>25%</u>	<u>-103%</u>	<u>-5698%</u>

Fort Bend County Municipal Utility District No. 173
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended September 30, 2015

Complete District Mailing Address: c/o Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600, Houston, TX 77027

District Business Telephone Number: (713) 860-6400

Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): July 11, 2014

Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200
(Set by Board Resolution -- TWC Section 49.0600)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimburse- ments	Title at Year End
Board Members				
Judith Y. Klein	6/2012 - 5/2016	\$ 1,650	\$ 198	President
Jennifer Baxter	5/2014 - 5/2018	1,650	88	Vice President
Laurie Sawyer	5/2014 - 5/2018	1,650	141	Assistant Secretary
Linda Penney	5/2014 - 5/2018	1,650	274	Secretary
Lori Messick	6/2014 - 5/2016	1,350		Assistant Vice President
Consultants				
		<u>Amounts Paid</u>		
Allen Boone Humphries Robinson LLP <i>General legal fees</i>	2008	\$ 39,146		Attorney
F. Matuska, Inc.	2010	7,150		Bookkeeper
Assessments of the Southwest, Inc.	2010	3,600		Tax Collector
Fort Bend Central Appraisal District	Legislation	3,323		Property Valuation
Perdue, Brandon, Fielder, Collins, & Mott, LLP	2011			Delinquent Tax Attorney
Brown & Gay Engineers, Inc.	2010	1,969		Engineer
McGrath & Co, PLLC	Annual	5,500		Auditor
First Southwest Company	2010			Financial Advisor

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

See accompanying auditors' report.