

June 8, 2006
Item #9

ORDER AUTHORIZING THE ISSUANCE OF \$7,999,997.35
NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1
UNLIMITED TAX AND REFUNDING BONDS, SERIES 2006;
AWARDING THE SALE OF THE BONDS;
AUTHORIZING THE LEVY OF AN AD VALOREM TAX
IN SUPPORT OF THE BONDS;
AND AUTHORIZING OTHER MATTERS RELATED THERETO

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THE STATE OF TEXAS §
COUNTY OF TRAVIS §
NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO.1 §

WHEREAS, by Order of the Texas Water Commission dated March 16, 1988, the Northwest Austin Municipal Utility District No. 1 (the "District") was authorized to be created as a municipal utility district operating pursuant to Article 16, Section 59 of the Texas Constitution and Chapter 54 of the Texas Water Code, as amended;

WHEREAS, the creation of the District was confirmed at an election held within the District on May 7, 1988 by a vote of 1 to 0 (the "Confirmation Election"); and

WHEREAS, at the Confirmation Election the voters of the District also authorized the issuance of bond in one or more issues or series in the maximum aggregate principal amount of \$21,110,000 maturing serially or otherwise, in such installments as are fixed by the Board of Directors of the District over a period or periods not exceeding forty (40) years from their date or dates, bearing interest at any rate or rates, and to sell the bonds at any price or prices, provided that the net effective interest rate on any issue or series of the bonds shall not exceed the maximum legal limit in effect at the time of issuance of each issue or series, all as may be determined within the discretion of the Board of Directors of the District, for the purpose or purposes of purchasing, constructing, acquiring, owning, operating, repairing, improving and extending a waterworks system, sanitary sewer system and drainage and storm sewer system for the drainage of lands within the District including, but not limited to, all additions to such systems and all works, improvements, facilities, treatment plants, equipment, appliances, interest in property and contract rights needed therefore and administrative facilities needed in connection therewith and organizational expenses, and to provide for the payment of principal of and interest on such bonds by the levy and collection of a sufficient ad valorem tax upon all taxable property within the District, all as authorized by the Constitution and laws of the State of Texas (the "State");

WHEREAS, the City of Austin (the "City") has consented to the creation of the District and the issuance of bonds by the District pursuant to the terms and conditions of a Consent Agreement between the City and the District (the "Consent Agreement");

WHEREAS, the District has previously issued its bonds entitled "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Bonds, Series 1992" in the aggregate principal amount of \$2,700,000 (the "Series 1992 Bonds"); "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Bonds, Series 1994" in the aggregate

principal amount of \$2,000,000 (the "Series 1994 Bonds"); "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Bonds, Series 1997" in the aggregate principal amount of \$1,400,000 (the "Series 1997 Bonds"); "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Bonds, Series 1999" in the aggregate principal amount of \$1,900,000 (the "Series 1999 Bonds"); "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Bonds, Series 2001" in the aggregate principal amount of \$5,710,000 (the "Series 2001 Bonds"). The District has also issued its "Northwest Austin Municipal District No. 1 Unlimited Tax Refunding Bonds, Series 1998" in the aggregate principal amount of \$3,924,231 (the "Series 1998 Bonds") and "Northwest Austin Municipal District No. 1 Unlimited Tax Refunding Bonds, Series 2004" in the aggregate principal amount of \$2,629,998.50 (the "Series 2004 Bonds");

WHEREAS, the Texas Commission on Environmental Quality (the "TCEQ") by adoption of an order dated February 25, 2005 and March 10, 2006 authorizing the District to issue additional bonds subject to certain restrictions;

WHEREAS, the City has approved the issuance of the bonds hereinafter authorized on _____, 2006, in accordance with the Consent Agreement;

WHEREAS, the District deems it necessary and advisable at this time to issue bonds for the purpose of financing the costs of: (i) acquiring and constructing the District's water, wastewater and drainage facilities, serving sections 11, 23, 24, 25, 28, 30, 31, 32 and 34 of Canyon Creek Subdivision (the "Project"); (ii) establishing an escrow fund to refund all or a portion of the District's Series 2001 Bonds (the "Refunded Bonds") and; (iii) paying costs of issuance related to the Bonds;

WHEREAS, the District, as more fully described herein, desires to advance refund a portion of the Refunded Bonds maturing on September 1, 2020 and September 1, 2026 in the aggregate principal amount of \$5,440,000 (the "Refunded Bonds"); and all of the Refunded Bonds mature or are subject to redemption prior to maturity within 20 years of the date of the bonds hereinafter authorized;

WHEREAS, the bonds hereinafter authorized are being issued and delivered pursuant to the District's authority under the Confirmation Election; the Constitution and the general laws of the State, including the Texas Water Code, as amended, specifically Chapters 49 and 54 (the "Act") and Chapter 1207, Texas Government Code, as amended ("Chapter 1207"); and

WHEREAS, Chapter 1207 authorizes the District to issue refunding bonds and to deposit the proceeds from the sale thereof, together with any other available funds or resources, directly with a place of payment (paying agent) for the Refunded Bonds or eligible trust company or commercial bank, and such deposit, if made before such payment dates, shall constitute the making of firm banking and financial arrangements for the discharge and final payment of the Refunded Bonds; and

WHEREAS, Chapter 1207 further authorizes the District to enter into an escrow agreement with respect to the safekeeping, investment, reinvestment, administration and

disposition of any such deposit, upon such terms and conditions as the District and such escrow agent may agree, provided that such deposits may be invested and reinvested in Defeasance Securities, as defined herein; and

WHEREAS, the Escrow Agreement hereinafter authorized, constitutes an agreement of the kind authorized and permitted by Chapter 1207; and

WHEREAS, the Board of Directors of the District deems it advisable to refund the Refunded Bonds in order to achieve a net present value debt service savings of \$ _____ and an overall debt service savings of \$ _____; and

WHEREAS, the District deems it appropriate that the Refunded Bonds be called for redemption on September 1, 2008, at a redemption price of par, plus accrued interest to the date of redemption.

THEREFORE, BE IT ORDERED BY THE BOARD OF DIRECTORS OF THE NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO.1:

Section 1. AMOUNT AND PURPOSE OF THE BONDS. The Board of Directors of the District hereby incorporates the recitals set forth in the preamble hereto as if set forth in full at this place and further finds and determines that the recitals are true and correct. The Unlimited Tax and Refunding Bonds, Series 2006 (the "Bonds") of the District are hereby authorized to be issued and delivered in the aggregate principal amount of \$7,999,997.35 to finance the costs of: (i) acquiring and constructing the District's water, wastewater and drainage facilities, serving sections 11, 23, 24, 25, 28, 30, 31, 32 and 34 of Canyon Creek Subdivision (the "Project"); (ii) establishing an escrow fund to refund all or a portion of the District's Series 2001 Bonds (the "Refunded Bonds") and; (iii) paying costs of issuance related to the Bonds

Section 2. DEFINITIONS. In addition to other words and terms defined in this Order (except those defined and used in **Exhibit A**), and unless a different meaning or intent clearly appears in the context, the following words and terms shall have the following meanings, respectively:

"Accreted Value" means, with respect to a Premium Compound Interest Bond, as of any particular date of calculation, the original principal amount thereof, plus all interest accrued and compounded to the particular date of calculation, as determined in accordance with Section 4 hereof and the schedule attached hereto as **Exhibit B**.

"Act" means the Texas Water Code, as amended, specially Chapters 49 and 54.

"Attorney General" means the Attorney General of the State of Texas.

"Board of Directors" means the governing body of the District.

"Bonds" means the Northwest Austin Municipal Utility District No. 1 Unlimited Tax and Refunding Bonds, Series 2006, issued and delivered pursuant to this Order and

all substitute bonds and bonds exchanged therefor, as well as all other substitute bonds and replacement bonds issued pursuant hereto, and the term "Bond" shall mean any of the Bonds.

"Bond Fund" means the fund by such name described in Section 9(c) hereof.

"Bond Order" or "Order" means this Order of the Board of Directors authorizing the issuance of the Bonds.

"Code" means the Internal Revenue Code of 1986, as amended.

"Construction Fund" means the fund by such name described in Section 9(d).

"Chapter 1207" means Chapter 1207 of the Texas Government Code.

"Comptroller" means the Comptroller of Public Accounts of the State of Texas.

"Current Interest Bonds" means the Bonds maturing on September 1 in each of the years 2007 through 2026, inclusive, paying interest semiannually, in the aggregate principal amount of \$7,900,000.

"Dated Date" means June 1, 2006.

"Defeasance Securities" means: (i) Federal Securities; (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent; and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm no less than "AAA" or its equivalent.

"District" means the Northwest Austin Municipal Utility District No. 1.

"Escrow Agent" means JPMorgan Chase Bank, National Association or any successor escrow agents under the Escrow Agreement.

"Escrow Agreement" means the agreement by and between the District and the Escrow Agent relating to the defeasance of the Refunded Bonds.

"Escrow Fund" means the fund by such name described in Section 9(e) hereof.

"Federal Securities" means direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America.

"Fund" shall mean collectively the Bond Fund, the Escrow Fund and the Construction Fund and any additional Fund created pursuant to this Order separately and collectively.

"Issuance Date" means _____, 2006, or such other date of delivery of the Bonds to the initial purchaser or purchasers thereof against payment therefor.

"MSRB" means the Municipal Securities Rulemaking Board.

"Net Revenues" means all income or increment which the District receives in connection with the System, less such portion of such revenue income as reasonable may be required to provide for the administration, efficient operation, and adequate maintenance of such improvements and facilities, and less that portion thereof derived from contracts with other persons, including private corporations, municipalities and political subdivisions, which, under the terms of the authorizing resolutions, may be pledged for the requirements of the District's revenue bonds issued particularly to finance the facilities needed in performing any such contracts.

"NRMSIR" means each person whom the SEC or its staff has determined to be a nationally recognized municipal securities information repository within the meaning of the Rule from time to time.

"Operating Fund" means the fund by such name described in Section 9(b) hereof.

"Paying Agent/Registrar" means JPMorgan Chase Bank, National Association, Dallas, Texas and such other bank or trust company as may hereafter be appointed in substitution therefor or in addition thereto to perform the duties of Paying Agent/Registrar in accordance with this Order.

"Premium Compound Interest Bonds" means the Bonds on which no interest is paid prior to maturity, maturing in various amounts on September 1 in each of the years 2017 through 2019, inclusive, in the aggregate principal amount of \$99,997.35.

"Previously Issued Bonds" means the Series 1997 Bonds, the Series 1998 Bonds, the Series 1999 Bonds, the Series 2001 Bonds, and the Series 2004 Bonds.

"Project" has the same meaning as set forth in Section 1.

"Purchaser" means the initial purchasers named in Section 12 hereof.

"Refunded Bonds" means the portion of the Series 2001 Bonds that are maturing on September 1, 2020 and on September 1, 2026, respectively.

"Rule" means SEC Rule 15c2-12, as amended from time to time.

"SEC" means the United States Securities and Exchange Commission.

"Series 1997 Bonds" means the bonds previously issued by the District entitled "Northwest Austin Municipal Utility District No.1 Unlimited Tax Bonds, Series 1997" in the aggregate principal amount of \$1,400,000.

"Series 1998 Bonds" means the bonds previously issued by the District entitled "Northwest Austin Municipal Utility District No.1 Unlimited Tax Refunding Bonds, Series 1998" in the aggregate principal amount of \$3,924,230.90.

"Series 1999 Bonds" means the bonds previously issued by the District entitled "Northwest Austin Municipal Utility District No.1 Unlimited Tax Bonds, Series 1999" in the aggregate principal amount of \$1,900,000.

"Series 2001 Bonds" means the bonds previously issued by the District entitled "Northwest Austin Municipal Utility District No.1 Unlimited Tax Bonds, Series 2001" in the aggregate principal amount of \$5,710,000.

"Series 2004 Bonds" means the bonds previously issued by the District entitled "Northwest Austin Municipal Utility District No. 1 Unlimited Tax Refunding Bonds, Series 2004: in the aggregate principal amount of \$2,2629,998.50.

"SID" means any person designated by the State of Texas or an authorized department, officer, or agency thereof as, and determined by the SEC or its staff to be, a state information depository within the meaning of the Rule from time to time.

"State" means the State of Texas.

"System" means the waterworks and sewer system providing services to land within the District, together with any additions and extensions thereto and improvements and replacements thereof wheresoever acquired or constructed including rights of the District in any waterworks and sewer system owned by others; provided that the System shall not include facilities acquired or constructed to perform contracts between the District and other persons, including private corporations, municipalities and political subdivisions, which are financed by proceeds of the District's revenue bonds issued particularly to finance facilities needed to perform such contracts.

"TCEQ" means the Texas Commission on Environmental Quality.

"Term Bond" means the bonds maturing on September 1, _____ and September 1, _____, that are subject to mandatory sinking fund redemption prior to maturity as set forth in Exhibit C.

Section 3. DESIGNATION, DATE, DENOMINATIONS, NUMBERS, PRIOR REDEMPTION AND MATURITIES OF BONDS. Each Bond issued

pursuant to this Order shall be designated "NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1 UNLIMITED TAX AND REFUNDING BOND, SERIES 2006" and initially there shall be issued, sold and delivered hereunder fully registered Bonds, without interest coupons, with the Bonds being dated June 1, 2006 (the "Dated Date") in the respective denominations and principal amounts hereinafter stated, being numbered consecutively from R-1 upward with respect to the Current Interest Bonds and CR-1 upward with respect to the Premium Compound Interest Bonds (except the initial Bonds delivered to the Attorney General of the State of Texas (the "Attorney General") which shall be numbered T-1 upward with respect to the Current Interest Bonds and TC-1 upward with respect to the Premium Compound Interest Bonds), payable to the respective initial registered owners thereof (as designated in Section 12 hereof), or to the registered assignee or assignees of said Bonds or any portion or portions thereof (in each case, the "Registered Owner"), and, unless redeemed prior to their respective maturities as provided herein, the Current Interest Bonds shall mature and be payable serially on September 1 in each of the years and in the principal amounts, respectively, as set forth in the following schedule:

<u>Maturity</u>	<u>Principal Amount</u>	<u>Maturity</u>	<u>Principal Amount</u>
2007 -	\$130,000	2017 -	\$125,000
2008 -	\$130,000	2018 -	\$130,000
2009 -	\$135,000	2019 -	\$135,000
2010 -	\$140,000	2020 -	\$630,000
2011 -	\$145,000	2021 -	\$825,000
2012 -	\$155,000	2022 -	\$845,000
2013 -	\$160,000	2023 -	\$890,000
2014 -	\$165,000	2024 -	\$925,000
2015 -	\$175,000	2025 -	\$970,000
2016 -	\$175,000	2026 -	\$915,000

The Premium Compound Interest Bonds shall mature and be payable on September 1, in each of the years and in the respective aggregate principal amounts and aggregate payments at maturity, respectively, as set forth in the following schedule:

<u>Year</u>	<u>Principal Amount</u>	<u>Payment at Maturity</u>
2017	\$31,781.15	\$205,000
2018	\$28,216.60	\$215,000
2019	\$39,999.60	\$360,000

The District reserves the right to redeem the Bonds as more fully described as set forth in Exhibit A.

Section 4. INTEREST. The Current Interest Bonds shall bear interest calculated on the basis of a 360-day year composed of twelve 30-day months from the dates specified as set forth in Exhibit A of this Order to their respective dates of maturity at the following rates per annum:

<u>Year</u>	<u>Rate</u>	<u>Year</u>	<u>Rate</u>
2007 -	4.000%	2017 -	4.100%
2008 -	4.000%	2018 -	4.150%
2009 -	4.000%	2019 -	4.200%
2010 -	4.000%	2020 -	4.250%
2011 -	4.000%	2021 -	4.300%
2012 -	4.000%	2022 -	4.300%
2013 -	4.000%	2023 -	4.300%
2014 -	4.000%	2024 -	4.375%
2015 -	4.000%	2025 -	4.375%
2016 -	4.100%	2026 -	4.375%

The Premium Compound Interest Bonds scheduled to mature on the dates, respectively, set forth below shall bear interest from the dates and calculated on the basis provided in as set forth in Exhibit A of this Order, at the following rates per annum:

<u>Year</u>	<u>Interest Rate</u>	<u>Yield to Maturity</u>
2017	_____	_____
2018	_____	_____
2019	_____	_____

Reference is hereby made to Exhibit B hereto, which sets forth the rounded original principal amounts at the Issuance Date for the Premium Compound Interest Bonds and the Accreted Value thereof, plus the initial premium (per \$5,000 payment at maturity) as of each March 1 and September 1, commencing September 1, 2006, and continuing until the final maturity of the Premium Compound Interest Bonds. The Accreted Value with respect to any date other than a September 1 or March 1 is the amount set forth on Exhibit B with respect to the last preceding September 1 or March 1, as the case may be, plus the portion of the difference between such amount and the amount set forth on Exhibit B with respect to the next succeeding September 1 or March 1, as the case may be, that the number of days (based on 30-day months) from such last September 1 or March 1, as the case may be, to the date for which such determination is being calculated bears to the total number of days (based on 30-day months) from such last preceding September 1 or March 1, as the case may be.

Section 5. CHARACTERISTICS OF THE BONDS. (a) Registration, Transfer, Conversion and Exchange; Authentication. The District shall keep or cause to be kept at the designated office for payment of JPMorgan Chase Bank, National

Association (the "Paying Agent/Registrar") in Dallas, Texas, books or records for the registration of the transfer, conversion and exchange of the Bonds (the "Registration Books"), and the District hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep such books or records and make such registrations of transfers, conversions and exchanges under such reasonable regulations as the District and Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such registrations, transfers, conversions and exchanges as herein provided. The Paying Agent/Registrar shall obtain and record in the Registration Books the address of the registered owner of each Bond to which payments with respect to the Bonds shall be mailed, as herein provided, but it shall be the duty of each registered owner to notify the Paying Agent/Registrar in writing of the address to which payments shall be mailed, and such interest payments shall not be mailed unless such notice has been given. To the extent possible and under reasonable circumstances, all transfers of Bonds shall be made within three business days after request and presentation thereof. The District shall have the right to inspect the Registration Books during regular business hours of the Paying Agent/Registrar, but otherwise the Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any other entity. The Paying Agent/Registrar's standard or customary fees and charges for making such registration, transfer, conversion, exchange and delivery of a substitute Bond or Bonds shall be paid as provided in Exhibit A of this Order. Registration of assignments, transfers, conversions and exchanges of Bonds shall be made in the manner provided and with the effect stated in Exhibit A of this Order. Each substitute Bond shall bear a letter and/or number to distinguish it from each other Bond.

An authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Bond, date and manually sign the Paying Agent/Registrar's Authentication Certificate, and no such Bond shall be deemed to be issued or outstanding unless such Certificate is so executed. The Paying Agent/Registrar promptly shall cancel all paid Bonds and Bonds surrendered for conversion and exchange. No additional ordinances, orders or resolutions need be passed or adopted by the Board of Directors of the District or any other body or person so as to accomplish the foregoing conversion and exchange of any Bond or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution and delivery of the substitute Bonds in the manner prescribed herein, and the Bonds shall be of typewritten, photocopied, printed, lithographed, engraved or produced in any other similar manner, all as determined by the officers executing such bond as evidenced by their execution thereof. Pursuant to Chapter 1201, Texas Government Code, as amended, the duty of conversion and exchange of Bonds as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of said Certificate, the converted and exchanged Bond shall be valid, incontestable and enforceable in the same manner and with the same effect as the Bonds which initially were issued and delivered pursuant to this Order, approved by the Attorney General, and registered by the Comptroller of Public Accounts of the State of Texas (the "Comptroller").

(b) Payment of Bonds and Interest. The District hereby further appoints the Paying Agent/Registrar to act as the paying agent for paying the principal of and interest on the Bonds, all as provided in this Order. The Paying Agent/Registrar shall keep

proper records of all payments made by the District and the Paying Agent/Registrar with respect to the Bonds, and of all conversions and exchanges of Bonds, and replacements of Bonds, as provided in this Order. However, in the event of a nonpayment of interest on a scheduled payment date, and for thirty (30) calendar days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the District. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) calendar days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each registered owner appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

(c) In General. The Bonds: (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Bonds to be payable only to the registered owners thereof; (ii) may be transferred and assigned; (iii) may be converted and exchanged for other Bonds; (iv) shall have the characteristics; (v) shall be signed, sealed, executed and authenticated; (vi) shall be payable as to the principal of and interest; (vii) may be redeemed prior to their scheduled maturities (notice of which shall be given to the Paying Agent/Registrar at least fifty (50) calendar days prior to any such redemption date); and (viii) shall be administered, and the Paying Agent/Registrar and the District shall have certain duties and responsibilities with respect to the Bonds, all as provided, and in the manner and to the effect as required or indicated, in Exhibit A of this Order. The Bonds initially issued and delivered pursuant to this Order are not required to be, and shall not be, authenticated by the Paying Agent/Registrar, but on each substitute Bond issued in conversion of and exchange for any Bond or Bonds issued under this Order the Paying Agent/Registrar shall execute the PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE, in Exhibit A.

(d) Substitute Paying Agent/Registrar. The District covenants with the registered owners of the Bonds that at all times while the Bonds are outstanding the District will provide a competent and legally qualified bank, trust company, financial institution or other agency to act as and perform the services of Paying Agent/Registrar for the Bonds under this Order, and that the Paying Agent/Registrar will be one entity. The District reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than thirty (30) days written notice to the Paying Agent/Registrar, to be effective at such time which will not disrupt or delay payment on the next principal or interest payment date after such notice. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition or other method) should resign or otherwise cease to act as such, the District covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution or other agency to act as Paying Agent/Registrar under this Order. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Bonds, to the new Paying Agent/Registrar designated and appointed by the District. Upon any change in the Paying Agent/Registrar, the District promptly will cause a written notice thereof to be sent by the

new Paying Agent/Registrar to each registered owner of the Bonds, by United States mail, first-class postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Order and a certified copy of this Order shall be delivered to each Paying Agent/Registrar.

(e) Book-Entry-Only System. The Bonds issued in exchange for the Bonds initially issued as provided in Section 5(h) shall be issued in the form of a separate single fully registered Bond for each of the maturities thereof registered in the name of Cede & Co., as nominee of DTC and except as provided in subsection (f) hereof, all of the outstanding Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

With respect to Bonds registered in the name of Cede & Co., as nominee of DTC, the District and the Paying Agent/Registrar shall have no responsibility or obligation to any securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC participants (the "DTC Participant") or to any person on behalf of whom such a DTC Participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the District and the Paying Agent/Registrar shall have no responsibility or obligation with respect to: (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Bonds; (ii) the delivery to any DTC Participant or any other person, other than a Registered Owner, as shown on the Registration Books, of any notice with respect to the Bonds, including any notice of redemption; or (iii) the payment to any DTC Participant or any person, other than a Registered Owner, as shown on the Registration Books of any amount with respect to principal of, premium, if any, or interest on the Bonds. Notwithstanding any other provision of this Order to the contrary, but to the extent permitted by law, the District and the Paying Agent/Registrar shall be entitled to treat and consider the person in whose name each Bond is registered in the Registration Books as the absolute owner of such Bond for the purpose of payment of principal, premium, if any, and interest, with respect to such Bond, for the purposes of registering transfers with respect to such Bond, and for all other purposes of registering transfers with respect to such Bonds, and for all other purposes whatsoever. The Paying Agent/Registrar shall pay all principal of, premium, if any, and interest on the Bonds only to or upon the order of the respective Registered Owners, as shown in the Registration Books as provided in this Order, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to payment of principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than a Registered Owner, as shown in the Registration Books, shall receive a Bond certificate evidencing the obligation of the District to make payments of principal, premium, if any, and interest pursuant to this Order. Upon delivery by DTC to the Paying Agent/Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Order with respect to interest checks being mailed to the registered owner at the close of business on the Record Date the word "Cede & Co." in this Order shall refer to such new nominee of DTC.

(f) Successor Securities Depository; Transfer Outside Book-Entry-Only System. In the event that the District determines to discontinue the book-entry system through DTC or a successor or DTC determines to discontinue providing its services with respect to the Bonds, the District shall either: (i) appoint a successor securities depository, qualified to act as such under Section 18(a) of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants of the appointment of such successor securities depository and transfer one or more separate Bonds to such successor securities depository; or (ii) notify DTC and DTC Participants of the availability through DTC of Bonds and transfer one or more separate Bonds to DTC Participants having Bonds credited to their DTC accounts. In such event, the Bonds shall no longer be restricted to being registered in the Registration Books in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Registered Owner transferring or exchanging Bonds shall designate, in accordance with the provisions of this Order.

(g) Payments to Cede & Co. Notwithstanding any other provision of this Order to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the manner provided in the representation letter of the District to DTC.

(h) Initial Bond(s). The Bonds herein authorized shall be initially issued as fully registered bonds, being one bond for each maturity in the denomination of the applicable principal amount and the initial Bond(s) shall be registered in the names of the Purchaser or the designees thereof as set forth in Section 12 hereof. The initial Bond(s) shall be the Bonds submitted to the Attorney General for approval, certified and registered by the Comptroller and delivered to the Purchaser. Immediately after the delivery of the initial Bond(s), the Registrar shall cancel the initial Bond(s) delivered hereunder and exchange therefor Bonds in the form of a separate single fully registered Bond for each of the maturities thereof registered in the name of Cede & Co., as nominee of DTC and except as provided in Section 5(f), all of the outstanding Bonds shall be registered in the name of Cede & Co., as nominee of DTC.

Section 6. FORM OF BONDS. The form of the Bonds, including the form of Paying Agent/Registrar's Authentication Certificate, the form of Assignment and the form of Registration Certificate of the Comptroller to be attached to the Bonds initially issued and delivered pursuant to this Order, shall be, respectively, substantially as set forth in Exhibit A, with such appropriate variations, omissions or insertions as are permitted or required by this Order.

Section 7. SECURITY FOR THE BONDS. (a) Pledge and Levy of Taxes. For each year while any Bond is outstanding and the District remains in existence, there shall be and is hereby levied and assessed a continuing direct annual ad valorem tax upon each \$100 valuation of taxable property within the District at a rate from year to year sufficient, together with revenue and receipts from other sources which are legally available for such purposes: (i) to pay interest on the Bonds as it becomes due; and (ii) to

provide a sinking fund for the payment of the principal of the Bonds when due or the redemption price at any earlier required redemption date, full allowance being made for anticipated delinquencies. The District shall timely assess and diligently collect such tax and apply the collections thereof solely as provided herein. Each order of the Board of Directors levying and establishing the rate of ad valorem taxes shall specify the portion of such rate levied to pay the debt service requirements on obligations of the District payable from the Bond Fund and the portion, if any, of such rate levied for operating and maintenance purposes, and all collections of ad valorem taxes, including penalty and interest attributable thereto, and all expenses of assessing and collecting such taxes, shall be allocated among such purposes in proportion to the respective levies in the tax year with respect to which such taxes are owed. In the absence of any specification to the contrary in the order of the Board of Directors levying and establishing the rate of ad valorem taxes, the entire amount of such taxes for such year shall be deemed to have been levied to pay the debt service requirements on obligations of the District payable from the Bond Fund.

(b) Pledge of Net Revenues. The District covenants and agrees that the Net Revenues, if any, are hereby pledged for payment of the Bonds. The revenues hereby pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against any parties of any kind having a claim of any kind in tort, contract or otherwise against the District irrespective of whether such parties have notice thereof.

To the extent provided by law, such pledge of Net Revenues and taxes will terminate if the City takes over all properties and assets, assumes all debts, liabilities and obligations, and performs all functions and services of the District, and the District is abolished pursuant to law and the Consent Agreement.

(c) Consolidation of District. The laws of the State permit the District to be consolidated with one or more conservation and reclamation districts. In the event the District is consolidated with another district or districts, the District reserves the right to:

(i) Consolidate the System with a similar system of one or more districts with which the District is consolidating and operate and maintain the systems as one consolidated system (herein for purposes of this section the "Consolidated System").

(ii) Apply the net revenues from the operation of the Consolidated System to the payment of principal, interest, redemption price and bank charges on the revenue bonds or the combination tax and revenue bonds (herein for purposes of this section the "Revenue Bonds") of the District and of the district or districts with which the District is consolidating (herein collectively the "Consolidating Districts") without preference to any series of bonds (except subordinate lien revenue bonds which shall continue to be subordinate to the first lien Revenue Bonds of the Consolidating Districts).

(iii) Pledge the net revenues of the Consolidated System to the payment of principal, interest, redemption price and bank charges on Revenue Bonds which may be issued by the Consolidating Districts on a parity with the outstanding first lien Revenue Bonds of the Consolidating Districts.

(d) Perfection of Security Interest. Chapter 1208, Texas Government Code, applies to the issuance of the Bonds and the pledge of the ad valorem taxes and Net Revenues granted by the District under this Section, and such pledge is therefore valid, effective, and perfected. If Texas law is amended at any time while the Bonds are outstanding and unpaid such that the pledge of the ad valorem taxes and Net Revenues granted by the District is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the Bonds the perfection of the security interest in said pledge, the District agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, Texas Business and Commerce Code and enable a filing to perfect the security interest in said pledge to occur.

Section 8. DEFEASANCE OF BONDS. (a) Any Bond and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a "Defeased Bond") within the meaning of this Order, except to the extent provided in subsections (c) and (e) of this Section, when payment of the principal of such Bond, plus interest thereon to the due date or dates (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either: (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption); or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent/Registrar for such payment: (1) lawful money of the United States of America sufficient to make such payment; (2) Defeasance Securities, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment and when proper arrangements have been made by the District with the Paying Agent/Registrar for the payment of its services until all Defeased Bonds shall have become due and payable; or (3) any combination of (1) and (2). At such time as a Bond shall be deemed to be a Defeased Bond hereunder, as aforesaid, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes herein levied and the limited Net Revenues pledged as provided in this Order, and such principal and interest shall be payable solely from such money or Defeasance Securities.

(b) The deposit under clause (ii) of subsection (a) shall be deemed a payment of a Bond as aforesaid when proper notice of redemption of such Bonds shall have been given, in accordance with this Order. Any money so deposited with the Paying Agent/Registrar as provided in this Section may at the discretion of the Board of Directors also be invested in Defeasance Securities, maturing in the amounts and at the times as hereinbefore set forth, and all income from all Defeasance Securities in possession of the Paying Agent/Registrar pursuant to this Section which is not required

for the payment of such Bond and premium, if any, and interest thereon with respect to which such money has been so deposited, shall be turned over to the Board of Directors.

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

(d) Notwithstanding anything elsewhere in this Order, if money or Defeasance Securities have been deposited or set aside with the Paying Agent/Registrar pursuant to this Section for the payment of Bonds and such Bonds shall not have in fact been actually paid in full, no amendment of the provisions of this Section shall be made without the consent of the registered owner of each Bond affected thereby.

(e) Notwithstanding the provisions of subsection (a) immediately above, to the extent that, upon the defeasance of any Defeased Bond to be paid at its maturity, the District retains the right under Texas law to later call that Defeased Bond for redemption in accordance with the provisions of the order authorizing its issuance, the District may call such Defeased Bond for redemption upon complying with the provisions of Texas law and upon the satisfaction of the provisions of subsection (a) immediately above with respect to such Defeased Bond as though it was being defeased at the time of the exercise of the option to redeem the Defeased Bond and the effect of the redemption is taken into account in determining the sufficiency of the provisions made for the payment of the Defeased Bond.

As used in this section, "Defeasance Securities" means: (i) Federal Securities; (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent; and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm no less than "AAA" or its equivalent.

(f) The Board of Directors agrees to give written notice to the City of any defeasance effected by the District promptly upon making the deposits with the Paying Agent/Registrar as provided in this Section.

(g) Notwithstanding anything herein to the contrary, in the event that the principal and/or interest due on the Bonds shall be paid by _____ (as hereinafter defined) pursuant to the Financial Guaranty Insurance Policy (as hereinafter defined), the Bonds shall remain outstanding for all purposes, not be defeased or otherwise satisfied and not be considered paid by the District and the assignment and pledge of the ad valorem taxes and all covenants, agreements and other obligations of the District to the registered owners shall continue to exist and shall run to the benefit of _____ and _____ shall be subrogated to the rights of such registered owners.

Section 9. FUNDS, FLOW OF FUNDS, APPLICATION OF FUNDS AND INVESTMENTS. (a) Designation of Funds. The following funds are hereby created or affirmed:

(i) the Operating Fund;

(ii) the Bond Fund;

(iii) the Construction Fund; and

(iv) the Escrow Fund.

Each fund shall be kept separate and apart from all other funds of the District. The Bond Fund shall constitute a trust fund which shall be held in trust for the benefit of the owners of the Bonds. All other funds shall be used solely as provided in this Order until all of the Bonds have been retired, both as to principal and interest.

(b) Operating Fund. The Operating Fund shall comprise the fund of the District for operating and maintaining the System and paying general and administrative expenses of the District. The District shall deposit to the credit of the Operating Fund all income or increment which may grow out of the ownership and operation of the System unless derived from contracts with other persons, including private corporations, municipalities and political subdivisions which, under the terms of the authorizing orders, may be pledged for the requirements of the District's revenue bonds issued particularly to finance the facilities needed in performing any such contracts, and the District may deposit to the credit of the Operating Fund such other income or receipts of the District not otherwise required to be applied by this Order. The Operating Fund shall be used solely to: (i) pay all reasonable expenses of the administration, efficient operation and adequate maintenance of the System; (ii) transfer from time to time any excess to the credit of the Bond Fund when needed to pay the obligations of the District payable therefrom; and (iii) to the extent the balance of the Bond Fund and tax collections available for deposit thereto are sufficient to pay when due the obligations of the District payable from the Bond Fund, to pay any other expense of the District.

(c) Bond Fund. The Bond Fund shall comprise the interest and sinking fund of the District. The District shall deposit to the credit of the Bond Fund: (i) accrued interest on the Current Interest Bonds from their date to the date of their delivery; (ii) collections of District taxes or Net Revenues, if any, to the extent provided in Section 7(a) and 7(b) hereof; and (iii) amounts transferred from the Operating Fund to the extent provided in paragraph (b) of this Section 9. The Bond Fund, including interest earnings or amounts deposited therein, shall be applied solely to pay the principal or redemption price of and interest on the Bonds when due, the fees of the Paying Agent/Registrar and to pay when due any other bonds or notes of the District payable in whole or in part from taxes or Net Revenues.

(d) Construction Fund. The Construction Fund shall comprise the capital improvements fund of the District. The District shall deposit to the credit of the Construction Fund the balance of the proceeds of the Bonds remaining after the deposits to the Bond Fund provided in Section 9(c) and the Escrow Fund provided in Section 9(e) of this Order and the proceeds of any subsequent issue of bonds or notes intended to be used to pay the cost of acquiring, construction or reconstructing the System or any portion thereof. The Construction Fund shall be applied solely to pay: (i) the costs necessary or appropriate to accomplish such of the purposes for which the Bonds are issued as approved by the TCEQ with any surplus proceeds subject to the TCEQ's further approval; (ii) the costs of issuing the Bonds; and (iii) such costs for which the District subsequently issues construction bonds. Interest earnings derived from the investment of proceeds from the sale of the Bonds deposited in the Construction Fund shall be used for the purpose for which the Bonds are issued; provided that after completion of the purposes set forth in Section 1 of this Order any interest earnings remaining on hand shall be deposited in the Bond Fund.

(e) Escrow Fund. The Escrow Fund shall be created and shall be governed by the terms of the Escrow Agreement in substantially the form attached hereto as Exhibit C.

(f) Investment of Funds. Except for the accrued interest on the Bonds deposited in the Bond Fund, the Board of Directors may place money in any Fund created by this Order in time or demand deposits or invest such moneys as authorized by law at the time of such deposit. Accrued interest deposited into the Bond Fund shall be invested only in direct obligations of (including obligations issued or held in book-entry-only form on the books of the Department of Treasury) the United States. The District hereby covenants that the proceeds of the sale of the Bonds will be used as soon as practicable for the purposes for which the Bonds are issued. Obligations purchased as an investment of money in any Fund shall be deemed to be a part of such Fund. Except as otherwise provided by law or by this Order, amounts received from the investment of any money in any Fund created by this Order, except the Bond Fund which shall be applied as set forth in Section 9(c) above, may be placed into any fund of the District as determined by the Board of Directors.

(g) Security for Funds. All Funds created by this Order shall be secured in the manner and to the fullest extent required by law for the security of funds of the District.

(h) Interest Earnings on Bond Proceeds. Interest earnings derived from the investment of proceeds from the sale of the Bonds, not otherwise required to be rebated to the United States, shall be used along with other Bond proceeds for the purpose for which the Bonds are issued as set forth in Section 1 hereof; provided that after completion of such purpose, if any of such interest earnings remain on hand, such interest earnings shall be deposited in the Bond Fund.

Section 10. CUSTODY, APPROVAL AND REGISTRATION OF BONDS; BOND COUNSEL'S OPINION; CUSIP NUMBERS AND CONTINGENT INSURANCE PROVISION, IF OBTAINED. The President of the Board of Directors of the District is hereby authorized to have control of the Bonds initially issued and delivered hereunder and all necessary records and proceedings pertaining to the Bonds pending their delivery and their investigation, examination and approval by the Attorney General, and their registration by the Comptroller. Upon registration of the Bonds said Comptroller (or a deputy designated in writing to act for said Comptroller) shall manually sign the Comptroller's Registration Certificate attached to such Bonds, and the seal of said Comptroller shall be impressed, or placed in facsimile, on such Certificate. The approving legal opinion of the District's Bond Counsel and the assigned CUSIP numbers may, at the option of the District, be printed on the Bonds issued and delivered under this Order, but neither shall have any legal effect, and shall be solely for the convenience and information of the registered owners of the Bonds. In addition, if a Municipal Bond Insurance Policy is obtained, the Bonds may bear an appropriate legend as provided by such bond insurer.

Section 11. COVENANTS REGARDING TAX EXEMPTION OF INTEREST ON THE BONDS. (a) Covenants. The District covenants to take any action necessary to assure, or refrain from any action which would adversely affect, the treatment of the Bonds as obligations described in section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the District covenants as follows:

(1) to take any action to assure that no more than 10 percent of the proceeds of the Bonds or the projects financed therewith (less amounts deposited to a reserve fund, if any) are used for any "private business use," as defined in section 141(b)(6) of the Code or, if more than 10 percent of the proceeds or the projects financed therewith are so used, such amounts, whether or not received by the District, with respect to such private business use, do not, under the terms of this Order or any underlying arrangement, directly or indirectly, secure or provide for the payment of more than 10 percent of the debt service on the Bonds, in contravention of section 141 (b)(2) of the Code;

(2) to take any action to assure that in the event that the "private business use" described in subsection (1) hereof exceeds 5 percent of the proceeds

of the Bonds or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a "private business use" which is "related" and not "disproportionate," within the meaning of section 141 (b)(3) of the Code, to the governmental use;

(3) to take any action to assure that no amount which is greater than the lesser of \$5,000,000, or 5 percent of the proceeds of the Bonds (less amounts deposited into a reserve fund, if any) is directly or indirectly used to finance loans to persons, other than state or local governmental units, in contravention of section 141 (c) of the Code;

(4) to refrain from taking any action which would otherwise result in the Bonds being treated as "private activity bonds" within the meaning of section 141 (b) of the Code;

(5) to refrain from taking any action that would result in the Bonds being "federally guaranteed" within the meaning of section 149(b) of the Code;

(6) to refrain from using any portion of the proceeds of the Bonds, directly or indirectly, to acquire or to replace funds which were used, directly or indirectly, to acquire investment property (as defined in section 148(b)(2) of the Code) which produces a materially higher yield over the term of the Bonds, other than investment property acquired with:

(A) proceeds of the Bonds invested for a reasonable temporary period of 3 years or less or, in the case of a refunding bond, for a period of 30 days or less until such proceeds are needed for the purpose for which the bonds are issued;

(B) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the Treasury Regulations; and

(C) amounts deposited in any reasonably required reserve or replacement fund to the extent such amounts do not exceed 10 percent of the proceeds of the Bonds;

(7) to otherwise restrict the use of the proceeds of the Bonds or amounts treated as proceeds of the Bonds, as may be necessary, so that the Bonds do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage) and, to the extent applicable, section 149(d) of the Code (relating to advance refundings); and

(8) to pay to the United States of America at least once during each five-year period (beginning on the date of delivery of the Bonds) an amount that is at least equal to 90 percent of the "Excess Earnings," within the meaning of section 148(f) of the Code and to pay to the United States of America, not later than 60 days after the Bonds have been paid in full, 100 percent of the amount

then required to be paid as a result of Excess Earnings under section 148(f) of the Code.

(b) Rebate Fund. In order to facilitate compliance with the above covenant (8), a "Rebate Fund" is hereby established by the District for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other person, including without limitation the bondholders. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

(c) Proceeds. The District understands that the term "proceeds" includes "disposition proceeds" as defined in the Treasury Regulations and, in the case of refunding bonds, transferred proceeds (if any) and proceeds of the refunded bonds expended prior to the date of issuance of the Bonds. It is the understanding of the District that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U. S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated which modify or expand provisions of the Code, as applicable to the Bonds, the District will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements which are applicable to the Bonds, the District agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Bonds under section 103 of the Code. In furtherance of such intention, the District hereby authorizes and directs the President of the Board of Directors to execute any documents, certificates or reports required by the Code and to make such elections, on behalf of the District, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds.

(d) Designation as Qualified Tax-Exempt Bonds. District hereby designates the Bonds as "qualified tax-exempt bonds" as defined in section 265(b)(3) of the Code. In furtherance of such designation, the District represents, covenants and warrants the following: (a) that during the calendar year in which the Bonds are issued, the District (including any subordinate entities) has not designated nor will designate bonds, which when aggregated with the Bonds, will result in more than \$10,000,000 of "qualified tax-exempt bonds" being issued; (b) that the District reasonably anticipates that the amount of tax-exempt obligations issued, during the calendar year in which the Bonds are issued, by the District (or any subordinate entities) will not exceed \$10,000,000; and (c) that the District will take such action or refrain from such action as necessary, and as more particularly set forth in this Section, in order that the Bonds will not be considered "private activity bonds" within the meaning of section 141 of the Code.

Section 12. SALE OF BONDS. The Bonds are hereby sold to Samco Capital Markets. (the "Purchaser") in accordance with the terms of the Bond Purchase Agreement attached hereto as Exhibit D. The Board of Directors hereby finds and determines that the net effective interest rate on the Bonds, as calculated pursuant to

Chapter 1204, Texas Government Code, as amended, is ____% which rate is not more than two (2) percent above the highest average interest rate reported by the "Daily Bond Buyer" in its weekly "Bond Index" during the one month period preceding the date of the Preliminary Official Statement, _____, 2006. The Bonds shall initially be registered in the name of the Purchaser.

Section 13. GENERAL COVENANTS OF THE DISTRICT. The District covenants and represents that:

(1) It has lawful power to issue the Bonds and to pledge the Net Revenues and has lawfully exercised such power under the Constitution and laws of the State.

(2) The Bonds shall be ratably secured in such manner that no one Bond shall have preference over other Bonds.

(3) Except for the pledge to the payment of the Previously Issued Bonds, the Net Revenues have not been in any manner pledged to the payment of any debt or obligation of the District or of the System.

(4) It has obtained or will obtain and will comply with the terms and conditions of all franchises, permits and authorizations and will maintain same in full force and effect.

(5) It will proceed to acquire and construct with all due diligence and dispatch so much of the System as shall have been financed with the proceeds of the Bonds deposited in the Construction Fund.

(6) It will levy an ad valorem tax that will be sufficient to provide funds to pay the interest on the Bonds and to provide the necessary sinking fund, all as described in Section 7 of this Order.

(7) It shall keep accurate records and accounts and employ an independent certified public accountant to audit and report on its financial affairs at the close of each fiscal year. Such audits shall be in accordance with applicable law, rules and regulations in effect from time to time, including particularly Section 50.371 et seq. of the Texas Water Code, as amended, and the Water District Financial Management Guide adopted by the Texas Commission on Environmental Quality. A copy of such audit shall be filed in the office of the District and shall be open to inspection by any interested person during normal office hours. The District shall allow any holder or holders of not less than 25% in principal amount of the bonds then outstanding to inspect the System and all records, accounts and data of the District relating thereto at all reasonable times and shall furnish a copy of such audit report to any such holder or holders upon request upon payment to the District of the charge therefor as prescribed by law.

(8) The President, the Vice President, the Secretary and all other officers of the Board of Directors from time to time, or any of them, are hereby authorized and directed to do any and all things required for the construction of the System and are further authorized and directed to make money of the District available for the payment of the Bonds in the manner provided by law and herein.

Section 14. REMEDIES OF REGISTERED OWNERS. In addition to all rights and remedies of any registered owner of the Bonds provided by the laws of the State the District and the Board of Directors covenant and agree that in the event the District defaults in the payment of the principal of or interest on any of the Bonds when due, fails to make the payments required by this Order to be made into the Bond Fund, or defaults in the observance or performance of any of the covenants, conditions or obligations set forth in this Order, the registered owner of any of the Bonds shall be entitled to a writ of mandamus issued by a court of proper jurisdiction compelling and requiring the Board and other officers of the District to observe and perform any covenant, obligation or condition prescribed in this Order. No delay or omission by any registered owner upon default shall impair any such right or power, or shall be construed to be a waiver of any such default or acquiescence therein, and every such right or power may be exercised from time to time and as often as may be deemed expedient. The specific remedies mentioned in this Order shall be available to the registered owners of the Bonds as provided herein and shall be cumulative of all other lasting remedies.

Section 15. ADDITIONAL BONDS AND REFUNDING BONDS. (a) Additional Bonds. The District reserves the right to issue additional bonds as may hereafter be authorized, payable from and equally secured by a pledge of taxes or Net Revenues or both; bonds, notes and other obligations as authorized by law; and revenue bonds payable solely from contracts with other persons, including private corporations, municipalities and political subdivisions, issued particularly to finance facilities needed in performing any such contracts.

(b) Refunding Bonds. The District further reserves the right to refund any Bonds and the Previously Issued Bonds.

Section 16. APPROVAL OF OFFICIAL STATEMENT, ESCROW AGREEMENT, BOND PURCHASE AGREEMENT AND PAYING AGENT/REGISTRAR AGREEMENT. The District hereby approves the form and content of the Official Statement relating to the Bonds and any addenda, supplement or amendment thereto, and approves the distribution of such Official Statement in the reoffering of the Bonds by the Purchaser in final form, with such changes therein or additions thereto as the officer executing the same may deem advisable, such determination to be conclusively evidenced by his execution thereof. The distribution and use of the Preliminary Official Statement, dated _____, 2006, prior to the date hereof is hereby ratified and confirmed.

The Paying Agent/Registrar Agreement by and between the District and JPMorgan Chase Bank, National Association, Dallas, Texas, ("Paying Agent Agreement") in substantially the form and substance attached hereto as Exhibit E is

hereby approved and the President or Vice President of the Board of Directors is hereby authorized and directed to complete, amend, modify and execute the Paying Agent Agreement, as necessary.

The Escrow Agreement by and between the District and JPMorgan Chase Bank, National Association, Dallas, Texas, as Escrow Agent (the "Escrow Agreement") in substantially the form and substance attached hereto as Exhibit C is hereby approved, and the President or Vice President of the Board of Directors is hereby authorized to complete, amend, modify and execute the Escrow Agreement, as necessary and the Secretary or Assistant Secretary is authorized and directed to attest such agreement.

The President, Vice President, the Secretary or Assistant Secretary are each hereby authorized to take such action as may be necessary to cause the purchase and delivery of the federal securities to be acquired and deposited to the credit of the Escrow Fund created by the Escrow Agreement.

The Bond Purchase Agreement by and between the District and the Purchaser (the "Bond Purchase Agreement") in substantially the form attached hereto as Exhibit D is hereby approved, and the President or Vice President of the Board of Directors is hereby authorized to complete, amend, modify and execute the Bond Purchase Agreement, as necessary and the Secretary or Assistant Secretary is authorized and directed to attest such agreement.

Section 17. DAMAGED, MUTILATED, LOST, STOLEN OR DESTROYED BONDS. (a) Replacement Bonds. In the event any outstanding Bond is damaged, mutilated, lost, stolen or destroyed, the Paying Agent/Registrar shall cause to be printed, executed and delivered, a new bond of the same principal amount, maturity and interest rate, as the damaged, mutilated, lost, stolen or destroyed Bond, in replacement for such Bond in the manner hereinafter provided.

(b) Application for Replacement Bonds. Application for replacement of damaged, mutilated, lost, stolen or destroyed Bonds shall be made by the registered owner thereof to the Paying Agent/Registrar. In every case of loss, theft or destruction of a Bond, the registered owner applying for a replacement bond shall furnish to the District and to the Paying Agent/Registrar such security or indemnity as may be required by them to save each of them harmless from any loss or damage with respect thereto. Also, in every case of loss, theft or destruction of a Bond, the registered owner shall furnish to the District and to the Paying Agent/Registrar evidence to their satisfaction of the loss, theft or destruction of such Bond. In every case of damage or mutilation of a Bond, the registered owner shall surrender to the Paying Agent/Registrar for cancellation the Bond so damaged or mutilated.

(c) No Default Occurred. Notwithstanding the foregoing provisions of this Section, in the event any such Bond shall have matured, and no default has occurred which is then continuing in the payment of the principal of or interest on the Bond, the District may authorize the payment of the same (without surrender thereof except in the

case of a damaged or mutilated Bond) instead of issuing a replacement Bond, provided security or indemnity is furnished as above provided in this Section.

(d) Charge for Issuing Replacement Bonds. Prior to the issuance of any replacement bond, the Paying Agent/Registrar shall charge the registered owner of such Bond with all legal, printing and other expenses in connection therewith. Every replacement bond issued pursuant to the provisions of this section by virtue of the fact that any Bond is lost, stolen or destroyed shall constitute a contractual obligation of the District whether or not the lost, stolen or destroyed Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits of this Order equally and proportionately with any and all other Bonds duly issued under this Order.

(e) Authority for Issuing Replacement Bonds. In accordance with Section 1201.062, Texas Government Code, this section of this Order shall constitute authority for the issuance of any such replacement bond without necessity of further action by the governing body of the District or any other body or person, and the duty of the replacement of such bonds is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such Bonds in the form and manner and with the effect, as provided in Section 5(a) of this Order for Bonds issued in conversion and exchange for other Bonds.

Section 18. ORDER A CONTRACT; AMENDMENTS. The District acknowledges that the covenants and obligations of the District herein contained are a material inducement to the purchase of the Bonds. This Order shall constitute a contract with the holders of the Bonds from time to time, binding on the District and its successors and assigns, and shall not be amended or repealed by the District so long as any Bond remains outstanding except as permitted in this Section 18. The District may, without the consent of or notice to any holders of Bonds, from time to time and at any time amend this Order in any manner not detrimental to the interests of the holders of the Bonds, including the curing of any ambiguity, inconsistency or formal defect or omission herein. In addition, the District may, with the written consent (expressed as provided herein) of the holders of a majority in aggregate principal amount of the Bonds then outstanding affected thereby, amend, add to or rescind any of the provisions of this Order; provided; that, without the consent of the holders of all of the Bonds affected, no such amendment addition or rescission shall: (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, change the place or places, or the coin or currency in which, any Bond or the interest thereon is payable or in any other way modify the terms of payment of the principal of or interest on the Bonds; (ii) give any preference to any Bond over any other Bond; or (iii) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition or rescission. Whenever the District shall desire to make any amendment or addition to or rescission of this Order requiring the consent of holders of the Bonds, the District shall cause notice of the amendment, addition or rescission to be published at least once a week for two consecutive weeks in a newspaper or financial journal of general circulation in the City of Austin, Texas, the first of each such publications being at least thirty (30) days prior to the date of adoption of such amendment, addition or rescission. If, because of temporary or permanent suspension of

publication or general circulation of such newspapers or journals, it is impossible or impracticable to publish such notice in the manner provided herein, then such publication in lieu thereof as the District shall deem satisfactory shall constitute sufficient publication of such notice. Whenever, at any time within one year after the date of the first publication of such notice, the District shall receive an instrument or instruments in writing executed by the holders of a majority in aggregate principal amount of the Bonds then outstanding affected by any such amendment, addition or rescission requiring the consent of holders of Bonds, which instrument or instruments shall refer to the proposed amendment, addition or rescission described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice, thereupon, but not otherwise, the District may adopt such amendment addition, or rescission in substantially such form, except as herein provided. No holder of Bonds may thereafter object to the adoption of such amendment, addition or rescission, or to any of the provisions thereof, and such amendment, addition or rescission shall be fully effective for all purposes.

Section 19. PARTIES INTEREST HEREIN. Nothing in this Order, expressed or implied, is intended or shall be construed to confer upon, or to give to, any person or entity, other than the District, the bond insurer, if any, and the registered owners of the Bonds, any right, remedy or claim under or by reason of this Order or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Order contained by and on behalf of the District shall be for the sole and exclusive benefit of the District and the registered owners of the Bonds.

Section 20. OPEN MEETING. It is hereby officially found and determined that the meeting at which this Order is adopted, was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Government Code, as amended and Chapter 49, Texas Water Code, as amended.

Section 21. CONTINUING DISCLOSURE UNDERTAKING. (a) Annual Reports. The District shall provide annually to each NRMSIR and any SID, within six months after the end of each fiscal year ending in or after 2006, financial information and operating data with respect to the District of the general type included in the final Official Statement authorized by Section 16 of this Order, being the information described in Exhibit F hereto. Any financial statements so to be provided shall be: (1) prepared in accordance with the accounting principles described in Exhibit F hereto, or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation; and (2) audited, if the District commissions an audit of such Statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the District shall provide unaudited financial statements by the required time, and will provide audited financial statements for the applicable fiscal year to each NRMSIR and any SID, when and if the audit report on such statements become available.

If the District changes its fiscal year, it will notify each NRMSIR and any SID of the change (and of the date of the new fiscal year end) prior to the next date by which the

District otherwise would be required to provide financial information and operating data pursuant to this Section.

The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to each NRMSIR and any SID or filed with the SEC.

(b) Material Event Notices. The District shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any of the following events with respect to the Bonds, if such event is material within the meaning of the federal securities laws:

- A. Principal and interest payment delinquencies;
- B. Non-payment related defaults;
- C. Unscheduled draws on debt service reserves reflecting financial difficulties;
- D. Unscheduled draws on credit enhancements reflecting financial difficulties;
- E. Substitution of credit or liquidity providers, or their failure to perform;
- F. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
- G. Modifications to rights of holders of the Bonds;
- H. Bond calls;
- I. Defeasances;
- J. Release, substitution or sale of property securing repayment of the Bonds; and
- K. Rating changes.

The District shall notify any SID and either each NRMSIR or the MSRB, in a timely manner, of any failure by the District to provide financial information or operating data in accordance with Section 21 of this Order by the time required by such section.

(c) Limitations, Disclaimers and Amendments. The District shall be obligated to observe and perform the covenants specified in this section for so long as, but only for so long as, the District remains an "obligated person" with respect to the

Bonds within the meaning of the Rule, except that the District in any event will give notice of any deposit made in accordance with Section 8 that causes the Bonds no longer to be outstanding.

The provisions of this section are for the sole benefit of the holders and beneficial owners of the Bonds, and nothing in this section, express or implied, shall give any benefit or any legal or equitable right, remedy or claim hereunder to any other person. The District undertakes to provide only the financial information, operating data, financial statements and notices which it has expressly agreed to provide pursuant to this section and does not hereby undertake to provide any other information that may be relevant or material to a complete presentation of the District's financial results, condition or prospects or hereby undertake to update any information provided in accordance with this section or otherwise, except as expressly provided herein. The District does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE DISTRICT BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE DISTRICT, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

No default by the District in observing or performing its obligations under this Section shall comprise a breach of or default under the Order for purposes of any other provision of this Order.

Nothing in this Section is intended or shall act to disclaim, waive or otherwise limit the duties of the District under federal and state securities laws.

The provisions of this Section may be amended by the District from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law or a change in the identity, nature, status or type of operations of the District, but only if: (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances; and (2) either: (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Order that authorizes such an amendment) of the outstanding Bonds consents to such amendment; or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determines that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. If the District so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with Section 21(a) an explanation, in narrative form, of the reason for the amendment and of the impact of any

change in the type of financial information or operating data so provided. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Section 22. REDEMPTION OF REFUNDED BONDS.

(a) The District hereby directs that the Refunded Bonds described on Schedule I attached hereto be called for redemption on September 1, 2008, at the redemption price of par plus accrued interest to the date of redemption.

(b) The Secretary of the Board of Directors is hereby authorized to cause notice of redemption to be given to the paying agent/registrars for the Refunded Bonds by delivery thereto of a certified copy of this Order, the delivery of this Order constituting delivery of notice of redemption. The paying agent/registrars for the Refunded Bonds is hereby directed to provide the appropriate notices of redemption and defeasance, as required under the respective orders pursuant to which such Refunded Bonds were issued, and is hereby directed to make appropriate arrangements so that the Refunded Bonds may be redeemed on the redemption date.

(c) The source of funds for payment of the principal of and interest on the Refunded Bonds on their respective maturity or redemption dates shall be from the funds placed in escrow with the Escrow Agent, pursuant to the Escrow Agreement approved in Section 16 of this Order.

Section 23. FURTHER PROCEDURES. (a) The officers and employees of the District are hereby authorized and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and on behalf of and under the corporate seal of the District all agreements, instruments, or such other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Order, the Escrow Agreement, the Paying Agent/Registrar Agreement, and the Bond Purchase Agreement and the initial sale and delivery of the Bonds. In addition, prior to the initial delivery of the Bonds, the President or the Vice President of the Board of Directors and the District's Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Order or to any of the instruments authorized and approved by this Order: (i) in order to cure any technical ambiguity, formal defect, or omission in the Order or such other document; or (ii) as requested by the Attorney General or his representative to obtain the approval of the Bonds by the Attorney General and if such officer or counsel determines that such ministerial changes are consistent with the intent and purpose of the Order, which determination shall be final. In the event that any officer of the District whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

(b) There is hereby appropriated for transfer to the Bond Fund, from District funds, legally available and on hand, moneys sufficient to pay the debt service coming due on the Bonds on September 1, 2006.

Section 24. BOND INSURANCE. The purchase of a municipal bond insurance policy from _____ ("_____") as additional security for the Bonds is hereby approved. The printing of a legend describing the municipal bond insurance policy issued by _____ is hereby authorized. The payment of the premium to _____ in consideration for the issuance of said policy is hereby approved. The District shall comply with the provisions contained in the Financial Guaranty Insurance Commitment issued by the Insurer (and as set forth in Exhibit G hereto) as if such provisions were set forth in this Order.

(a) **Definitions.** The following words and terms shall have the following meanings, respectively:

"_____" shall mean _____ Corporation, a Wisconsin-domiciled stock insurance company.

"Financial Guaranty Insurance Policy" shall mean the financial guaranty insurance policy issued by _____ insuring the payment when due of the principal of and interest on the Bonds as provided therein.

(b) **Consent of [_____].** Any provision of this Order expressly recognizing or granting rights in or to _____ may not be amended in any manner which affects the rights of _____ hereunder without the prior written consent of _____. _____ reserves the right to charge the District a fee for any consent or amendment to this Order while the Financial Guaranty Insurance Policy is outstanding.

(c) **Consent of [_____] in Lieu of Bond Holder Consent.** Unless otherwise provided in this Section, _____'s consent shall be required in lieu of Bond holder consent, when required, for the following purposes: (i) execution and delivery of any supplemental order or any amendment, supplement or change to or modification of this Order; (ii) removal of the Paying Agent/Registrar and selection and appointment of any successor paying agent/registrar; and (iii) initiation or approval of any action not described in (i) or (ii) above which requires Bond holder consent.

(d) **Consent of [_____] in the Event of Insolvency.** Any reorganization or liquidation plan with respect to the District must be acceptable to _____. In the event of any reorganization or liquidation, _____ shall have the right to vote on behalf of all holders of Bonds who hold _____-insured Bonds absent a default by _____ under the applicable Financial Guaranty Insurance Policy insuring such Bonds.

(e) Consent of [] Upon Default. Anything in this Order to the contrary notwithstanding, upon the occurrence and continuance of an event of default of any covenant in this Order, _____ shall be entitled to control and direct the enforcement of all rights and remedies granted to the holders of the Bonds or the Paying Agent/Registrar for the benefit of the holders of the Bonds under this Order.

(f) Notices to be Given to [] (Surveillance Department). While the Financial Guaranty Insurance Policy is in effect, the District shall furnish to _____ to the attention of the Surveillance Department, the following documents:

(i) as soon as practicable after the filing thereof, a copy of any financial statement, audit and/or annual report of the District;

(ii) a copy of any notice to be given to the registered owners of the Bonds, including, without limitation, notice of any redemption of or defeasance of the Bonds, and any certificate rendered pursuant to this Order relating to the security for the Bonds, at no cost to _____;

(iii) to the extent the District has entered into a continuing disclosure agreement with respect to the Bonds, _____ shall be included as party to be notified; and

(iv) such additional information _____ may reasonably request.

(g) Notices to be Given to [] (General Counsel Office). While the Financial Guaranty Insurance Policy is in effect, the District shall furnish to _____ to the attention of the General Counsel Office, the following documents:

(i) the District shall notify _____ of any failure of the District to provide relevant notices, certificates or reports;

(ii) notwithstanding any other provision of this Order, the District shall immediately notify _____ if at any time there is insufficient money to make any payments of principal and/or interest as required and immediately upon the occurrence of any event of default hereunder; and

(iii) the District will permit _____ to discuss the affairs, finances and accounts of the District or any information _____ may reasonably request regarding security for the Bonds with appropriate officers of the District. The District will permit _____ to have access to and to make copies of all books and records relating to the Bonds at any reasonable time.

(h) Payment Procedure Pursuant to the Financial Guaranty Insurance Policy.
As long as the Bonds insurance shall be in full force and effect, the District and the Paying Agent/Registrar agree to comply with the following provisions:

(i) At least one (1) day prior to all interest payment dates, the District or the Paying Agent/Registrar will determine whether there will be sufficient funds in the funds and accounts to pay the principal of or interest on the Bonds on such interest payment date. If the District determines that there will be insufficient funds in such funds or accounts, the District shall so notify _____ and the Paying Agent/Registrar. Such notice shall specify the amount of the anticipated deficiency, the Bonds to which such deficiency is applicable and whether such Bonds will be deficient as to principal or interest or both. If the District has not so notified _____ at least one (1) day prior to an interest payment date, _____ will make payments of principal or interest due on the Bonds on or before the first day next following the date on which _____ shall have received notice of nonpayment from the District.

(ii) The District shall, after giving notice to _____ as provided in (i) above, make available to _____ and, at _____'s direction, to _____, in _____, _____, as insurance trustee for _____ or any successor insurance trustee (the "Insurance Trustee"), the registration books of the District maintained by the Paying Agent/Registrar and all records relating to the funds and accounts maintained under this Order.

(iii) The Paying Agent/Registrar shall provide _____ and the Insurance Trustee with a list of registered owners of Bonds entitled to receive principal or interest payments from _____ under the terms of the Financial Guaranty Insurance Policy, and shall make arrangements with the Insurance Trustee: (A) to mail checks or drafts to the registered owners of Bonds entitled to receive full or partial interest payments from _____; and (B) to pay principal upon Bonds surrendered to the Insurance Trustee by the registered owners of Bonds entitled to receive full or partial principal payments from _____.

(iv) The Paying Agent/Registrar shall, at the time it receives notice pursuant to (i) above, notify registered owners of Bonds entitled to receive the payment of principal or interest thereon from _____: (A) as to the fact of such entitlement; (B) that _____ will remit to them all or a part of the interest payments next coming due upon proof of registered owner entitlement to interest payments and delivery to the Insurance Trustee, in form satisfactory to the Insurance Trustee, of an appropriate assignment of the registered owner's right to payment; (C) that should they be entitled to receive full payment of principal from _____, they must present and surrender their Bonds together with an appropriate instrument of assignment in

form satisfactory to the Insurance Trustee to permit ownership of such Bonds to be registered in the name of _____ for payment to the Insurance Trustee, and not the Paying Agent/Registrar; and (D) that should they be entitled to receive partial payment of principal from _____, they must present and surrender their Bonds for payment thereon first to the Paying Agent/Registrar, who shall note on such Bonds the portion of the principal paid by the Paying Agent/Registrar, and then, along with an appropriate instrument of assignment in form satisfactory to the Insurance Trustee, to the Insurance Trustee, which will then pay the unpaid portion of principal.

(v) In the event that the Paying Agent/Registrar has notice that any payment of principal of or interest on a Bond which has become due for payment and which is made to a Bond holder by or on behalf of the District has been deemed a preferential transfer and theretofore recovered from its registered owner pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with the final nonappealable order of a court having competent jurisdiction, the Paying Agent/Registrar shall at the time _____ is notified pursuant to (i) above, notify all registered owners that in the event that any registered owner's payment is so recovered, such registered owner will be entitled to payment from _____ to the extent of such recovery if sufficient funds are not otherwise available, and the Paying Agent/Registrar shall furnish to _____ its records evidencing the payments of principal of and interest on the Bonds which have been made by the Paying Agent/Registrar and subsequently recovered from registered owners and the dates on which such payments were made.

(vi) In addition to those rights granted _____ under this Order, _____ shall, to the extent it makes payment of principal of or interest on Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Financial Guaranty Insurance Policy, and to evidence such subrogation: (A) in the case of subrogation as to claim for past due interest, the Paying Agent/Registrar shall note _____'s rights as subrogee on the registration books of the District maintained by the Paying Agent/Registrar, upon receipt from _____ of proof of the payment of interest thereon to the registered owners of the Bonds; and (B) in the case of subrogation as to claims for past due principal, the Paying Agent/Registrar shall note _____'s rights as subrogee on the registration books of the District maintained by the Paying Agent/Registrar upon surrender of the Bonds by the registered owners thereof together with proof of the payment of principal thereof.

(i) Permitted Investments. Any of the following obligations may be used a permitted investment, to the extent permitted by applicable law, including but not limited to Chapter 2256 of the Texas Government Code, and the District's investment policy:

(i) Cash (insured at all times by the Federal Deposit Insurance Corporation);

(iii) Direct obligations of the United States of America; or

(iii) Senior debt obligations of other Government Sponsored Agencies approved by _____;

(i) [_____] as Third Party Beneficiary. To the extent that this Order confers or gives or grants to _____ any right, remedy or claim under or by reason of this Resolution, _____ is hereby explicitly recognized as being a third-party beneficiary hereunder and may enforce any such rights, remedy or claim conferred, given or granted hereunder.

Section 25. ORDER EFFECTIVE IMMEDIATELY. This Order shall be effective immediately from and after its passage in accordance with the provisions of Section 1201.028, Texas Government Code.

[Execution page follows]

PASSED, APPROVED AND EFFECTIVE this ____ day of _____, 2006.

**President of the Board of Directors
Northwest Austin Municipal Utility District No. 1**

ATTEST:

**Secretary of the Board of Directors
Northwest Austin Municipal Utility District No. 1**

(SEAL)

[SIGNATURE PAGE TO BOND ORDER]

SCHEDULE I

SCHEDULE OF REFUNDED BONDS

<u>Bond to be Refunded</u>	<u>Original Principal Amount</u>	<u>Outstanding Principal Amount</u>	<u>Maturities to be Refunded</u>	<u>Principal Amount Refunded</u>	<u>Redemption Date/Price</u>
Series 2001 Bonds	\$5,710,000	\$270,000	09/01/2020-09/01/2026 (Inclusive)	\$5,440,000	09/01/2008 @ par

EXHIBIT A

FORM OF BOND

**UNITED STATES OF AMERICA
STATE OF TEXAS**

**NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1
UNLIMITED TAX REFUNDING BOND, SERIES 2006
[FORM OF FIRST PARAGRAPHS OF CURRENT INTEREST BONDS]**

NO. R-

**PRINCIPAL
AMOUNT
\$ _____**

INTEREST RATE DATE OF BOND MATURITY DATE CUSIP NO.

June 1, 2006

REGISTERED OWNER:

PRINCIPAL AMOUNT:

ON THE MATURITY DATE specified above, **NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1** (the "District"), being a political subdivision of the State of Texas, hereby promises to pay to the Registered Owner set forth above, or registered assign (hereinafter called the "registered owner") the Principal Amount set forth above, and to pay interest thereon from June 1, 2006, on September 1, 2006, and semiannually on each September 1 and March 1 thereafter to the maturity date specified above, or the date of redemption prior to maturity, at the interest rate per annum specified above; except that if this Bond is required to be authenticated and the date of its authentication is later than the first Record Date (hereinafter defined), such principal amount shall bear interest from the interest payment date next preceding the date of authentication, unless such date of authentication is after any Record Date but on or before the next following interest payment date, in which case such principal amount shall bear interest from such next following interest payment date; provided, however, that if on the date of authentication hereof the interest on the Bond or Bonds, if any, for which this Bond is being exchanged or converted from is due but has not been paid, then this Bond shall bear interest from the date to which such interest has been paid in full. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the District and the securities depository.

THE PRINCIPAL OF AND INTEREST ON this Bond are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Bond shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity or upon the date fixed for its redemption prior to maturity at the designated office for payment of JPMorgan Chase Bank, National Association (the "Paying Agent/Registrar") in Dallas, Texas. The payment of interest on this Bond shall be made by the Paying Agent/Registrar to the registered owner hereof on each interest payment date by check or draft, dated as of such interest payment date, drawn by the Paying Agent/Registrar on, and payable solely from, funds of the District required by the order authorizing the issuance of the Bonds (the "Bond Order") to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check or draft shall be sent by the Paying Agent/Registrar by United States mail, first -class postage prepaid, on or before each such interest payment date, to the registered owner hereof, at its address as it appeared on the fifteenth (15th) calendar day of the month next preceding each such date (the "Record Date") on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described. In addition, interest may be paid by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. In the event of a non-payment of interest on a scheduled payment date, and for thirty (30) calendar days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the District. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) calendar days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each registered owner as it appears on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

DURING ANY PERIOD in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity and bearing the same interest rate are to be redeemed, the particular Bonds of such maturity and bearing such interest rate shall be selected in accordance with the arrangements between the District and the securities depository.

ANY ACCRUED INTEREST due at maturity or upon the redemption of this Bond prior to maturity as provided herein shall be paid to the registered owner upon presentation and surrender of this Bond for payment at the designated office for payment of the Paying Agent/Registrar. The District covenants with the registered owner of this Bond that on or before each principal payment date, interest payment date, and any redemption date for this Bond it will make available to the Paying Agent/Registrar, from the "Bond Fund" created by the Bond Order, the amounts required to provide for the payment, in immediately available funds, of all principal of and interest on the Bonds, when due.

**UNITED STATES OF AMERICA
STATE OF TEXAS**

**NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1
UNLIMITED TAX REFUNDING BOND, SERIES 2006
[FORM OF FIRST PARAGRAPHS OF PREMIUM COMPOUND INTEREST BONDS]**

NO. CR-

**MATURITY
AMOUNT
\$ _____**

<u>INTEREST RATE</u>	<u>ISSUANCE DATE</u>	<u>MATURITY DATE</u>	<u>CUSIP NO.</u>
-----------------------------	-----------------------------	-----------------------------	-------------------------

June 1, 2006

REGISTERED OWNER:

MATURITY AMOUNT:

ON THE MATURITY DATE specified above, **NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1** (the "District"), being a political subdivision of the State of Texas, hereby promises to pay to the Registered Owner set forth above, or registered assign (hereinafter called the "registered owner") the Maturity Amount set forth above, representing the principal amount hereof and accrued and compounded interest hereon. Interest shall accrue on the principal amount hereof from the Issuance Date at the interest rate per annum specified above, calculated on the basis of a 360-day year comprised of twelve 30-day months, compounded semiannually on March 1 and September 1 of each year commencing September 1, 2006. For convenience of reference a table of the "Accreted Value" per \$5,000 Maturity Amount is attached to this Bond. The term "Accreted Value" as set forth in the table attached to this Bond shall mean the original principal amount plus initial premium per \$5,000 Maturity Amount compounded semiannually on September 1 and March 1 at the yields shown on such table. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at a securities depository for the Bonds, any payment to the securities depository, or its nominee or registered assigns, shall be made in accordance with existing arrangements between the District and the securities depository.

THE MATURITY AMOUNT of this Bond is payable in lawful money of the United States of America, without exchange or collection charges. The Maturity Amount of this Bonds shall be paid to the registered owner hereof upon presentation and surrender of this Bond at maturity, at the designated office for payment of JPMorgan Chase Bank, National Association (the "Paying Agent/Registrar") in Dallas, Texas, and shall be drawn by the Paying Agent/Registrar on, and solely from, funds of the District required by the order authorizing the issuance of the Bonds (the "Order") to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided, payable to the

registered owner hereof, as hereinafter described. The District covenants with the registered owner of this Bond that on or before the Maturity Date for this Bond it will make available to the Paying Agent/Registrar, from the "Bond Fund" created by the Order, the amounts required to provide for the payment, in immediately available funds of the Maturity Amount, when due.

[FORM OF REMAINDER OF EACH BOND]

IF THE DATE for any payment due on this Bond shall be a Saturday, Sunday, a legal holiday or a day on which banking institutions in the city where the office for payment of the Paying Agent/Registrar is located are authorized by law or executive order to close, or the United States Postal Service is not open for business, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday or day on which banking institutions are authorized to close, or the United States Postal Service is not open for business; and payment on such date shall have the same force and effect as if made on the original date payment was due.

THIS BOND is one of a series of Bonds dated as of June 1, 2006 and authorized to be issued pursuant to the Bond Order adopted by the Board of Directors of the District in the principal amount of \$7,999,997.35 constituting \$7,900,000 Current Interest Bonds and \$99,997.35 Premium Compound Interest Bonds to: (i) acquiring and constructing the District's water, wastewater and drainage facilities, serving sections 11, 23, 24, 25, 28, 30, 31, 32 and 34 of Canyon Creek Subdivision (the "Project"); (ii) establishing an escrow fund to refund all or a portion of the District's Series 2001 Bonds (the "Refunded Bonds") and; (iii) paying costs of issuance related to the Bonds. The Bonds are being issued under and in strict conformity with Article 16, Section 59 of the Texas Constitution of the State of Texas and the laws of the State of Texas, including particularly Chapters 49 and 54 of Texas Water Code, as amended, and Chapter 1207, Texas Government Code, as amended.

ON SEPTEMBER 1, 2016 OR ON ANY DATE THEREAFTER, the Bonds maturing in the years September 1, 2017 through September 1, 2026, both inclusive, may be redeemed prior to their scheduled maturities, at the option of the District, with funds derived from any available and lawful source, at a redemption price equal to the principal amount to be redeemed plus accrued interest to the date fixed for redemption as a whole, or from time to time in part, and, if in part, the particular Bonds, or portions thereof, to be redeemed shall be selected and designated by the District, and if less than all of a maturity is to be redeemed the Paying Agent/Registrar shall determine by lot the Bonds, or portions thereof within such maturity to be redeemed (provided that a portion of a Bond may be redeemed only in integral multiples of \$5,000 of principal amount).

THE BONDS MATURING ON _____, 20__ are subject to mandatory sinking fund redemption prior to maturity in the following amount on the following date and at a price of par plus accrued interest to the redemption date (the "Term Bond").

Term Bond Maturing on September [] 1, [20]

<u>Redemption Date</u>	<u>Principal Amount</u>
Septembre 1, 20__	\$ _____
Septembre 1, 20__	\$ _____
Septembre 1, 20__	\$ _____

AT LEAST thirty (30) calendar days prior to the date fixed for any redemption of Bonds or portions thereof prior to maturity (unless a shorter period shall be satisfactory to the Paying Agent/Registrar) the District shall notify the Paying Agent/Registrar of such redemption date and the principal amount of Bonds to be redeemed. The Paying Agent/Registrar shall give notice of any redemption of Bonds by sending notice by United States mail, first-class postage prepaid, not less than thirty (30) calendar days prior to the date fixed for any such redemption, to the registered owner of each Bond to be redeemed at its address as it appeared on the 45th calendar day prior to such redemption date; provided, however, that the failure to send, mail or receive such notice, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond, and by the date fixed for any such redemption due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds or portions for which such payment is made, all as provided above. The Bonds or portions thereof which are to be so redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment. If a portion of any Bond shall be redeemed, a substitute Bond or Bonds having the same maturity date, bearing interest at the same rate, in any authorized denomination or denominations, at the written request of the registered owner, and in the aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the District, all as provided in the Bond Order.

ALL BONDS OF THIS SERIES are issuable solely as fully registered Bonds, without interest coupons, in the denomination of any integral multiple of \$5,000 principal amount or Maturity Amount, as the case may be. As provided in the Bond Order, this Bond may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred, converted into and exchanged for a like aggregate amount of fully registered Bonds, without interest coupons, payable to the appropriate registered owner, assignee or assignees, as the case may be, having any authorized denomination or denominations as requested in writing by the appropriate registered owner, assignee or assignees, as the case may be, upon surrender of this Bond to the Paying Agent/Registrar for cancellation, all in accordance with the form and procedures set forth in the Bond Order. Among other requirements for such assignment and transfer, this Bond must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Bond or any portion or portions hereof in any authorized denomination to the assignee or assignees in whose name or names this Bond or any such portion or portions hereof is or are to be registered. The Form of Assignment printed or endorsed on this Bond may be executed by the registered owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Bond or any portion or portions hereof from time to time by the registered owner. The Paying Agent/Registrar's reasonable standard or customary fees and charges for assigning, transferring, converting and exchanging any Bond or

portion thereof will be paid by the District. In any circumstance, any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such assignment, transfer, conversion or exchange, as a condition precedent to the exercise of such privilege. The Paying Agent/Registrar shall not be required to make any such transfer, conversion or exchange: (i) during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date; or (ii) with respect to any Bond or any portion thereof called for redemption prior to maturity, within forty-five (45) calendar days prior to its redemption date.

WHENEVER the beneficial ownership of this Bond is determined by a book entry at a securities depository for the Bonds, the foregoing requirements of holding, delivering or transferring this Bond shall be modified to require the appropriate person or entity to meet the requirements of the securities depository as to registering or transferring the book entry to produce the same effect.

IN THE EVENT any Paying Agent/Registrar for the Bonds is changed by the District, resigns, or otherwise ceases to act as such, the District has covenanted in the Bond Order that it promptly will appoint a competent and legally qualified substitute therefor, and cause written notice thereof to be mailed to the registered owners of the Bonds.

THE BONDS are payable from the proceeds of a tax, without legal limit as to rate or amount, levied upon all taxable property within the District. The Bonds are further payable from the District's Net Revenues (as defined in the Bond Order), if any. The Bond Order provides that the District reserves the right to consolidate with one or more conservation and reclamation districts, to consolidate its waterworks and sewer systems with the systems of such districts, and to secure the Bonds and any other bonds of the District or such districts by a pledge of the net revenues of the consolidated system. The Bond Order further provides that the pledge of taxes and Net Revenues, if any, to the payment of the Bonds shall terminate at such time, if ever, as: (i) money and/or direct obligations of the United States or obligations unconditionally guaranteed by the United States in an amount sufficient to defease the Bonds is deposited with or made available to the Paying Agent/Registrar in accordance with the Bond Order; or (ii) the City of Austin, Texas (the "City") dissolves the District, and assumes the obligations of the District pursuant to existing laws of the State of Texas and the Consent Agreement between the District and the City.

THE BONDS are issued pursuant to the Bond Order, whereunder the District covenants to levy a continuing direct annual ad valorem tax, without legal limit as to rate or amount, on taxable property within the District, for each year while any part of the Bonds are considered outstanding under the provisions of the Bond Order, in sufficient amount, together with revenues and receipts available from other sources which are equally available for such purposes, to pay interest on the Bonds as it becomes due, to provide a sinking fund for the payment of the principal of the Bonds when due or the redemption price at any earlier required redemption date, to pay when due the other contractual obligations of the District payable in whole or in part from taxes, and to pay

the expenses of assessing and collecting such tax, all as more specifically provided in the Bond Order. The Bonds are further payable from the Net Revenues, if any, of the System. Reference is hereby made to the Bond Order for provisions with respect to the operations and maintenance of the District's facilities, the custody and application of funds, remedies in the event of a default hereunder or thereunder, and the other rights of the registered owners of the Bonds. By acceptance of this Bond the registered owner hereof consents to all of the provisions of the Bond Order, a certified copy of which is on file in the office of the District.

THE OBLIGATION to pay the principal of and the interest on this Bond is solely and exclusively the obligation of the District until such time, if ever, as the District is abolished and this Bond is assumed as described above. No other entity, including the State of Texas, any political subdivision thereof other than the District, or any other public or private body, is obligated, directly, indirectly, contingently, or in any other manner, to pay the principal of or the interest on this Bond from any source whatsoever. No part of the physical properties of the District, including the properties provided by the proceeds of the Bonds, is encumbered by any lien for the benefit of the registered owner of this Bond.

THE DISTRICT RESERVES THE RIGHT to issue additional bonds secured by a pledge of taxes and Net Revenues or from taxes only to the same extent as pledged for the Bonds; bonds, notes and other obligations as authorized by law; and revenue bonds, payable solely from contracts with other persons, including private corporations, municipalities and political subdivisions to finance facilities needed in performing any such contracts. Reference is made to the Bond Order for a complete description of the right to issue additional bonds.

TO THE EXTENT permitted by and in the manner provided in the Bond Order, the terms and provisions of the Bond Order and the rights of the registered owners of the Bonds may be modified with, in certain circumstances, the consent of the registered owners of a majority in aggregate principal amount of the Bonds affected thereby; provided, however, that, without the consent of the registered owners of all of the Bonds affected, no such modification shall: (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest thereon, or in any other way modify the terms of payment of the principal of or interest on the Bonds; (ii) give any preference to any Bond over any other Bond; or (iii) reduce the aggregate principal amount of the Bonds required for consent to any such modification.

THIS BOND shall not be valid or obligatory for any purpose or be entitled to any benefit under the Bond Order unless this Bond either: (a) is registered by the Comptroller of Public Accounts of the State of Texas as evidenced by execution of the registration certificate endorsed hereon; or (b) is authenticated as evidenced by execution of the authentication certificate endorsed hereon by the Paying Agent/Registrar.

IT IS HEREBY CERTIFIED, COVENANTED AND REPRESENTED that all acts, conditions and things necessary to be done precedent to the issuance of the

Bonds in order to render the same legal, valid, and binding obligations of the District have happened and have been accomplished and performed in regular and due time, form and manner, as required by law; that provision has been made for the payment of the principal of and interest on the Bonds by the levy of a continuing, direct annual ad valorem tax upon all taxable property within the District and by the pledge of Net Revenues, if any, as described above; and that issuance of the Bonds does not exceed any constitutional or statutory limitation. In the event that any provisions herein contained do or would, presently or prospectively, operate to make any part hereof void or voidable, such provisions shall be without effect or prejudice to the remaining provisions hereof, which shall nevertheless remain operative, and such violative provisions, if any, shall be reformed by a court of competent jurisdiction within the limits of the laws of the State of Texas.

IT IS FURTHER CERTIFIED that the District has designated the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the District has caused this Bond to be signed with the manual or facsimile signature of the President of the Board of Directors of the District and countersigned with the manual or facsimile signature of Secretary of the Board of Directors of the District, and has caused the official seal of the District to be duly impressed, or placed in facsimile, on this Bond.

President of the Board of Directors
Northwest Austin Municipal Utility District No. 1

ATTEST:

Secretary of the Board of Directors
Northwest Austin Municipal Utility District No. 1

(SEAL)

**FORM OF PAYING AGENT/REGISTRAR'S
AUTHENTICATION CERTIFICATE**

PAYING AGENT/REGISTRAR'S AUTHENTICATION CERTIFICATE
(To be executed if this Bond is not accompanied by an executed Registration
Certificate of the Comptroller of Public Accounts of the State of Texas)

It is hereby certified that this Bond has been issued under the provisions of the Bond Order described in the text of this Bond; and that this Bond has been issued in conversion or replacement of, or in exchange for, a Bond, Bonds or a portion of a Bond or Bonds of a series which originally was approved by the Attorney General of the State of Texas and registered by the Comptroller of Public Accounts of the State of Texas.

Dated:

**JPMorgan Chase Bank,
National Association
Paying Agent/Registrar**

By: _____
Authorized Representative

FORM OF ASSIGNMENT

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____

Please insert Social Security or Taxpayer
Identification Number of Transferee

(Please print or typewrite name and address, including zip code of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney, to register the transfer of the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

NOTICE: The signature above must correspond with the name of the registered owner as it appears upon the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.

**FORM OF REGISTRATION CERTIFICATE OF
THE COMPTROLLER OF PUBLIC ACCOUNTS**

**OFFICE OF THE COMPTROLLER)
OF PUBLIC ACCOUNTS)
THE STATE OF TEXAS) REGISTRATION NO. _____**

I HEREBY CERTIFY that this Bond has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and that this Bond has been duly registered by the Comptroller of Public Accounts of the State of Texas.

WITNESS my signature and seal this of office this _____.

Comptroller of Public Accounts
of the State of Texas

(COMPTROLLER'S SEAL)

EXHIBIT B

ACCRETED VALUE

For the Premium Compound Interest Bonds, the Accreted Value as of each September 1 and March 1 per \$5,000 of Maturity Amount, shall be as set forth below:

<u>Yield Date</u>	<u>Value of 9/1/2017 Maturity</u>	<u>Value of 9/1/2018 Maturity</u>	<u>Value of 9/1/2019 Maturity</u>
9/1/2006	\$ _____	\$ _____	\$ _____
3/1/2007	_____	_____	_____
9/1/2007	_____	_____	_____
3/1/2008	_____	_____	_____
9/1/2008	_____	_____	_____
3/1/2009	_____	_____	_____
9/1/2009	_____	_____	_____
3/1/2010	_____	_____	_____
9/1/2010	_____	_____	_____
3/1/2011	_____	_____	_____
9/1/2011	_____	_____	_____
3/1/2012	_____	_____	_____
9/1/2012	_____	_____	_____
3/1/2013	_____	_____	_____
9/1/2013	_____	_____	_____
3/1/2014	_____	_____	_____
9/1/2014	_____	_____	_____
3/1/2015	_____	_____	_____
9/1/2015	_____	_____	_____
3/1/2016	_____	_____	_____
9/1/2016	_____	_____	_____
3/1/2017	_____	_____	_____
9/1/2017	_____	_____	_____
3/1/2018	_____	_____	_____
9/1/2018	_____	_____	_____
3/1/2019	_____	_____	_____
9/1/2019	_____	_____	_____

EXHIBIT C

ESCROW AGREEMENT

(See Separate Tab in this Transcript)

EXHIBIT D

BOND PURCHASE AGREEMENT

(See Separate Tab in this Transcript)

EXHIBIT E

PAYING AGENT/REGISTRAR AGREEMENT

(See Separate Tab in this Transcript)

EXHIBIT F

CONTINUING DISCLOSURE

The following information is referred to in Section 21(a) of this Order.

Annual Financial Statements and Operating Data

The financial information and operating data with respect to the District to be provided annually in accordance with such section as specified below:

- (1) Appendix A;
- (2) Rate and Fee Schedule;
- (3) Waterworks and Sewer System Operating Statement;
- (4) Debt Service Requirements;
- (5) Assessed Valuation Financial Statement;
- (6) Unlimited Tax Bonds Authorized but Unissued;
- (7) Outstanding Bonds;
- (8) Current Investments;
- (9) Classification of Assessed Valuation;
- (10) Tax Collections;
- (11) District Tax Rates; and
- (12) Principal Taxpayers.

Accounting Principles

The accounting principles referred to in such section are the accounting principles described in the notes to the financial statements referred to in paragraph 1 above.

EXHIBIT G

FINANCIAL GUARANTY INSURANCE COMMITMENT

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.

PRELIMINARY OFFICIAL STATEMENT DATED JUNE __, 2006

NEW ISSUE - BOOK-ENTRY-ONLY

See "MUNICIPAL BOND RATING ___ AND "BOND INSURANCE"

Rating: S&P "A-"

Delivery of the Bonds is subject to the opinion of Delgado, Acosta, Braden & Jones, P.C., Austin, Texas, Bond Counsel, to the effect that interest on the Bonds will be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described under "TAX MATTERS" herein, including the alternative minimum tax on corporations. THE BONDS ARE EXPECTED TO BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS. See "TAX MATTERS—Qualified Tax-Exempt Obligations for Financial Institutions" herein.

\$7,999,997.35*

NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1
(A Political Subdivision of the State of Texas Located in Travis County, Texas)
UNLIMITED TAX AND REFUNDING BONDS, SERIES 2006

Dated: June 1, 2006

Due: September 1, as shown below

The Northwest Austin Municipal Utility District No. 1 (the "District") intends to issue its \$7,999,997.35 Northwest Austin Municipal Utility District No. 1 Unlimited Tax and Refunding Bonds, Series 2006 (the "Bonds") in part as Bonds maturing on September 1 in each of the years 2007 through 2026, inclusive, (the "Current Interest Bonds"), the interest on which will accrue from June 1, 2006 (the "Dated Date"), and will be payable March 1 and September 1 of each year, commencing September 1, 2006 and in part as the Bonds maturing on September 1, in each of the years 2017 through 2019, inclusive (the "Premium Compound Interest Bonds"), the interest on which will accrue from the date of delivery, will be compounded each March 1 and September 1 of each year, commencing September 1, 2006, and will be payable only upon maturity. See "Appendix B - Schedule of Accreted Values." The Current Interest Bonds and the Premium Compound Interest Bonds are sometimes collectively referred to herein as the "Bonds."

Principal on the Bonds, together with interest on the Premium Compound Interest Bonds, are payable upon surrender of the Bonds for payment at the designated office for payment of JPMorgan Chase Bank, National Association, the paying agent/registrant (the "Payment Agent/Registrar"), Dallas, Texas. Interest on the Current Interest Bonds will be payable to the registered owners thereof as shown on the bond register (the "Registered Owners") on the 15th calendar day (whether or not a business day) of the month next preceding each interest payment date by the Paying Agent/Registrar, by check, dated as of the interest payment date, and mailed on or before the interest payment date by the Paying Agent/Registrar or pursuant to other customary means acceptable to the Registered Owner and the Paying Agent/Registrar, at the risk and expense of the Registered Owner. The Bonds will be issued only in fully registered form. The Current Interest Bonds will be issued in the denomination of \$5,000 of principal amount or integral multiples of \$5,000 thereof, and the Premium Compound Interest Bonds will be issued in amounts which mature in \$5,000 denominations each, or integral multiples thereof, including both principal and interest. See "Appendix B-Schedule of Accreted Values of Premium Compound Interest Bonds." The definitive Bonds will be initially registered and delivered only to Code & Co., the nominee of The Depository Trust Company ("DTC"), pursuant to the book-entry-only system described herein. No physical delivery of the Bonds will be made to the owners thereof. Principal of, premium, if any, and interest on the Current Interest Bonds and maturity value of the Premium Compound Interest Bonds will be payable by the Paying Agent/Registrar to Code & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "BOOK-ENTRY-ONLY SYSTEM."

The scheduled payment of principal of (or in the case of Premium Compound Interest Bonds, the accreted value of) and interest on the Bonds when due will be guaranteed under an insurance policy to be issued concurrently with the delivery of the Bonds by _____. See "BOND INSURANCE."

\$7,900,000* Current Interest Bonds

Principal Amount	Interest Rate	Maturity (September 1)	Reoffering Yield(s)	Principal Amount	Interest Rate	Maturity (September 1)	Reoffering Yield	Call #s
\$ 130,000	4.000%	2007		\$125,000	4.100%	2017		
130,000	4.000	2008		130,000	4.150	2018		
135,000	4.000	2009		135,000	4.200	2019		
140,000	4.000	2010		630,000	4.250	2020		
145,000	4.000	2011		825,000	4.300	2021		
155,000	4.000	2012		845,000	4.300	2022		
160,000	4.000	2013		890,000	4.300	2023		
165,000	4.000	2014		925,000	4.375	2024		
175,000	4.000	2015		970,000	4.375	2025		
175,000	4.100	2016		915,000	4.375	2026		

\$99,997.35* Premium Compound Interest Bonds (No Accrued Interest)

Initial Offering Price	Maturity (September 1)	Purchase Price per \$5,000 at Maturity	Initial Reoffering Yield	Total Payment at Maturity
\$ 31,781.15	2017			\$205,000
28,216.60	2018			215,000
39,999.60	2019			360,000

(a) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first call date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Underwriter (as herein defined). The yields may be changed at any time at the discretion of the Underwriter. Accrued interest on the Current Interest Bonds from June 1, 2006 to the date of delivery of the Bonds is to be added to the price.

(b) Optional Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Current Interest Bonds maturing September 1, 2017 through 2026, inclusive, in whole or from time to time in part, on September 1, 2016, or on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date fixed for redemption. The Premium Compound Interest Bonds are not subject to redemption prior to their stated maturity. See "THE BONDS - Optional Redemption."

(c) Bonds maturing in ____ and ____ are subject to mandatory sinking fund redemption. See "THE BONDS - Mandatory Sinking Fund Redemption."

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. See "THE BONDS-Source of and Security for Payment." THE BONDS ARE SUBJECT TO SPECIAL INVESTMENT CONSIDERATIONS DESCRIBED HEREIN. See "INVESTMENT CONSIDERATIONS."

The Bonds are offered, when, as and if issued by the District and accepted by the Underwriter, subject, among other things to the approval of the Initial Bonds by the Attorney General of the State of Texas and the approval of certain legal matters by Delgado, Acosta, Braden & Jones, P.C., Austin, Texas, Bond Counsel. Certain other legal matters will be passed upon for the District by its counsel, Forta & Reilly, L.L.P. and for the Underwriter by its counsel, McCall Parkhurst & Horton L.L.P., Austin, Texas. Delivery of the Bonds through DTC is expected on or about July 11, 2006, in Austin, Texas.

* Preliminary, subject to change.

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USE OF INFORMATION IN OFFICIAL STATEMENT

For purposes of compliance with Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), this document constitutes a preliminary official statement of the District 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 the Rule.

No dealer, broker, salesman or other person has been authorized by the District 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 does not alone constitute, and is not authorized by the District for use in connection with, an offer to sell or the solicitation of any offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

All of the summaries of the statutes, orders, contracts, records and engineering and other related reports set forth in the Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from the Underwriter, for further information.

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

NEITHER THE DISTRICT NOR THE UNDERWRITER MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY OR ITS BOOK-ENTRY-ONLY SYSTEM.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Underwriter after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. In connection with the offering of the Bonds, the Underwriter may over-allot or effect transactions which stabilize or maintain the market prices or 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 Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

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

Securities Laws

No registration statement relating to the offer and sale of the Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The District assumes no responsibility for registration of the Bonds under the securities laws of any other jurisdiction in which the Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

SALE AND DISTRIBUTION OF THE BONDS

The Underwriter listed on the cover page of this Official Statement has agreed, subject to certain conditions, to purchase at a price equal to the initial offering prices to the public, as shown on the cover page, less an Underwriter's discount of _____. The Underwriters' obligations are subject to certain conditions precedent, and they will be obligated to purchase all of the Bonds if any Bonds are purchased. The Bonds may be offered and sold to certain dealers and others at prices lower than such public offering prices, and such public prices may be changed, from time to time, by the Underwriter.

MUNICIPAL BOND RATING

In connection with the sale of the Bonds, the District has made application to Standard & Poor's Corporation, a division of The McGraw-Hill Companies, Inc. ("S&P") for a municipal bond rating and has received a "AAA" based upon the delivery of a municipal bond insurance policy by _____. The District received an underlying rating of [_____] from S&P. The District's Series 1999, 2001 and 2004 bonds have a current rating of "Aaa" by S&P as a result of the delivery of municipal bond insurance policies issued by Ambac Assurance Corporation, in the case of the Series 1998 Bonds by Financial Security Assurance Inc. An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgment of such company circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

BOND INSURANCE

Payment Pursuant to Financial Guaranty Insurance Policy

[INSERT INSURANCE INFORMATION]

OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement. The offering of the Bonds to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement.

THE DISTRICT

- The District**..... Northwest Austin Municipal Utility District No. 1 (the "District") is a political subdivision of the State of Texas (the "State" or "Texas") created by order of the Texas Water Commission, predecessor to the Texas Commission on Environmental Quality (the "TCEQ"), adopted on March 16, 1988 and operates pursuant to Article XVI, Section 16 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code. The District was created to provide water, wastewater and storm drainage to the approximately 709.7 acres within its boundaries, all of which lies within Travis County, Texas (the "County") and within the city limits of the City of Austin, Texas (the "City"). See "THE DISTRICT-General."
- Location**..... The District, which encompasses approximately 709.7 acres, is located approximately three miles south of the intersection of Farm-to-Market Road 620 ("FM 620") and U.S. Highway 183 ("U.S. 183") and lies approximately twelve miles northwest of Austin's central business district.
- The Developers**..... The developers currently active within the District are: (i) Canyon Creek Land Ltd., a Texas limited partnership ("Canyon Creek") whose corporate general partner ("CapTex Land Corporation") is a Texas corporation wholly owned by Mr. John Simmons; (ii) Standard Pacific of Texas, a Delaware corporation whose stock is traded on the New York Stock Exchange ("Standard Pacific"); (iii) Standard/Blanton LLC, a Delaware limited liability company ("Standard/Blanton") comprised of Standard Pacific and Blanton Development Company, a Texas corporation ("Blanton"); and (iv) David Weekley Homes, a Delaware limited partnership ("Weekley Homes"). Canyon Creek, Standard Pacific, Standard/Blanton and Weekley Homes are collectively referred to herein as the "Developers." As of July 31, 2005, the Developers owned virtually all of the vacant lots and the acreage under development. See "THE DEVELOPERS."
- Status of Development**..... Of the approximate 709.7 acres within the District, approximately 565 acres are developable, of which approximately 562 (including approximately 57 commercial) acres (99%) have been developed with utility facilities. The District contains the Canyon Creek Subdivision, Sections 1, 11, 17, 17B, 17C, 18, 19A, 19B, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33 and 34 (505.09 acres, platted as 1,298 single family lots). April 1, 2006, the District contained 1,280 completed homes, 12 homes under construction, 6 vacant single family lots, one 20,000 square foot office building, a Chevron Service Center and two complete apartment complexes containing 848 units located within the District, and approximately 3 remaining developable acres.
- Builders** Homebuilders active within the District are David Weekley Homes and Standard Pacific Homes. The sales price of homes being constructed ranges from \$210,000 to over \$400,000 with an average square footage of living space ranging from 2,200 to 4,600.

THE BONDS

- Description** \$7,999,997.35* Northwest Austin Municipal Utility District No. 1 Unlimited Tax and Refunding Bonds, Series 2006 (the "Bonds") are issued pursuant to an order of the District's Board of Directors (the "Bond Order"). The Bonds are being issued in part as Current Interest Bonds and in part as Premium Compound Interest Bonds. The Current Interest Bonds will be issued in the aggregate principal amount of \$7,900,000* maturing annually in varying amounts on September 1 in the years 2007 through 2026, inclusive. The Premium Compound Interest Bonds will be issued in the original principal amount of \$99,997.35* and will mature, together with interest accrued from the date of initial delivery, on September 1 in each of the years 2017 through 2019, inclusive. The Current Interest Bonds are offered in fully registered form in integral multiples of \$5,000 principal amount, and the Premium Compound Interest Bonds are offered in fully registered form in denominations which result in total amounts due at maturity of \$5,000 or integral multiples thereof. See "THE BONDS-General Description."
- Book-Entry-Only System** The District intends to utilize the Book-Entry-Only System of The Depository Trust Company ("DTC"), but reserves the right on its behalf or on behalf of DTC to discontinue such system. Such Book-Entry-Only System will affect the method and timing of payment and the method of transfer relating to the Bonds. See "BOOK-ENTRY-ONLY SYSTEM."
- Redemption.....** Current Interest Bonds maturing in the years 2017 through 2026, inclusive, are subject to redemption in whole or from time to time in part at the option of the District on September 1, 2016, or on any date thereafter, at par plus accrued interest from the most recent interest payment date to the date of redemption. The Premium Compound Interest Bonds are not subject to redemption prior to their stated maturity. See "THE BONDS-Optional Redemption."
- Mandatory Sinking Fund Redemption** In addition to being subject to optional redemption, as provided above, the Bonds maturing September 1, _____ and September 1, _____ are also subject to mandatory sinking fund redemption prior to maturity. See "The Bonds - Redemption."
- Source of Payment.....** Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax levied upon all taxable property within the District, which under Texas law is not legally limited as to rate or amount. See "TAXING PROCEDURES." Pursuant to the Consent Agreement with the City, all revenues generated from the sale of water and sanitary sewer service are paid by residents of the District directly to the City and are not available for payment of the principal and interest on the Bonds. The Bonds are obligations solely of Northwest Austin Municipal Utility District No. 1 and are not obligations of the City of Austin, Texas; Travis County, Texas; the State of Texas; or any entity other than the District. See "THE BONDS-Source of and Security for Payment."
- Payment Record.....** After issuance of the Bonds, in addition to the Bonds, the District will have outstanding three series of new money bonds and three series of refunding bonds: \$3,373,492 Unlimited Tax Refunding Bonds, Series 1998; \$75,000 Unlimited Tax Bonds, Series 1999; \$190,000 Unlimited Tax Bonds, Series

* Preliminary, subject to change.

2001; and \$2,567,821 Unlimited Tax Refunding Bonds, Series 2004 (the "Outstanding Bonds"). The District has not defaulted in the payment of the principal and interest on its Outstanding Bonds. See "FINANCIAL STATEMENT-Outstanding Bonds."

Authority for Issuance The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas, including Chapter 1207, Texas Government Code, as amended, Chapters 49 and 54 of the Texas Water Code, as amended; an election held within the District on May 7, 1988; the Bond Order adopted by the Board of Directors. See "THE BONDS-Authority for Issuance."

Use of Proceeds Proceeds from the sale of the Bonds will be used to acquire and construct water, wastewater and drainage facilities serving sections 11, 23, 24, 25, 28, 30, 31, 32 and 34 of the Canyon Creek subdivision; (ii) establish an escrow fund to refund a portion of the District's outstanding Series 2001 unlimited tax bonds (the "Refunded Bonds"); and (iii) pay costs of issuance of the Bonds. See "PLAN OF FINANCING-Refunded Bonds" and "PLAN OF FINANCING-Estimated Sources and Uses of Funds."

Bonds Authorized But Unissued At an election held on May 7, 1988, voters within the District authorized the issuance of \$21,110,000 of bonds to be used for the purpose of constructing or acquiring water, wastewater and storm drainage facilities which are payable from ad valorem taxes. The District has previously issued five installments of bonds in aggregate principal amount of \$13,710,000, leaving \$7,400,000 principal amount of bonds remaining authorized but unissued. Following the issuance of the new money portion of the Bonds (\$2,560,000), the District will have \$4,840,000 in principal amount of bonds remaining authorized but issued. See "FINANCIAL STATEMENT-Outstanding Bonds" and "THE BONDS-Issuance of Additional Debt."

Municipal Bond Rating And Insurance In connection with the sale of the Bonds, the District has made application to Standard & Poor's Corporation, a division of The McGraw-Hill Companies, Inc. ("S&P") for a municipal bond rating and has received a "AAA" based upon the delivery of a municipal bond insurance policy by [Insert bond insurer information]. The District received an underlying rating of A- from S&P. The current rating on the District's Series 1998 bonds is "Aaa" by Moody's as a result of a municipal bond insurance policy issued by Financial Security Assurance Inc. ("FSA"). The current rating on the District's Series 1999, Series 2001 and Series 2004 bonds is "Aaa" by Moody's as a result of a municipal bond insurance policy issued by Ambac Assurance Corporation ("AMBAC"). An explanation of the significance of a rating may be obtained from the company furnishing the rating. The rating reflects only the respective view of such company, and the District makes no representation as to the appropriateness of the rating. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by such rating company, if, in the judgment of such company circumstances so warrant. Any such downward revision or withdrawal of such rating may have an adverse effect on the market price of the Bonds. See "MUNICIPAL BOND RATING AND INSURANCE."

Qualified Tax-Exempt Obligations The District is expected to designate the Bonds as "Qualified Tax-Exempt Obligations" for financial institutions. See "TAX MATTERS-Qualified Tax-Exempt Obligations for Financial Institutions."

* Preliminary, subject to change.

Bond Counsel Delgado, Acosta, Braden & Jones, P.C., Austin, Texas.

General Counsel Potts & Reilly, L.L.P., Austin, Texas.

Underwriter..... SAMCO Capital Markets, Dallas, Texas.

Financial Advisor..... Caprock Securities, Inc., Austin, Texas.

Auditor Maxwell Locke & Ritter L.L.P., Austin, Texas.

Engineer..... Schroeder Engineering Co., Austin, Texas.

Verification Agent..... Barthe & Wahrman, P.A., Certified Public Accountants, Minneapolis,
Minnesota.

INVESTMENT CONSIDERATIONS

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

SELECTED FINANCIAL INFORMATION
(Unaudited as of February 28, 2006)

2005 Assessed Valuation (100% of Estimated Market Value)	\$368,165,493(a)
Gross Debt Outstanding (Includes the Bonds, and the Remaining Outstanding Bond)	\$14,254,550
Ratio of Gross Debt to 2005 Assessed Valuation	3.87%
2005 Tax Rate	
Debt Service	\$0.26
Maintenance & Operations	<u>\$0.04</u>
Total	<u>\$0.30</u>
Debt Service Fund Balance	\$1,259,173
Average percentage of current tax collections – Tax Years 2000-2005	99.28%
Average percentage of total tax collections - Tax Years 2000-2005	99.55%
Average Annual Debt Service Requirement (2006/2026) including the Bonds	\$1,099,802
Tax Rate required to pay Average Requirement based upon 2005 Assessed Valuation at 95% collections	\$0.32/100 A.V. *
Maximum Annual Debt Service Requirement (2006/2026) including the Bonds	\$1,177,306
Tax Rate required to pay Maximum Requirement based upon 2005 Assessed Valuation at 95% collections	\$0.34/100 A.V. *
Number of Active Single Family connections as of December 31, 2005	1,245(c)
Estimated Population as of December 31, 2005	6,053(d)

(a) As certified by the Travis County Appraisal District ("TCAD"). See "TAXING PROCEDURES".

(b) Includes Debt Service Fund as of February 28, 2006. Does not include \$919,221 in the General Fund (unaudited) or \$13,262 in the Construction Fund (unaudited) as of February 28, 2006, respectively. Neither Texas Law or the Bond Order requires that the District maintain any particular sum in the District's Debt Service Fund.

(c) Does not include any builder connections.

(d) Based on 3.5 residents per single-family connection and 2 residents per apartment unit.

OFFICIAL STATEMENT
relating to
\$7,999,997.35*
NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT NO. 1
(A Political Subdivision of the State of Texas Located in Travis County, Texas)
Unlimited Tax and Refunding Bonds, Series 2006

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by the Northwest Austin Municipal Utility District No. 1, (the "District") a political subdivision of the State of Texas (the "State" or "Texas") located within Travis County, Texas (the "County"), of its \$7,999,997.35* Unlimited Tax and Refunding Bonds, Series 2006 (the "Bonds").

The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State, including particularly Chapter 1207, Texas Government Code, as amended, Chapters 49 and 54 of the Texas Water Code, as amended, and pursuant to an order (the "Bond Order") adopted by the Board of Directors of the District (the "Board of Directors").

The District intends to utilize the book-entry-only system (the "Book-Entry-Only System") of The Depository Trust Company ("DTC"), but reserves the right on its behalf or on behalf of DTC to discontinue such system. Such Book-Entry-Only System will affect the method and timing of payment and the method of transfer relating to the Bonds. See "BOOK-ENTRY-ONLY SYSTEM."

Included in this Official Statement are descriptions of the Plan of Financing, the Bonds, the Bond Order, and certain information about the District and its financial condition. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from the District upon payment of duplication costs.

PLAN OF FINANCING

Purpose

Proceeds from the sale of the Bonds will be used to (i) acquire and construct water, wastewater and drainage facilities serving sections 11, 23, 24, 25, 28, 30, 31, 32 and 34 of the Canyon Creek subdivision; (ii) establish an escrow fund to refund all or a portion of the District's Series 2001 Bonds (the "Refunded Bonds") in order to achieve debt service savings; and (iii) pay certain costs of issuance of the Bonds, including the cost of the municipal bond guaranty insurance policy. The refunding is expected to result in a net present value and gross debt service savings to the District.

The Refunded Bonds

A portion of the proceeds of the Bonds will be applied to advance refund the Refunded Bonds and to pay certain costs of issuing the Bonds. The principal amounts and maturity dates of the Refunded Bonds are set forth below.

Series 2001 Bonds*			
Maturity (September 1)	Principal Amount	Redemption Date	Redemption Price
2020	\$1,095,000	September 1, 2008	Par
2026	<u>\$4,345,000</u>	September 1, 2008	Par
	<u>\$5,440,000</u>		

* Preliminary, subject to change.

Remaining Outstanding Bonds

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

	Series 1998 Due March 1	Series 1999 Due September 1	Series 2001 Due September 1	Series 2004 Due September 1	The Bonds Due September 1	Total
2006		\$75,000	\$20,000	\$23,013		\$118,013
2007	\$38,490		20,000	19,804	\$130,000	208,294
2008	270,000		20,000	155,000	130,000	575,000
2009	285,000		20,000	155,000	135,000	595,000
2010	300,000		20,000	185,000	140,000	645,000
2011	315,000		20,000	185,000	145,000	665,000
2012	330,000		20,000	190,000	155,000	695,000
2013	345,000		20,000	195,000	160,000	720,000
2014	370,000		10,000	190,000	165,000	735,000
2015	390,000		10,000	195,000	175,000	770,000
2016	410,000		10,000	220,000	175,000	815,000
2017	155,000			225,000	156,781	536,781
2018	165,000			225,000	158,217	548,217
2019				260,000	175,000	435,000
2020				145,000	630,000	775,000
2021					825,000	825,000
2022					845,000	845,000
2023					890,000	890,000
2024					925,000	925,000
2025					970,000	970,000
2026					915,000	915,000
	<u>\$3,373,490</u>	<u>\$75,000</u>	<u>\$190,000</u>	<u>\$2,567,819</u>	<u>\$7,800,000</u>	<u>\$14,006,307</u>

Escrow Agreement

The Refunded Bonds and the interest due thereon are to be paid on each principal or interest payment date and on the redemption dates from funds to be deposited with JPMorgan Chase Bank, National Association, as escrow agent (the "Escrow Agent"), pursuant to the escrow agreement (the "Escrow Agreement") between the District and the Escrow Agent. Pursuant to the Escrow Agreement a portion of the proceeds of the sale of the Bonds will be invested in direct obligations of, or obligations on which the timely payment of principal of and interest are fully and unconditionally guaranteed by the United States of America and may not be called for redemption prior to maturity (the "Escrowed Securities") and such Escrowed Securities, along with cash, if any, will be deposited with the Escrow Agent in a segregated escrow account (the "Escrow Fund") and applied to provide for scheduled payments of principal of, and interest on the Refunded Bonds until their redemption date. At the time of delivery of the Bonds, Barthe & Wahrman, P.A. (the "Verification Agent") will verify from the computations provided to them that the anticipated receipts from the Escrowed Securities and cash deposits if any listed in the Underwriter's schedules will be sufficient to pay, when due, principal, interest and premium, if any, on the Refunded Bonds. The Escrow Fund is irrevocably pledged to the payment of principal of and interest on the Refunded Bonds and will not be available to pay principal of or interest on the Bonds.

By the deposit of the Escrowed Securities and cash, if necessary, with the Escrow Agent pursuant to the Escrow Agreement, the District will have effected the defeasance of the Refunded Bonds in accordance with law. It is the opinion of Bond Counsel that, as a result of such defeasance and in reliance upon the report of Barthe & Wahrman, P.A., the Refunded Bonds will be outstanding only for the purpose of receiving payments from the Escrowed

Securities and any cash held for such purpose by the Escrow Agent and such Refunded Bonds will not be deemed as being outstanding obligations of the District payable from taxes nor for the purpose of applying any limitation on the issuance of debt.

Estimated Sources and Uses of Funds*

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

	Total
<u>Sources of Funds</u>	
Par Amount of Bonds	
Reoffering Premium	
Accrued Interest	
Total Sources	\$
<u>Uses of Funds</u>	
Underwriter's Discount	\$
Costs of Issuance	\$
Construction Fund	\$
Developer Interest	\$
Deposit to Debt Service Fund	\$
Deposit to Net Cash Escrow Fund	\$
Total Uses	\$

*Preliminary, subject to change.

THE BONDS

General Description

The Bonds will be dated June 1, 2006. Interest on the Current Interest Bonds will accrue from June 1, 2006, will be payable on March 1 and September 1 of each year, commencing on September 1, 2006, and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Premium Compound Interest Bonds will accrete from the date they are initially delivered, compound semiannually on March 1 and September 1 of each year commencing September 1, 2006, and be payable only upon maturity.

The Current Interest Bonds will mature on the dates and in the principal amounts set forth on the cover page of this Official Statement. The Premium Compound Interest Bonds will mature on the dates and in the maturity values set forth on the cover page of this Official Statement, and bear interest at a stated interest rate, but the yield to the initial purchasers will be the approximate yields shown on the cover page resulting from the initial offering prices to the public.

The term "Accreted Value" as used in this Official Statement and in the Bond Order means the original principal amount of a Premium Compound Interest Bond plus the initial premium, if any, paid therefore with interest thereon compounded semiannually to March 1 and September 1, as the case may be, next preceding the date of such calculation (or the date of calculation, if such calculation is made on March 1 and September 1, at the respective yield(s) stated on the cover page of this Official Statement and, with respect to each \$5,000 Maturity Value at maturity, as set forth in the Schedule of Accreted Values of Premium Compound Interest Bonds in Appendix B.

The Bonds will be issued only as fully registered bonds. The Current Interest Bonds will be issued in denominations of \$5,000 or any integral multiple thereof within a maturity. The Premium Compound Interest Bonds will be issued in the amounts due at maturity of \$5,000 or any integral multiple thereof within a maturity. Principal of and interest on the Current Interest Bonds and the Maturity Value of the Premium Compound Interest Bonds will be payable by the Paying Agent/Registrar which is initially JPMorgan Chase Bank, National Association, Dallas, Texas.

Initially, the Bonds will be registered and delivered only to Cede & Co., the nominee of DTC, pursuant to the Book-Entry-Only System described below. No physical delivery of the Bonds will be made to the beneficial owners. Principal and Maturity Value of, premium, if any, and interest on the Bonds will be payable by the Paying Agent/Registrar to Cede & Co., which will distribute the amounts paid to participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "BOOK-ENTRY-ONLY SYSTEM" below for a more complete description of such system.

Optional Redemption

The Current Interest Bonds maturing on or after September 1, 2017, are subject to redemption prior to maturity at the option of the District, in whole or from time to time in part, on September 1, 2016, and on any other date thereafter, at a redemption price equal to the principal amount thereof plus accrued interest from the most recent interest payment date to the date fixed for redemption.

The Premium Compound Interest Bonds are not subject to redemption prior to their stated maturity.

Mandatory Sinking Fund Redemption

In addition to being subject to optional redemption, as provided above, the bonds maturing September 1, ____ and September 1, ____ are subject to mandatory sinking fund redemption prior to maturity in the following amounts on the following dates at a price of par plus accrued interest to the redemption date from the amounts to be deposited in the Debt Service Fund.

Bonds Maturing September 1, ____

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
	\$

Notice of Redemption.... Not less than 30 days prior to a redemption date for the Current Interest Bonds, the District shall cause a notice of redemption to be sent by United States mail, first class, postage prepaid, to the registered owners of the Current Interest Bonds to be redeemed, in whole or in part, at the address of the registered owner as it appeared on the 45th calendar day prior to such redemption date on the registration books of the Paying Agent/Registrar. ANY NOTICE SO MAILED SHALL BE CONCLUSIVELY PRESUMED TO HAVE BEEN DULY GIVEN, WHETHER OR NOT THE REGISTERED OWNER RECEIVES SUCH NOTICE. NOTICE HAVING BEEN SO GIVEN, THE CURRENT INTEREST BONDS CALLED FOR REDEMPTION SHALL BECOME DUE AND PAYABLE ON THE SPECIFIED REDEMPTION DATE, AND NOTWITHSTANDING THAT ANY CURRENT INTEREST BOND OR PORTION THEREOF HAS NOT BEEN SURRENDERED FOR PAYMENT, INTEREST ON SUCH CURRENT INTEREST BOND OR PORTION THEREOF SHALL CEASE TO ACCRUE.

Any Current Interest Bond of a denomination larger than \$5,000 may be redeemed in part (\$5,000 or any multiple thereof). Any Current Interest Bond to be partially redeemed must be surrendered in exchange for one or more new Current Interest Bonds of the same maturity for the unredeemed portion of the principal of the Current Interest Bonds so surrendered. In the event of redemption of less than all of the Current Interest Bonds, the particular Current Interest Bonds to be redeemed shall be selected by the District, if less than all of the Current Interest Bonds of a particular maturity are to be redeemed, the Paying Agent/Registrar is required to select the Current Interest Bonds of such maturity to be redeemed by lot.

Termination of Book-Entry-Only System

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

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

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

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

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

Authority for Issuance

At an election held on May 7, 1988 (the "Election"), voters within the District authorized the issuance of \$21,110,000 of bonds to be used for the purpose of constructing or acquiring water, wastewater and storm drainage facilities which

are payable from ad valorem taxes. The District has previously issued five installments of bonds in aggregate principal amount of \$13,710,000, leaving \$7,400,000 principal amount of bonds remaining authorized but unissued. Following issuance of the Bonds the District will have \$4,840,000 in principal amount of Bonds remaining authorized but unissued. The District also has issued \$3,924,231 Series 1998 Unlimited Tax Refunding Bonds and \$2,629,998.50 Series 2004 Unlimited Tax Refunding Bonds.

The Bonds are issued pursuant to the terms and provisions of the Bond Order and the authority granted by the Election; Chapters 49 and 54 of the Texas Water Code, as amended; Article XVI, Section 59 of the Texas Constitution; and the general laws of the State, including Chapter 1207 Texas Government Code, as amended.

Payment Record

The District has heretofore issued five series of new money bonds and two series of refunding bonds: \$2,700,000 Unlimited Tax Bonds, Series 1992; \$2,000,000 Unlimited Tax Bonds, Series 1994; \$1,400,000 Unlimited Tax Bonds, Series 1997; \$3,924,231 Unlimited Tax Refunding Bonds, Series 1998; \$1,900,000 Unlimited Tax Bonds, Series 1999; \$5,710,000 Unlimited Tax Bonds, Series 2001; and \$2,629,999 Unlimited Tax Refunding Bonds, Series 2004. The District has never defaulted on the timely payment of the principal of or interest on its bonds. See "FINANCIAL STATEMENT-Outstanding Bonds."

Source of and Security for Payment

The Bonds are payable as to principal and interest from the proceeds of an annual ad valorem tax, without legal limit as to rate or amount, levied against taxable property within the District, to the extent and subject to the conditions described below.

Tax Pledge

The Board covenants in the Bond Order that, while any of the Bonds are outstanding and the District is in existence, it will levy and assess an annual ad valorem tax and will undertake to collect such a tax, against taxable property within the District at a rate from year to year sufficient, full allowance being made for anticipated delinquencies, together with revenues and receipts from other sources which are legally available for such purposes, to pay interest on the Bonds as it becomes due, to provide a sinking fund for the payment of principal of the Bonds when due or the redemption price at any earlier required redemption date, to pay when due any other contractual obligations of the District payable in whole or in part from taxes, and to pay the expenses of assessing and collecting such tax. The net proceeds from taxes levied to pay debt service on the Bonds are required to be placed in a special account of the District designated its "Bond Fund" for the Bonds.

Dissolution of the District: Under Texas law, the District may be dissolved by the City of Austin, Texas (the "City") without the consent of the District or its residents on or after May 7, 2003. When the District is abolished, the City must assume the assets, functions and obligations of the District (including the Bonds), and any pledge of taxes and Net Revenues, if any, will terminate. No representation is made concerning the likelihood of dissolution or the ability of the City to make debt service payments on the Bonds should dissolution occur.

Funds

The Bond Order creates or affirms creation, establishment and maintenance by the District of a Bond Fund for the Bonds (as a separate account within the District's interest and sinking fund) and a Construction Fund.

The Bond Order establishes the Bond Fund as an account within the District's interest and sinking fund to be used to pay principal of and interest on and Paying Agent fees in respect to the Bonds. The Bond Order requires that the District deposit to the credit of the Bond Fund: (i) from the delivery of the Bonds to the Underwriter, the amount received from proceeds of the Bonds representing accrued interest; (ii) all receipts of District ad valorem taxes (and penalties and interest thereon) levied to pay debt service requirements on (or fees and expenses of the Paying Agent with respect to) the Bonds; and (iii) such other funds as the Board shall, at its option, deem advisable. The Bond Order requires that the Bond Fund be applied solely to provide for the payment of the principal or redemption price of and interest on the Bonds when due, and to pay fees to the Paying Agent when due.

Defeasance of Outstanding Bonds

The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of taxes and all other general defeasance covenants in the Bond Order under certain circumstances. Any Bond and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a "Defeased Obligation") within the meaning of the Bond Order, except to the extent provided below for the Paying Agent to continue payments and for the District to retain the right to call Defeased Obligations to be paid at maturity, when the payment of all principal and interest payable with respect to such Bond to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption or the establishment of irrevocable provisions for the giving of such notice) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent or an eligible trust company or commercial bank for such payment (1) lawful money of the United States of America sufficient to make such payment, (2) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment and when proper arrangements have been made by the District with the Paying Agent or an eligible trust company or commercial bank for the payment of its services until after all Defeased Obligations shall have become due and payable or (3) any combination of (1) and (2). At such time as a Bond shall be deemed to be a Defeased Obligation, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes levied as provided in the Bond Order, and such principal and interest shall be payable solely from such money or Defeasance Securities.

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

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

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

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

Investments . . . Any escrow agreement or other instrument entered into between the District and the Paying Agent or an eligible trust company or commercial bank pursuant to which money and/or Defeasance Securities are held by the Paying Agent or an eligible trust company or commercial bank for the payment of Defeased Obligations may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the

substitution of other Defeasance Securities upon the satisfaction of certain requirements. All income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank which is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, will be remitted to the Board.

For the purposes of these provisions, "Defeasance Securities" means (i) Federal Securities, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provides for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm no less than "AAA" or its equivalent. For the purposes of these provisions, "Federal Securities" means direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America (including Interest Strips of the Resolution Funding Corporation).

Paying Agent/Registrar

Principal of and interest on the Bonds will be paid by JPMorgan Chase Bank, National Association, having its office for payment in Dallas, Texas, the initial Paying Agent/Registrar (the "Paying Agent"). The Paying Agent must be a bank, trust company, financial institution or other entity duly qualified and equally authorized to serve and perform the duties as paying agent and registrar for the Bonds.

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

Record Date

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

Issuance of Additional Debt

Although the District does not expect to issue additional bonds, the District may issue bonds necessary to provide those improvements and facilities for which the District was created, with the approval of the TCEQ and, in the case of bonds payable from taxes, the District's voters. Following the issuance of the Bonds, \$4,840,000 unlimited tax bonds authorized by the District's voters will remain unissued. In addition, voters may authorize the issuance of additional bonds or other contractual obligations secured by ad valorem taxes. The District has the right to enter into certain other obligations including the issuance of revenue bonds and notes, bond anticipation notes and tax anticipation notes without voter approval. Neither Texas law nor the Bond Order imposes a limitation on the amount of additional debt which may be issued by the District. Any additional debt issued by the District may dilute the security for the Bonds. See "INVESTMENT CONSIDERATIONS."

Legal Investment and Eligibility to Secure Public Funds in Texas

Pursuant to Section 49.186 of the Water Code, bonds, notes or other obligations issued by a municipal utility district "shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the State, and all agencies, subdivisions, and instrumentalities of the State, including all counties, cities, towns, villages, school districts and all other kinds and types of districts, public agencies and bodies politic." Additionally, Section 49.186 of the Water Code provides that bonds, notes or other obligations issued by a municipal utility district are eligible and lawful security for all deposits of public funds of the State and all agencies, subdivisions and instrumentalities of the State. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act (Texas Government Code, Chapter 2256), the Bonds may have to be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds.

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

Specific Tax Covenants

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

Additional Covenants

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

Remedies in Event of Default

The Bond Order provides that, in addition to all other rights and remedies of any owner of Bonds provided by the laws of the State, in the event the District defaults in the observance or performance of any covenant in the Bond Order including payment when due of the principal of and interest on the Bonds, the registered owner of any of the Bonds may apply for a writ of mandamus from a court of competent jurisdiction requiring the Board of Directors or other officers of the District to observe or perform such covenants.

The Bond Order provides no additional remedies to a registered owner of the Bonds. Specifically, the Bond Order does not provide for an appointment of a trustee to protect and enforce the interests of the registered owners of the Bonds or for the acceleration of maturity of the Bonds upon the occurrence of a default in the District's obligations. Consequently, the remedy of mandamus is a remedy which may have to be enforced from year to year by the registered owners of the Bonds.

Under Texas law, no judgment obtained against the District may be enforced by execution of a levy against the District's public purpose property. The registered owners of the Bonds themselves cannot foreclose on property within the District or sell property within the District in order to pay principal of or interest on the Bonds. In addition, the enforceability of the rights and remedies of the registered owners of the Bonds may be limited by federal bankruptcy laws or other similar laws affecting the rights of creditors of political subdivisions. See "INVESTMENT CONSIDERATIONS—Bankruptcy Limitation to Registered Owners' Rights."

Consolidation

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water and wastewater systems with the water and wastewater system(s) of the district(s) with which it is consolidating. The revenues of the consolidated system may be pledged equally to all first lien bonds of the consolidating districts. No representation is made that the District will consolidate its water and wastewater system with any other district.

Alteration of Boundaries

In certain circumstances, under Texas law the District may alter its boundaries to: (i) upon satisfying certain conditions, annex additional territory; and (ii) exclude land subject to taxation within the District that is not served by District facilities if the District simultaneously annexes land of equal acreage and value that may be practicably served by District facilities. No representation is made concerning the likelihood that the District would effect any change in its boundaries.

Approval of the Bonds

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

No-Litigation Certificate

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

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 Official Statement.

Amendments to the Bond Order

The District may without the consent of or notice to any registered owners amend the Bond Order in any manner not detrimental to the interest of the registered owners, including the curing of an ambiguity, inconsistency, or formal defect or omission therein. In addition, the District may, with the written consent of the owners of a majority in principal amount of the Bonds then outstanding affected thereby, amend, add to, or rescind any of the provisions of the Bond Order, except that, without the consent of the owners of all of the Bonds affected, no such amendment, addition, or rescission may: (1) extend the time or times of payment of the principal of an interest on the Bonds, reduce the principal amount thereof or the rate of interest therein, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of and interest on the Bonds; (2) give any preference to any Bond over any other Bonds; or (3) reduce

the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may within the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Bonds is to be transferred and how the principal of, premium, if any, and interest on the Bonds are to be paid to and credited by the Depository Trust Company while the Bonds are registered in its nominee's name. The information in this section concerning DTC and the book-entry-only system has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.

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

The Depository Trust Company ("DTC"), New York, NY, will act initially 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 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 2.2 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, in turn, is owned by a number of Direct Participants of DTC and members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation, also subsidiaries of DTCC, as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. 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 companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. 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 and www.dtc.org.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase.

Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction.

Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

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

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

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

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

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

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

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

In reading this Official Statement it should be understood that while the Bonds are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through

DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Bond Order will be given only to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

INVESTMENT CONSIDERATIONS

The Bonds are obligations of the District and are not obligations of the State; the County; the City; or any other political subdivision. The Bonds will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property located within the District. See "THE BONDS - Source of and Security for Payment". The ultimate security for payment of principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property, or in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. The collection by the District of delinquent taxes owed to it and the enforcement by registered owners of the District's obligation to collect sufficient taxes may be a costly and lengthy process. Furthermore, the District cannot and does not make any representations that continued development of property within the District will accumulate or maintain taxable values sufficient to justify continued payment by property owners or that there will be a market for the property. See "INVESTMENT CONSIDERATIONS - Registered Owners' Remedies" below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors and Interest Rates. . . A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of residences. Demand for lots and residential dwellings can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the 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 existing values.

Interest rates and the availability of mortgage and development funding have a direct impact on the construction activity, particularly short-term interest rates at which developers and homebuilders are able to obtain financing for development and construction costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District. In addition, although located approximately 12 miles from the central downtown business district of the City, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the City metropolitan and regional economics.

Competition. . . The demand for single-family homes in the District could be affected by competition from other residential developments including other residential developments located in other utility districts located near the District. In addition to competition for new home sales from other developments, there are numerous previously owned homes in more established neighborhoods closer to downtown Austin that are for sale. Such homes could represent additional competition for homes proposed to be sold within the District.

The competitive position of the 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 is directly related to the growth and maintenance of taxable values in the District and tax revenues to be received by the District. The District can give no assurance that building and marketing programs in the District by the developers will be implemented or, if implemented, will be successful.

Developers Under No Obligation to the District. . . The Developers have informed the Board of their current plans to continue to market lots within the District and that they have no current plans otherwise to sell their land within the District. However, the Developers are not obligated to implement such plans on any particular schedule or at all.

Thus, the furnishing of information related to the proposed development by the Developers 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 subsequent landowner to whom such parties may sell all or a portion of their holdings within the District, to implement any plan of development. Furthermore, there is no restriction on the right to sell its 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. Failure to construct taxable improvements on developed lots and tracts and failure of Developers to develop its land would restrict the rate of growth of taxable value in the District. The District is also dependent upon the Developers for the timely payment of ad valorem taxes, and the District cannot predict what the future financial condition of the Developers will be or what effect, if any, such conditions may have on its ability to pay taxes. See "TAX DATA-Principal Taxpayers" and "THE DEVELOPERS."

Impact on District Tax Rates. Assuming no further development or construction of taxable improvements, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of the District property owners to pay their taxes. The 2005 assessed valuation of the District is \$368,165,493. See "FINANCIAL STATEMENT." After issuance of the Bonds, the Maximum Annual Debt Service Requirement will be \$1,177,306 (2010) and the Average Annual Debt Service Requirement will be \$1,099,802 (2006 through 2026, inclusive). Assuming: (i) no increase or decrease from the 2005 assessed valuation; and (ii) no use of funds on hand, a tax rate of \$0.34 per \$100 assessed valuation, at a 95% collection rate would be necessary to pay the Maximum Annual Debt Service Requirement of \$1,177,306, and a tax rate of \$0.32 per \$100 assessed valuation at a 95% collection rate would be necessary to pay the Average Annual Debt Service Requirement of \$1,099,802. See "DEBT SERVICE REQUIREMENTS" and "TAX DATA-Tax Adequacy for Debt Service."

Undeveloped Acreage

There are approximately 3 remaining developable acres of land within the District which have not been provided with internal water distribution, wastewater collection, and/or storm drainage facilities necessary to the construction of taxable improvements. The District makes no representation as to when or if such development will occur. These 3 acres are under contract for sale to a child development center.

Tax Collections and Foreclosure Remedies

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

Registered Owners' Remedies

In the event of default in the payment of principal or interest on the Bonds, the registered owners of the Bonds have the right to seek a writ of mandamus, requiring the District to levy adequate taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interest of the registered owners of the Bonds. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the registered owners of the Bonds could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the registered owners of the Bonds cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the registered owners of the Bonds

may further be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District.

Bankruptcy Limitation to Registered Owners' Rights

The enforceability of the rights and remedies of registered owners of the Bonds may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismissed 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 generally 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 negotiations are impracticable. Under Texas law a municipal utility district, such as the District, must obtain the approval of the TCEQ as a condition to seeking relief under the Federal Bankruptcy Code. The TCEQ is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under federal bankruptcy law only if such district has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations, as they mature.

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

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

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

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

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

There has been little judicial determination of the validity of the provisions of FIRREA or how they are to be construed and reconciled with respect to conflicting state laws. However, certain recent federal court decisions have held that the FDIC is not liable for statutory penalties and interest authorized by State property tax law, and that although a lien for taxes may exist against real property, such lien may not be foreclosed without the consent of the

FDIC, and no liens for penalties, fines, interest, attorneys fees, costs of abstract and research fees exist against the real property for the failure of the FDIC or a prior property owner to pay ad valorem taxes when due. It is also not known whether the FDIC will attempt to claim the FIRREA exemptions as to the time for contesting valuations and tax assessments made prior to and after the enactment of FIRREA. Accordingly, to the extent that the FIRREA provisions are valid and applicable to any property in the District, and to the extent that the FDIC attempts to enforce the same, these provisions may affect the timeliness of collection of taxes on property, if any, owned by the FDIC in the District, and may prevent the collection of penalties and interest on such taxes.

Marketability

The District has no 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 asking price for the Bonds may be greater than the difference between the bid and asking price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are more generally bought, sold or traded in the secondary market.

Continuing Compliance with Certain Covenants

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

Future Debt

The District reserves in the Bond Order the right to issue the remaining authorized but unissued bonds, and such additional bonds as may hereafter be approved by both the Board of Directors and voters of the District. See "THE BONDS--Bonds Authorized But Unissued." The District has reserved the right to issue certain other additional bonds, special project bonds, refunding bonds and other obligations described in the Bond Order. All of the remaining \$4,840,000 bonds which have heretofore been authorized by the voters of the District, but remain unissued, may be issued by the District, with the approval of the TCEQ, from time to time as improvement needs arise. If the District does issue future bonds or other debt obligations, such issuance could increase gross debt/property valuation ratios and might adversely affect the security for, and the investment quality and value, of the Bonds.

To date, the Developers have advanced certain funds for construction of utilities for which the Developers have not been reimbursed. Approximately \$2,117,402 will be reimbursable to the Developers for the development currently existing within the District. See "THE DISTRICT--Current Status of Development." In the opinion of the District's Engineer, the \$4,840,000 amount of authorized but unissued bonds should be sufficient to fully reimburse the Developers for the existing utility facilities and provide utility service to the remaining undeveloped but potentially developable acres within the District. The District may issue the full amount of authorized but unissued bonds in the future. Each future issue of bonds is intended to be sold at the earliest practicable date consistent with the maintenance of a reasonable tax rate in the District (assuming projected increases in the value of taxable property made at the time of issuance of the bonds are accurate). See "UTILITY AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF AUSTIN." The District does not employ any formula with respect to assessed valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. The issuance of additional bonds is subject to approval 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 with or without any corresponding increases in taxable value in the District. See "THE BONDS--Issuance of Additional Debt."

DISTRICT MAP



THE DISTRICT

General

The District was created by order of the Texas Water Commission (the "TWC"), predecessor to the TCEQ, adopted on March 16, 1988, and a confirmation election held within the District on May 7, 1988, and operates as a municipal utility district pursuant to the provisions of Article XVI, Section 59 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code and other general statutes of the State applicable to municipal utility districts. The District is subject to the continuing supervision of the TCEQ and is located within the city limits of the City of Austin, Texas (the "City"). See "THE BONDS—Source of and Security For Payment."

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

The TCEQ exercises continuing supervisory jurisdiction over the District. In order to obtain the consent for creation of the District from the City, within whose boundaries the District lies, the District is required to observe certain requirements of the City which limit the purposes for which the District may sell bonds for the acquisition, construction and improvement of waterworks, wastewater and drainage facilities; require approval by the City of the District's construction plans; and permit connections only to single-family lots and commercial or multi-family commercial platted reserves which have been approved by the Planning Commission of the City. Construction and operation of the District's System is subject to the regulatory jurisdiction of additional governmental agencies. See "THE SYSTEM—Regulation."

Management of the District

The District is governed by a board consisting of five directors which has control over management supervision of all affairs of the District.

Board of Directors

The Directors and officers of the District are listed below:

Name	Title	Term Expires	Length of Service
William C. Ferguson	Vice President/Acting President	2010	10 Years
Karen Temborius	Secretary	2008	10 Years
Edward L. Swarthout	Treasurer	2008	10 Years
Rob Ratcliff	Director	2010	0 Year
George Frederickson	Director	2010	3 Years

All of the Directors listed above reside in the District. Directors are elected to staggered four-year terms. Elections are held in May of even-numbered years.

Consultants

Tax Assessor/Collector

Land and improvements in the District are being appraised for taxation by the Travis County Central Appraisal District. The Tax/Assessor Collector is elected by residents of Travis County, Texas (the "County"). Nelda Spears currently serves the District in this capacity under contract. Ms. Spears serves approximately 79 other special districts as Tax Assessor/Collector.

General Manager

The District contracts with Real Manage, L.L.C. to operate as Operator and Bookkeeper for the District.

Auditor

The District's financial statements for the fiscal year ended September 30, 2005 were prepared by Maxwell Locke & Ritter L.L.P., Certified Public Accountants. See Appendix A for a copy of the District's September 30, 2005, audited financial statements.

Financial Advisor

Caprock Securities, Inc. serves as the District's financial advisor (the "Financial Advisor"). The fee for services rendered in connection with the issuance of the Bonds is based upon an hourly rate. See "FINANCIAL ADVISOR".

Engineer

The District's consulting engineer is Schroeder Engineering Company (the "Engineer"). Such firm serves as consulting engineer to eleven other special districts.

Bond Counsel

The District has engaged Delgado, Acosta, Braden & Jones, P.C., Austin, Texas, as Bond Counsel in connection with the issuance of the Bonds. The fees of Bond Counsel are contingent upon the sale and delivery of the Bonds.

General Counsel

The District employs Potts & Reilly, L.L.P., as general counsel. This firm acts as counsel to the District on matters not related to the issuance of bonds and is compensated based on time charges actually incurred.

Location

The District contains 709.7 acres of land and is located in the northwestern section of the County east of Farm-to-Market Road 620 ("FM 620") approximately midway between the intersections of FM 620 and Ranch Road 2222 and FM 620 and U.S. Highway 183, respectively. The majority of the District is located within the Round Rock Independent School District. However, a portion of the District is located within the Leander Independent School District.

Current Status of the Development

As of April 1, 2006, 362 acres within the District have been developed with water, sanitary sewer and storm drainage facilities, and street paving as Canyon Creek Subdivision, Sections, 1, 11, 17, 17B, 17C, 18, 19A, 19B, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33 and 34. According to the Developers, as of April 1, 2006, development within the District was as follows:

I. Single Family

A. Developed with Utility Facilities

Section	Acreage	Single Family			
		Platted Lots	Completed Homes	Homes Under Construction	Vacant Lots
Section 1	80.00	214	214		
Section 11	11.40	18	0	12	6
Section 17	20.88	68	68		
Section 17B	11.47	36	36		
Section 17C	11.29	43	43		
Section 18	19.20	58	58		
Section 19A	15.89	50	50		
Section 19B	11.40	41	41		
Section 20	14.93	50	50		
Section 21	29.50	111	111		
Section 22	17.50	56	56		
Section 23	26.06	43	43		
Section 24	28.90	35	35		
Section 25	19.80	30	30		
Section 26	18.20	68	68		
Section 27	22.61	95	95		
Section 28	38.40	62	62		
Section 29	16.54	51	51		
Section 30	28.98	43	43		
Section 31	27.10	41	41		
Section 33	11.44	45	45		
Section 34	9.30	14	14		
Section 32	14.30	26	26		
Subtotal	505.09	1298	1280	12	6

II. Commercial/Multi-Family/Parkland

A. Commercial/Multi-Family; Developed with Utility Facilities

Chevron	2.50 (a)
Office Building	1.95 (b)
Apartments	52.70 (c)
Subtotal	57.15

B. Parkland Dedication 72.65

C. Conservation Easement 36.55

D. Remaining Commercial/Multi-Family/Developable Acreage 3.00 (d)

Total Commercial/Multi-Family/Parkland 169.35

Total Undevelopable Acreage 35.26

Total 709.70

(a) Chevron Service Center and Mini Market.

(b) 20,000 square foot office building owned by the Texas Methodist Foundation.

(c) Two apartment complexes totaling 848 units.

(d) Land under contract to child development center.

Currently there are two homebuilders constructing homes within the District: David Weekley Homes and Standard Pacific Homes. The sales price of homes being constructed ranges from \$210,000 to over \$400,000 with an average square footage of living space ranging from 2,200 to 4,600.

Park and Conservation Easement

The District has approximately 72 acres of park and greenbelt area, including hike and bike trails and various other recreational facilities, which was financed through a developer contribution of land and approximately \$224,000 in cash together with a grant of approximately \$500,000 from the Texas Parks and Wildlife Department. In addition, the District owns approximately 400 acres of conservation easement within and outside its boundaries.

Canyon Creek Option, Ltd., Canyon Creek Land, Ltd., the City and the District have proposed to enter an agreement in which the City would reduce the retail water and wastewater rates the City charges residential customers whose homes are located within the District. The reduction would be approximately the amount that the District pays bondholders for debt service on all of the District's bonds (including this proposed issue). In return, the District would transfer to the City its interest in approximately one-half of certain endangered species habitat lands to which the District holds title, but which are located outside of the District. The District will also retain title to Trailhead Park, a park located within the District that the District currently maintains, for an additional five years before it will be transferred to the City. Prior agreements with the City would have required a more immediate transfer. These agreements are expected to be consummated on or before November 1, 2006 by all parties executing a Fourth Amendment to the Consent Agreement with the City.

Future Development

Approximately 562 (including approximately 57.15 commercial) acres of land located in the District have been developed by Canyon Creek, Standard Pacific, Standard/Blanton and Weekley Homes, collectively referred to as the Developers as described below under "THE DEVELOPERS." The balance of the developable land located in the District is comprised of approximately 3 acres. The Developers own all of such approximate 3 acres available for future development which, according to the Developers, if developed in the future is expected to be developed as commercial developments.

City of Austin

The District lies wholly within the corporate limits of the City. See "CONSENT AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF AUSTIN."

CONSENT AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF AUSTIN

All the land in the District is located within the city limits of the City of Austin (the "City"). Prior to the creation of the District, the City and the Developer's predecessor in interest, Nash Phillips/Copus, Inc. entered into an Agreement Concerning Creation and Operation of Northwest Austin Municipal Utility District No. 1 (the "Consent Agreement") effective December 7, 1987. The Consent Agreement was approved and executed by the Board of Directors after the District's creation. The Consent Agreement was subsequently amended on September 11, 1990, October 6, 1992, and February 28, 1995.

The Consent Agreement sets forth, among other things, the arrangement by which all land within the District will receive water and wastewater service from the City. The Consent Agreement provides that water service may be initially provided by the District's own water plant, but that upon availability of the City's water, the District would disconnect from its water plant, tie into the City's water system and thereafter the City will provide water service. This disconnection and tie in occurred as of August 17, 1991. Water tap fees and capital recovery fees, as well as monthly water utility bills, are established by the City and are paid directly to the City.

The Consent Agreement provides that the City will provide wastewater treatment for land located within the District. All wastewater collection is now provided directly by the City. Property owners within the District are required to pay sewer tap fees and capital recovery fees to the City for all new connections. In addition, monthly sewer bills are paid directly to the City. Wastewater service for all property in the District is anticipated in the

Consent Agreement eventually to be provided by the City through its West Bull Creek Wastewater Interceptor or other agreed wastewater collection and transportation facilities of the City.

Pursuant to the Consent Agreement, the City provides retail water and wastewater service to customers within the District and provides operation and maintenance of those facilities.

The Consent Agreement also contains various provisions regarding bond issuance, dissolution, land development, expansion of service area and assignment of the Agreement.

The parties to the Consent Agreement are negotiating modifications to the agreement. The major modifications are discussed *supra* under 'Parkland and Conservation Easement'.

THE DEVELOPERS

In general, the activities of a landowner or developer in a municipal utility district, such as the District, include, among other activities, purchasing the land within the future district; petitioning for creation of the district; designing the development; defining a marketing program; planning and scheduling building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of roads and the installation of utilities and drainage facilities; and selling improved lots or commercial reserves to builders, other developers or third parties. Ordinarily, the developer pays one hundred percent (100%) of the costs of paving and amenity design and construction while the utility district finances the costs of the water supply and distribution, wastewater collection and treatment and drainage facilities. However, the TCEQ may require the developer to pay up to thirty percent (30%) of the cost of certain water distribution, wastewater collection and drainage facilities. While a landowner or developer is required by the TCEQ to pave streets and pay for its allocable portion of the costs of utilities to be financed by the district through a specific bond issue, if any, a developer is generally under no obligation to a district to undertake development activities with respect to other property it owns within a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of 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.

Canyon Creek Land Ltd. and Canyon Creek Option

On August 28, 1991, Canyon Creek Land Ltd. purchased 145 acres within the District and acquired an option to purchase the remainder of land within the District and certain property located adjacent to the District. Canyon Creek Land Ltd., is a Texas limited partnership ("Canyon Creek") the general partner of which is CapTex Land Corporation, a Texas corporation owned 100% by Mr. John Simmons. The limited partners of Canyon Creek are the Joseph C.M. Hall Revocable Trust, as a Class A limited partner; and J. David Trotter, John Simmons and Fred Eppright, as Class B limited partners. Canyon Creek has hired Blanton Development Company, a Texas Corporation whose President and sole shareholder is Perry Blanton to act as development manager to supervise the development and marketing of the property.

Since acquiring the property within the District, Canyon Creek has developed Canyon Creek, Sections 21 (111 lots on 29.5 acres), 26 (68 lots on 18.57 acres), 27 (95 lots on 22.61 acres), 17 (68 lots on 20.88 acres), 19A (52 lots on 15.89 acres), 19B (41 lots on 10.36 acres) and 33 (45 lots on 11.44 acres).

In January 1994, Canyon Creek Option, Ltd., a Texas limited partnership ("CC Option"), whose general partner is CapTex Land Company, L.L.C., a Limited Liability Company ("CDC"), exercised its option to purchase approximately 1,074 acres including all of the remaining undeveloped acreage within the District and the majority of the acreage adjacent to the District. The limited partners of CC Option are the Joseph C. M. Hall Revocable Trust, as a Class A Limited Partner, and L David Trotter, John Simmons, Fred Eppright and Perry Blanton, as Class B Limited Partners. CC Option has hired Blanton Development Company to act as development manager to supervise the development and marketing of such property. The acreage was purchased by CC Option with cash contributed by its partners.

Standard Pacific of Texas

In December 1995, CC Option sold approximately 98 acres to Standard Pacific Homes a Delaware Corporation whose stock is traded on the New York Stock Exchange (the "Standard Pacific"). Standard Pacific has hired Blanton Development Company to act as development manager to supervise the development and marketing of their property within the District. Standard-Pacific has developed Section 23 (43 lots on 11.81 acres) and Section 30 (43 lots on 11.99 acres) and is building on another 19 lots on approximately 11.40 acres, which are expected to be developed as single-family residences. Acquisition and development financing is being funded by corporate cash.

Standard Pacific builds homes in California, Arizona, Colorado and Texas. For the fiscal year ended December 31, 2005, Standard Pacific had gross revenues of approximately \$3,993,080,000 with its homebuilding activities. Standard Pacific is subject to the informational requirements of the Securities and Exchange Act of 1934, as amended and in accordance therewith files reports and other information with the SEC. Copies of such material can be obtained by mail from the public reference section of the SEC, 450 Fifth Street, Washington D.C. 20549 at prescribed rates. In addition, such reports and other information may be obtained from the New York Stock Exchange.

Standard/Blanton LLC

In January 1998, Standard/Blanton LLC, a Delaware limited liability company ("Standard/Blanton"), comprised of Standard Pacific of Texas, a subsidiary of Standard Pacific Homes, a Delaware Corporation, and Blanton Development Company, a Texas Corporation whose President and sole shareholder is Mr. Perry Blanton, was established for the purpose of acquiring approximately 37.11 acres from CC Option and an option on another approximately 5.46 acres. In May 1999, Standard/Blanton closed on their option. Standard Blanton currently holds Section 11 which contains 6 vacant lots and 12 homes under construction. Acquisition financing was funded by corporate cash while development financing is being funded by a line of credit provided by Bank of America, N.A.

Weekley Homes, L.P.

In August 1999, CC Option sold approximately 36.65 acres to Weekley Homes, L.P., a Delaware Limited Partnership ("Weekley Homes"). According to Blanton Development Company, such acreage is being developed as single-family lots located in Sections 24, 25, 31 and 32. Weekley Homes has hired Blanton Development Company to act as development manager to supervise the development and marketing of their property within the District. Weekley Homes currently has completed houses on all its lots.

Homes Constructed

Standard Pacific Homes currently plans to build homes on all its lots. As of April 1, 2006, it has 12 houses under construction and 6 vacant lots. All other lots are sold with houses complete. Weekley Homes has completed houses on all of its lots.

THE SYSTEM

Water, Sanitary Sewer and Drainage System

Proceeds from the sale of the Outstanding Bonds together with certain non-reimbursable developer contributions have been used to fund the acquisition, construction and renovation of the District's water, wastewater and drainage facilities serving residential subdivisions in the District.

Regulations

According to the Engineer, the water, sewer and drainage facilities acquired or constructed by the District (the "System") have been designed in accordance with accepted engineering practices and the regulations of the Texas Department of Health, the County, the City and the TCEQ. Construction and operation of the facilities are subject to the inspection of the City and the TCEQ, for determining compliance with approved construction plans, and by

the TCEQ, the United States Environmental Protection Agency and various local agencies for compliance with environmental requirements.

Water Supply and Distribution

The District receives its water supply from the City water system, which obtains surface water from the Colorado River. Pursuant to the Consent Agreement, the City agrees to sell and deliver all water necessary for domestic and commercial purposes by users within the District on a retail basis on the same terms and conditions as it would all other customers within the City. The sale and furnishing of water to the customers within the District shall be nondiscriminatory and uniform with the policies and ordinances relating to the City's utility service area. The supply of water to the City's customers within the District may be reasonably limited by the City on the same basis and to the same extent as to any other customer within the City's service area.

Wastewater Collection and Treatment

Permanent wastewater treatment service for the District is provided by the City's Walnut Creek Wastewater Treatment Plant, which has a capacity of 75 million gallons per day average flow. The City has agreed to provide wastewater treatment service at the Walnut Creek Wastewater Treatment Plant for the ultimate development in the District. See "CONSENT AGREEMENT BETWEEN THE DISTRICT AND CITY OF AUSTIN."

100-Year Flood Plain

Portions of the District along its eastern and southern boundaries are within the projected 100-year flood plain and are expected to be in designated drainage easements. No development is proposed in the 100-year flood plain.

Water and Wastewater Operations

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 described under "THE BONDS-Source of and Security for Payment." Sources of Net Revenues are limited in so far as all revenues from the sale of water and sewer service are paid by residents of the District directly to the City. No prediction is made, nor can any assurance be given, that the System will produce Net Revenues available to pay principal of or interest on the Bonds.

Rate and Fees

On August 17, 1991, the District transferred retail service responsibilities to the City pursuant to the Consent Agreement. The City provides water and wastewater service to utility customers within the District and charges rates equal to the current rates set by the City for retail water and sewer service. Such rates are expected to be changed from time to time by the City. The City's water and wastewater rates are available from the City and have been filed by the City with each nationally recognized municipal securities information repository ("NRMSIRs") and the Texas' state information depository (the "SID") as of September 30, 2005. The City is responsible for maintaining and operating the System. In addition, the District collects certain tap fees from builders.

General Fund Operating Statement

The following statement sets forth in condensed form the historical results of operations of the District's water and sewer system and parks. Such summary has been prepared by the Financial Advisor for inclusion herein, based upon information obtained from the District's audited financial statements. All water and sewer revenues are paid by the District residents to the City and the City pays all costs of operating and maintaining the System. Reference is made to such statements for further and complete information.

Fiscal Year Ending September 30

Revenues	2005	2004	2003	2002	2001
Tax revenues including penalties	\$ 135,782	\$ 175,645	\$ 138,211	\$ 161,683	\$ 141,505
Tap Fees	48,825	25,200	18,900	22,575	5,250
Interest	22,481	9,011	9,645	14,051	31,401
Miscellaneous	1,849	900	928	1,984	--
Total Revenues	208,937	210,756	167,684	200,293	178,156
Expenditures					
Legal fees	50,405	45,807	49,088	33,388	29,289
Repairs and maintenance	39,998	36,276	34,751	39,466	27,937
Professional fees	--	5,233	14,650	--	--
Management fees	13,838	13,645	13,781	13,698	13,634
Audit fees	10,000	7,500	8,000	7,800	7,500
Tax appraisal/collection fees	704	3,924	910	1,108	989
Director fees/Payroll taxes	8,720	5,921	5,529	6,890	5,813
Engineering fees	2,996	3,389	4,187	13,645	15,923
Insurance	1,523	2,772	2,771	2,710	4,790
Miscellaneous	1,484	5,625	5,007	8,620	2,059
Capital Outlay	23,235	--	1,973	8,021	--
Total Expenditures	152,903	130,092	140,647	135,346	107,934
NET REVENUES	\$ 56,034	\$ 80,664	\$ 27,037	\$ 64,947	\$ 70,222

ESTIMATED DEBT SERVICE REQUIREMENTS

NORTHWEST AUSTIN MUNICIPAL UTILITY DISTRICT No. 1

\$7,979,996.60 ^(a)

UNLIMITED TAX AND REFUNDING BONDS SERIES 2006

ISSUE DATE JUNE 1, 2006

Year Ending 9/30	Remaining Outstanding Bonds (b)			The Bonds (a)			Total
	Principal	Interest	Total	Principal	Interest(c)	Total	Debt Service
2006	\$ 118,013	\$ 192,048	\$ 310,061				\$ 394,201
2007	78,294	617,429	695,723	\$ 130,000	\$168,278.76	\$ 298,278.76	1,162,280
2008	445,000	249,088	694,088	130,000	165,678.76	295,678.76	1,155,445
2009	460,000	230,763	690,763	135,000	163,078.76	298,078.76	1,151,921
2010	505,000	211,549	716,549	140,000	160,378.76	160,308.76	1,177,306
2011	520,000	191,105	711,105	145,000	157,578.76	302,578.76	1,171,263
2012	540,000	169,568	709,568	155,000	154,678.76	309,678.76	1,173,925
2013	560,000	146,609	706,609	160,000	151,578.76	311,578.76	1,169,766
2014	570,000	122,173	692,173	165,000	148,378.76	313,378.76	1,153,930
2015	595,000	96,495	691,495	175,000	145,078.76	320,078.76	1,156,653
2016	640,000	69,775	709,775	175,000	141,578.76	316,578.76	1,167,933
2017	380,000	47,254	427,254	156,781	311,210.11	467,991.26	1,033,236
2018	390,000	30,541	420,541	158,217	322,212.16	480,428.76	1,036,399
2019	260,000	17,285	277,285	175,000	452,731.66	627,731.26	1,037,748
2020	145,000	6,235	151,235	630,000	129,896.26	759,896.26	1,041,028
2021				825,000	116,508.76	941,508.76	1,058,018
2022				845,000	98,771.26	943,771.26	1,042,543
2023				890,000	80,603.76	970,603.76	1,051,208
2024				925,000	61,468.76	986,468.76	1,047,938
2025				970,000	41,234.38	1,001,234.38	1,052,469
2026				915,000	20,015.63	935,015.63	955,031
Totals	<u>\$ 6,206,307</u>	<u>\$ 2,397,915</u>	<u>\$ 8,604,222</u>	<u>\$ 7,900,000</u>	<u>\$ 5,786,017.41</u>	<u>\$ 13,786,014.76</u>	<u>\$ 22,390,237</u>

(a) Preliminary, subject to change.

(b) Excludes the Refunded Bonds.

(c) For purposes of illustrations only, interest on the Bonds is assumed at ____%.

FINANCIAL STATEMENT
Unaudited as of February 28, 2006

2005 Assessed Valuation (100% of market Value)	\$368,165,493(a)
Gross Debt Outstanding	\$ 14,234,553(b)
Debt Service Fund Balance	\$ 1,259,173
General Fund Balance	\$ 919,221
Ratio of Gross Debt to 2005 Assessed Valuation	3.87%
Area of District	709.7 acres

Estimated 2006 Population 6,053 (b)

(a) As certified by the Travis County Appraisal District ("TCAD"). See "TAXING PROCEDURES"

(b) Includes the Bonds and the Remaining Outstanding Bonds.

(c) As of December 31, 2005. Based on 3.5 residents per active single family connection; 2 per apartment.

Unlimited Tax Bonds Authorized but Unissued

Date	Vote		Purpose	Authorized	Issued to Date	Unissued
Authorization	For	Against				
5/7/1988	1	0	Water, Sanitary Sewer & Drainage	\$21,110,000	\$16,270,000 (a)	\$4,840,000

(a) Includes the Bonds.

Outstanding Bonds

Date of Issue	Series	Original Amount	Amount Outstanding 02/28/06
A. New Money Issues			
9/1/1992	1992	\$2,700,000.00	\$0
12/1/1994	1994	\$2,000,000.00	\$0
9/1/1997	1997	\$1,400,000.00	\$0
8/1/1999	1999	\$1,900,000.00	\$75,000
7/1/2001	2001	\$5,710,000.00	\$190,000(a)
6/1/2006	2006	\$2,560,000.00	\$2,560,000(b)
Subtotal		\$16,270,000.00	\$2,825,000.00
B. Refundings			
9/1/1998	1998	\$3,924,231.00	\$3,421,732.00
12/1/2004	2004	\$2,629,998.00	\$2,567,821.00
6/1/2006	2006	\$5,439,997.35	\$5,439,997.35(b)
Subtotal		\$11,994,226.35	\$11,429,550.35
Total		\$28,264,226.35	\$14,254,550.35

(a) Excludes the Refunded Bonds

(b) Includes the Bonds

Investment Authority and Investment Practices of the District

Under Texas law, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities, including letters of credit; (2) direct obligations of the State or its agencies and instrumentalities; (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which is guaranteed or insured by or backed by the full faith and credit of, the State or the United States or their respective agencies and instrumentalities; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed or guaranteed by the State of Israel; (7) certificates of deposit meeting the requirements of the Texas Public Funds Investment Act (Chapter 2256, Texas Government Code) that are issued by or through an institution that either has its main office or a branch in Texas, and are guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund, or are secured as to principal by obligations described in clauses (1) through (6) or in any other manner and amount provided by law for District deposits; (8) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State; (9) certain bankers' acceptances with the remaining term of 270 days or less, if the short-term obligations of the accepting bank or its parent are rated at least A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (10) commercial paper with a stated maturity of 270 days or less that is rated at least A-1 or P-1 or the equivalent by either (a) two nationally recognized credit rating agencies or (b) one nationally recognized credit rating agency if the paper is fully secured by an irrevocable letter of credit issued by a U.S. or state bank; (11) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission that have a dollar weighted average stated maturity of 90 days or less and include in their investment objectives the maintenance of a stable net asset value of \$1 for each share; and (12) no-load mutual funds registered with the Securities and Exchange Commission that have an average weighted maturity of less than two years, invest exclusively in obligations described in this paragraph, and are continuously rated as to investment quality by at least one nationally recognized investment rating firm of not less than AAA or its equivalent. In addition, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations, including letters of credit, of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described below.

A political subdivision such as the District may enter into securities lending programs if (i) the securities loaned under the program are 100% collateralized, a loan made under the program allows for termination at any time and a loan made under the program is either secured by (a) obligations that are described in clauses (1) through (6) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent or (c) cash invested in obligations described in clauses (1) through (6) above, clauses (10) through (12) above, or an authorized investment pool; (ii) securities held as collateral under a loan are pledged to the District, held in the District's name and deposited at the time the investment is made with the District or a third party designated by the District; (iii) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State; and (iv) the agreement to lend securities has a term of one year or less.

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

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

index that adjusts opposite to the changes in a market index.

Under Texas law, the District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for District funds, the maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups. All District funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

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

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

Current Investments

The District is currently invested in Tex-Pool the amount of \$1,419,015 as of February 28, 2006. This investment portfolio is generally representative of the District's investment practices. State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District's audited financial statements.

Estimated Overlapping Debt Statement

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax net debt was developed from several sources, including information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas. Except for the amount relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person is entitled to rely upon information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the dates stated in this table, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot be determined.

Taxing Body	Net Debt		% of Overlapping Net Debt	Amount of Overlapping Net Debt
	Amount	As of		
Travis County	\$ 404,202,145	9/30/2005	0.45%	\$ 1,818,910
City of Austin	718,722,517	9/30/2005	0.63%	4,527,952
Travis County Hospital District	0	3/1/2006	0.45%	0
Round Rock Independent School District	323,108,154	6/30/2005	2.11%	6,817,582
Leander Independent School District	473,792,626	8/31/2005	0.08%	379,034
Austin Community College	94,410,000	8/31/2004	0.75%	708,075

TOTAL ESTIMATED OVERLAPPING NET DEBT **\$14,251,553**

Northwest Austin Municipal Utility District No. 1 (after issuance of the Bonds)	\$ 12,975,380	2/28/2006	100.00%	\$12,975,380
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TOTAL ESTIMATED DIRECT AND OVERLAPPING NET DEBT **\$27,226,933**

Ratio of Direct and Overlapping Net Debt to 2005 Assessed Valuation **7.40%**

Direct and Overlapping Net Debt per Acre **\$38,364**

Overlapping Taxes for 2005

Overlapping Entity	2005 Tax Rate per \$100 Assessed Valuation		Average Tax Bill (a)	
	Round Rock	Leander	Round Rock	Leander
	ISD(b)	ISD(b)	ISD(b)	ISD(b)
Travis County	\$0.4993	\$0.4872	\$1,293	\$1,262
City of Austin	\$0.4430	\$0.4928	\$1,147	\$1,276
Round Rock Independent School District (a)	\$1.8334	\$0.0000	\$4,748	\$0
Leander Independent School District (a)	\$0.0000	\$1.7500	\$0	\$4,532
Travis County Hospital District	\$0.0779	\$0.0779	\$202	\$202
Austin Community College	\$0.0900	\$0.0900	\$233	\$233
The District	\$0.3000	\$0.3000	\$777	\$777
Total	<u>\$3.2436</u>	<u>\$3.1979</u>	<u>\$8,400</u>	<u>\$8,282</u>

(a) Portions of the district are located in these school districts.

(b) Based upon a single family home with an average assessed valuation of \$258,982

TAX DATA

Classification of Assessed Valuation (a)

Type Property	2005		2004		2003	
	Amount	%	Amount	%	Amount	%
Single Family	\$ 316,620,454	85.4387	\$ 298,922,572	87.9442	\$ 287,870,860	87.5976
Multi-Family	39,458,137	10.6476	32,393,160	9.5302	26,972,330	8.2075
Vacant Lots	4,719,612	1.2736	5,235,274	1.5402	11,652,418	3.5458
Acreage	4,074,600	1.0995	2,530,288	0.7444	824,475	0.2509
Commercial	<u>5,709,337</u>	1.5406	<u>819,130</u>	0.2410	<u>1,308,463</u>	0.3982
Total	<u>\$ 370,582,140</u>		<u>\$339,900,424</u>		<u>\$ 328,628,546</u>	

(a) Reflects classification of assessed valuation as supplied by the Travis County Appraisal District (TCAD) prior to adjustments or exemptions. Such value may differ from the original certified assessed valuation, and any supplements or adjustments thereto, as supplied by TCAD.

Tax Collections

The following statement of tax collections sets forth in condensed form the historical tax collection experience of the District. Such summary has been prepared by the Underwriter for inclusion herein based upon information from District audits and records of the District's Tax Assessor/Collector Reference is made to such audits and records for further and more complete information.

Tax Year	Assessed Valuation	Tax Rate	Tax Levy	Current Collections		Total Collections	
				Amount	Percent	Amount	Percent
2000	\$ 225,057,100	\$0.3620	\$ 814,707	\$ 814,398	99.96	\$ 816,155	100.18
2001	291,495,571	\$0.3577	1,042,680	1,036,178	99.38	1,037,419	99.50
2002	342,915,428	\$0.3150	1,092,849	1,083,566	99.15	1,088,943	99.64
2003	332,170,127	\$0.2632	874,272	872,544	99.80	875,770	100.17
2004	341,351,563	\$0.2600	893,495	881,207	99.62	883,496	98.88
2005	368,165,493	\$0.3000	1,104,167	1,090,505 (a)	98.76	1,092,409(a)	98.94

(a) As of February 28, 2006

District Tax Rates

Total Tax Rate per \$100 assessed valuation

	2005	2004	2003	2002	2001
Debt Service	\$0.2600	\$0.2200	\$0.2105	\$0.2752	\$0.3022
Maintenance	\$0.0400	\$0.0400	\$0.0527	\$0.0398	\$0.0555
Total	<u>\$0.3000</u>	<u>\$0.2600</u>	<u>\$0.2632</u>	<u>\$0.3150</u>	<u>\$0.3577</u>

District Bond Tax Rate Limitation

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

Maintenance Tax

The Board of Directors has the statutory authority to levy and collect an annual ad valorem tax for planning, maintaining, repairing and operating the District's improvements, if such maintenance tax is authorized by a vote of the District's electors. Such tax would be in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds, and any tax bonds which may be issued in the future. At an election held on May 7, 1988 (the "Election"), voters within the District authorized a maintenance tax not to exceed \$1.50/\$100 assessed valuation. As shown above under "District Tax Rates," the District levied a 2005 maintenance and operation tax of \$0.04/\$100 assessed valuation.

Principal Taxpayers

The following list of principal taxpayers was provided by the Travis County Appraisal District based on the 2004 tax roll of the District which reflects ownership as of January 1, 2005. Ownership changes subsequent to January 1, 2005, are not known to the District.

<u>Taxpayer</u>	<u>Type Property</u>	<u>2005 A V</u>
Western Rim Investors 20002	Apartments	\$29,169,072
Fairfield Canyon Creek II Ltd.	Apartments	\$10,289,065
Canyon Creek Option Ltd.	Acreage & Improvements	\$6,358,027
Standard Pacific of Texas LP	Acreage & Improvements	\$2,865,285
Weekley Homes LP	Acreage & Improvements	\$3,311,556
Time Warner Entertainment	Cable Utility	\$2,428,250
Mohammad Khan	Convenience Store	\$1,650,000
Richard & Barbara Blount	Lots and Houses	\$711,721
Total		<u>\$56,782,976</u>
Percent of Assessed Value		15.42%

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2005 assessed valuation and utilize tax rates adequate to service the District's total debt service requirements, including the Bonds (at an estimated interest rate of 4.67%). No available debt service funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS" - Impact on District Tax Rates.

Average Annual Debt Service on all Bonds (a)	\$1,099,802
\$0.32 Tax Rate on 2005 Assessed Valuation of \$368,165,493 @ 95% collections produces	\$1,119,223
Maximum Annual Debt Service Requirements on all Bonds (2010)	\$1,177,306
\$0.34 Tax Rate on 2005 Assessed Valuation of \$368,165,493 @ 95% collections produces	\$1,189,175

(a) Includes the Bonds and the Remaining Outstanding Bonds.

Debt Service Fund Management Index

Debt Service Requirements for year ending 9/30/2006 (b)	\$ 989,513
Debt Service Fund Balance as of 9/30/05	\$ 517,753
2005 Tax Year Debt Service Levy @ 95% collections produces	\$909,369(a)
Total Available for Debt Service	\$ 1,427,122

(a) The District levied a debt service tax of \$0.26 per \$100 Assessed Valuation in 2005.

(b) Includes the Bonds and the Remaining Outstanding Bonds.

TAXING PROCEDURES

Authority to Levy Taxes

The Board of Directors is authorized to levy an annual ad valorem tax on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, their pro rata share of debt service on any contract tax bonds and any additional bonds or obligations payable from taxes which the District may hereafter issue and to pay the expenses of assessing and collecting such taxes. See "INVESTMENT CONSIDERATIONS—Future Debt." The District agrees in the Bond Order to levy such a tax from year-to-year as described more fully herein under "THE BONDS—Source of and Security for Payment." Under Texas law, the Board of Directors is also authorized to levy and collect an ad valorem tax for the operation and maintenance of the District and its water and wastewater system and for the payment of certain contractual obligations, if authorized by its voters. See "TAX DATA—District Bond Tax Rate Limitation."

Property Tax Code and Countywide Appraisal District

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

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State an appraisal district with the responsibility for recording and appraising property for all taxing units within the county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The Travis County Appraisal District (the "TCAD") has the responsibility for appraising property for all taxing units within the County, including the District. Such appraisal values are subject to review and change by the Travis County Appraisal Review Board (the "Appraisal Review Board"). The appraisal roll as approved by the Appraisal Review Board must be used by the District in establishing its tax roll and tax rate.

Property Subject to Taxation by the District

General. . . Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes, and certain categories of intangible personal property with a tax situs in the District is subject to taxation by the District; however, no effort is expected to be made by the Appraisal District to include on the tax roll tangible or intangible personal property not devoted to commercial or industrial use. Principal categories of exempt property include: property owned by the State or its political

subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; income producing tangible personal property or mineral interests with a taxable value of less than \$500; certain property used for the control of air, water or land pollution; solar and wind power energy devices; certain non-profit cemeteries; farm products owned by the producer; and certain property owned by qualified charitable, religious, veterans, youth, or fraternal organizations. Goods, wares, ores and merchandise (other than oil, gas, or petroleum products) that are acquired in or imported into the state and forwarded out of state within 175 days thereafter are also exempt. Property owned by a disabled veteran or by the spouse of certain children of a deceased disabled veteran or a veteran who died while on active duty is partially exempt to between \$5,000 and \$12,000 of assessed value depending upon the disability rating of the veteran. Also partially exempt, if approved by the Board of Directors or at an election called by the Board of Directors upon petition of at least 20% of the qualified voters who voted in the District's preceding election, are residence homesteads of certain persons who are disabled or at least 65 years old, not less than \$3,000 of appraised value or such higher amount as the Board of Directors or the District's voters may approve. The District's tax assessor/collector is authorized by statute to disregard such exemptions for the elderly and disabled if granting the exemptions would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemptions by the District.

Residential Homestead. . . The Board of Directors may exempt up to 20% of the market value of residential homesteads from ad valorem taxation. Such exemption would be in addition to any other applicable exemptions provided by law. However, if ad valorem taxes have previously been pledged for the payment of debt, then the Board of Directors may continue to levy and collect taxes against the exempted value of the homesteads until the debt is discharged if the cessation of the levy would impair the obligation of the contract by which the debt was created. The District has never adopted a general homestead exemption.

Tax Abatement. . . The City and the County may designate all or part of the area within the District as a reinvestment zone, and the County, Round Rock Independent School District, Leander Independent School District, the District, and the City may thereafter enter into tax abatement agreements with owners of real property within such zone. The tax abatement agreements may exempt from ad valorem taxation by the applicable taxing jurisdiction for a period of up to ten years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. The District has not been designated as a reinvestment zone.

Valuation of Property for Taxation

Generally, property in the District must be appraised by the TCAD at market value as of January 1 of each year. Once an appraisal roll is prepared and formally 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.

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 valued at the price that such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions while claiming it as to another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and taxes for the previous five years for open space land and timberland.

The Property Tax Code requires the TCAD to implement a plan for periodic reappraisal of property. The plan must provide for appraisal of all real property in the TCAD at least once every three (3) years. It is not known what frequency of reappraisal will be utilized by the TCAD or whether reappraisals will be conducted on a zone or countywide 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 TCAD 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 TCAD to compel compliance with the Property Tax Code.

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

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer the collection functions to another governmental entity. By September 1 of each year, or as soon thereafter as practicable, the rate of taxation is set by the Board of Directors based upon the valuation of property within the District as of the preceding January 1. Taxes are due October 1, or when billed, whichever comes later, and become delinquent after January 31 of the following year. 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 of up to fifteen percent (15%) if imposed by the District. The delinquent tax also accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances.

District Rights In The Event Of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property on January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "FINANCIAL STATEMENT-Overlapping Taxes for 2005." 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 nor lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

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

LEGAL MATTERS

Legal Opinions

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the initial Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax levied, without legal limit as to rate or amount, upon all taxable property within the District. Issuance of the Bonds is also subject to the legal opinion of Delgado, Acosta, Braden & Jones, P.C., ("Bond Counsel"), based upon examination of a transcript of the proceedings incident to authorization and issuance of the Bonds, to the effect that the Bonds are valid and binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity. Bond Counsel's legal opinion will also address the matters described below under "TAX MATTERS." Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. In connection with the transactions described in this Official Statement, Delgado, Acosta, Braden & Jones, P.C., represents only the District.

The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of Bonds actually issued, sold and delivered, and therefore, such fees are contingent upon the sale and delivery of the Bonds.

No-Litigation Certificate

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

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 Official Statement, as it may have been supplemented or amended through the date of sale.

Frank City Lawsuit

Texas law requires that municipality utility districts located within the extraterritorial jurisdiction or the corporate boundaries of a city obtain the city's consent prior to creation of the district. In 1987, after various administrative and judicial actions, the City of Austin (the "City") entered into a contract with the District and the developer of the Canyon Creek subdivision, thereby giving the City's consent to the Creation of the District. Section 7.2 of this contract permits the City to Charge its full ad valorem tax over and above the District's own ad valorem tax.

The District and individual homeowners brought suit seeking a declaration that section 7.2 of the contract violates Texas law, specifically section 54.016(f) of the Texas Water Code. The trial court granted the City's plea to the jurisdiction in which the City argued that the individual Homeowners did not have standing to bring suit. The trial court also granted the City's partial motion for summary judgment that the District was barred by Laches and the statute of limitations. The trial court also ruled that the contract between the City and District was not an allocation agreement that would trigger application of section 54.016(f) and that the City's collection of its full ad valorem tax was valid under the contract.

The trial court also denied the District's motion for summary judgment requesting that the City's taxes be reduced. The trial court also ordered that the District pay the City's attorney's fees. The District has appealed the trial court's

order to the Austin Court of Appeals. Both parties will have filed appellate briefs and given oral arguments on the issues and the case is pending before the court of appeals.

Resolution of this lawsuit will not affect the District's financial ability to repay any indebtedness. If the District is successful on appeal, the City may have to adjust the ad valorem tax rate assessed upon property within the District, and possibly pay some refunds to homeowners, but there will be no order that will reduce the District's rate below an amount necessary to allow the District to repay its indebtedness. Therefore, the litigation will have no effect on the District's ability to assess and collect ad valorem taxes in order to satisfy any indebtedness.

Canyon Creek Option, Ltd. and Canyon Creek Land, Ltd. (collectively "Canyon Creek"), which own reimbursement rights to the bonds proposed to be issued, brought a lawsuit against the District in Travis County District Court, claiming that the District was not diligently pursuing issuance of this current bond issue. By the time the suit had been filed, the District's board had approved moving forward with the issuance process, prepared, filed and received approval of the application from the Texas Commission on Environmental Quality. The District has been diligent in its efforts. Shortly after the suit was instituted, the District took the next step in the bond issuance process, which is the approval from the City of Austin, Texas ("the City"), as required by law. Disputes arose after the District filed its application with the City between Canyon Creek and the City. These disputes have delayed the issuance, although those differences have now been resolved in principle. The District and Canyon Creek have entered into an agreement by which Canyon Creek will dismiss the lawsuit after the bonds are issued and funded, provided that the District is not the cause of undue delay in the issuance of the bonds, and the litigation is being abated until such time.

TAX MATTERS

Tax Exemption

The delivery of the Bonds is subject to the opinion of Bond Counsel to the effect that interest on the Bonds for federal income tax purposes: (1) is excludable from gross income, as defined in section 61 of the Internal Revenue Code of 1986, as amended to the date of such opinion (the "Code"), pursuant to section 103 of the Code and existing regulations, published rulings, and court decisions; and (2) does not constitute a specific item of tax preference under section 57(a)(5) of the Code, except that interest on the Bonds will be included in the "adjusted current earnings" of certain corporations for purposes of calculating the alternative minimum tax imposed on individuals or corporations pursuant to sections 55 of the Code.

The adjustment for "adjusted current earnings" set forth in section 56(g) of the Code is required in determining a corporation's alternative minimum taxable income, other than an S corporation, a qualified mutual fund, a real estate investment trust (REIT), a financial asset securitization investment trust (FASIT) or a real estate mortgage investment conduit (REMIC). Alternative minimum taxable income is increased by seventy-five percent (75%) of the excess (if any) of: (i) the "adjusted current earnings" of a corporation; over (ii) the alternative minimum taxable income (determined without regard to this adjustment or the alternative tax net operating loss deduction). Interest on tax-exempt obligations, including the Bonds, would generally be included in computing a corporation's "adjusted current earnings." Accordingly, a portion of any interest on the Bonds received or accrued by a corporation that owns the Bonds will be included in computing such corporation's alternative minimum taxable income for such year.

In rendering the foregoing opinions, Bond Counsel will rely upon representations and certifications of the District made in a certificate dated the date of delivery of the Bonds pertaining to the use, expenditure, and investment of the proceeds of the Bonds and will assume continuing compliance by the District with the provisions of the Bond Order subsequent to the issuance of the Bonds. The Bond Order contains covenants by the District with respect to, among other matters, the use of the proceeds of the Bonds, the manner in which the proceeds of the Bonds are to be invested, the reporting of certain information to the United States Treasury, and rebating any arbitrage profits to the U.S. Treasury. Failure to comply with any of these covenants would cause interest on the Bonds to be includable in the gross income of the owners thereof from date of the issuance of the Bonds. Bond Counsel has not undertaken to monitor compliance with such covenants or to advise any party as to changes in the law after the date of issuance of the Bonds that may affect the tax-exempt status of the interest thereon.

Section 884 of the Code imposes on certain foreign corporations a branch profits tax equal to thirty percent (30%) of the "dividend equivalent amount" for the taxable year. Interest on the Bonds received or accrued by a foreign corporation subject to the branch profits tax may be included in computing the "dividend equivalent amount" of such corporation.

In addition, passive investment income, including interest on the Bonds, may be subject to federal income taxation under section 1375 of the Code for any corporation that has Subchapter C earnings and profits at the close of the taxable year, if more than twenty-five percent (25%) of the gross receipts of such S corporation is passive investment income.

Bond Counsel's opinion is not a guarantee of a result, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the District described above. No ruling has been sought from the Internal Revenue Service (the "Service") with respect to the matters addressed in the opinion of Bond Counsel, and Bond Counsel's opinion is not binding on the Service. The Service has an ongoing program of auditing the tax-exempt status of the interest on tax-exempt obligations. If an audit of the Bonds is commenced, under current procedures the Service is likely to treat the District as the "taxpayer," and the Owners would have no right to participate in the audit process. In responding to or defending an audit of the tax-exempt status of the interest on the Bonds, the District may have different or conflicting interests from the Owners. 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 its ultimate outcome.

Except as described above, Bond Counsel expresses no other opinion with respect to any other federal, state or local tax consequences under present law, or proposed legislation, resulting from the receipt or accrual of interest on, or the acquisition or disposition of, the Bonds. Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, certain foreign corporations doing business in the United States, S corporations with subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise eligible for the earned income tax credit, owners of an interest in a FASIT, controlled foreign corporations, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. The Code denies the earned income credit to an individual who is otherwise eligible if the aggregate amount of disqualified income exceeds certain limits set forth in Section 32(i) and 32(j) of the Code. Interest on the Bonds will constitute disqualified income for this purpose. The Code also provides that for years beginning after December 31, 2010 the earned income credit is phased out if the modified adjusted gross income of the taxpayer exceeds certain amounts. Interest on the Bonds will be included in determining the modified adjusted gross income of the taxpayer. Prospective purchasers should consult their own tax advisors as to the applicability of these consequences to their particular circumstances. In addition, attention is called to the fact that section 265(b)(1) of the Code eliminates the interest deduction otherwise allowable with respect to indebtedness deemed incurred by banks, thrift institutions and other financial institutions to purchase or to carry tax-exempt obligations acquired after August 7, 1986 other than "qualified tax-exempt obligations" as defined in section 265(b)(3) of the Code. The Bonds are "qualified tax-exempt obligations" for purposes of section 265(b)(3) of the Code.

Tax Accounting Treatment of Discount and Premium on Certain Bonds

The initial offering price of certain Bonds may be less than the amount payable on such Bond at its maturity (a "Discount Bond"). An amount equal to the difference between the initial public offering price of a Discount Bond (assuming that a substantial amount of the Discount Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes original issue discount to the initial purchaser of such Discount Bond. A portion of such original issue discount allocable to the holding period of such Discount Bond by the initial purchaser will, upon the disposition of such Discount Bond (including by reason of its payment at maturity), be treated as interest excludable from gross income, rather than as taxable gain, for federal income tax purposes, on the same terms and conditions as those for other interest on the Bonds described above under "Tax Exemption." Such interest is considered to be accrued actuarially in accordance with the constant interest method over the life of a Discount Bond, taking into account the semiannual compounding of accrued interest, at the yield to maturity on such Discount Bond and generally will be allocated to an original purchaser in a different amount from the amount of the payment

denominated as interest actually received by the original purchaser during the tax year.

However, such interest may be required to be taken into account in determining the alternative minimum taxable income of a corporation, for purposes of calculating a corporation's alternative minimum tax imposed by Section 55 of the Code, and the amount of the branch profits tax applicable to certain foreign corporations doing business in the United States, even though there will not be a corresponding cash payment. In addition, the accrual of such interest may result in certain other collateral federal income tax consequences to, among others, financial institutions, life insurance companies, property and casualty insurance companies, S corporations with "subchapter C" earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, individuals otherwise eligible for the earned income tax credit, owners of an interest in a FASIT, controlled foreign corporations and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Moreover, in the event of the redemption sale or other taxable disposition of a Discount Bond by the initial owner prior to maturity, the amount realized by such owner in excess of the basis of such 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 Discount Bond was held) is includable in gross income.

Owners of Discount Bonds should consult with their own tax advisors with respect to the determination of accrued original issue discount on Discount Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Discount Bonds. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on Discount Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

The initial public offering prices of the Premium Compound Interest Bonds is less than their respective maturity amounts and the initial public offering price of certain Current Interest Bonds may be greater than the amount payable on such Current Bonds at maturity. An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial purchaser of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial purchaser must be reduced each year by the amortizable bond premium, although no federal income tax deduction is allowed as a result of such reduction in basis for amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity.

Purchasers of the Premium Bonds should consult with their own tax advisors with respect to the determination of amortizable bond premium on Premium Bonds for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Bonds.

Qualified Tax-Exempt Obligations for Financial Institutions

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligations, other than "private activity bonds," that are designated by a "qualified small issuer" as "qualified tax-exempt obligations." A "qualified small issuer" is any governmental issuer (together with any "on-behalf of" and "subordinate" issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term "financial institution" as any "bank" described in Section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to "qualified tax-exempt obligations" provided by Section 265(b) of the Code, Section 291 of the Code provides that the allowable deduction to a "bank," as defined in Section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase "qualified tax-exempt obligations" shall be reduced by twenty-percent (20%) as a "financial institution preference item."

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

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has 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 material events, to certain information vendors. This information will be available to securities brokers and others who subscribe to receive the information from the vendors.

Annual Reports

The District will provide certain updated financial information and operating data to certain information vendors annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement and in Appendix A. The District will update and provide this information within six months after the end of each fiscal year ending in or after 2006. The District will provide the updated information to each nationally recognized municipal securities information repository ("NRMSIR") and to any state information depository ("SID") that is designated by the State and approved by the staff of the United States Securities and Exchange Commission (the "SEC").

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the "Rule"). The updated information will include audited financial statements, if it is completed by the required time. If audited financial statements are not available by the required time, the District will provide unaudited financial statements and audited financial statements when the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix A or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The Districts current fiscal year end is September 30. Accordingly, it must provide updated information by March 30, in each year, commencing after 2004 unless the District changes its fiscal year. If the District changes its fiscal year, it will notify each NRMSIR and any SID of the change.

The Municipal Advisory Council of Texas (the "MAC") has been designated by the State and approved by the SEC staff as a qualified SID. The address of the MAC is 600 West 8th Street, P.O. Box 2177, Austin, Texas 78768-2177, and its telephone number is (512) 476-6947.

The MAC has also received SEC approval to operate, and has begun to operate, a "central post office" for information filings made by municipal issuers, such as the District, which then transmits the filed information to the NRMSIRs and the appropriate SID. This central post office can be accessed and utilized at www.DisclosureUSA.com ("DisclosureUSA"). The District may elect to utilize DisclosureUSA for the filing of information relating to the Bonds.

Material Event Notices

The District will also provide timely notices of certain events to certain information vendors. The District will provide notice of any of the following events with respect to the Bonds, if such event is material to a decision to purchase or sell Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (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 or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of registered owners of the Bonds; (8) Bond calls; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes. In addition, the District will provide timely notice of any failure by the District to provide information, data, or financial statements in accordance with its agreement described above under "Annual Reports". The District will provide each notice described in this paragraph to any SID and to either each NRMSIR or the Municipal Securities Rulemaking Board ("MSRB").

Availability of Information from NRMSIRs and SID

The District has agreed to provide the foregoing information only to NRMSIRs and any SID. The information will be available to registered owners of the Bonds only if the registered owners comply with the procedures and pay the charges established by such information vendors or obtain the information through securities brokers who do so.

Limitations and Amendments

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

This continuing disclosure agreement may be amended by the District from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the District, but only if: (1) the provisions, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances; and (2) either: (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of the Bond Order that authorizes such an amendment) of the outstanding Bonds consent to such amendment; or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the holders and beneficial owners of the Bonds. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertakings

The District has previously entered into continuing disclosure agreements in accordance with the Rule. The District has made the required filings with respect to such prior agreements, except that the District failed to timely file its financial statements for fiscal years 1998, 1999 and 2003 with the SID and each NRMSIR. The District is now in compliance and has taken corrective steps to ensure timely filing of reports and audits in the future.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Caprock Securities, Inc. (the "Financial Advisor"), which firm was employed in 2003 as Financial Advisor to the District and continues to provide financial advisory services to the District. The fees paid to the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based upon an hourly rate and not contingent upon the sale and delivery of the Bonds. In the normal course of business, the Financial Advisor may also from time to time sell investment securities to the District for the investment of debt proceeds or other funds of the District, upon the request of the District.

UNDERWRITING

The Underwriters have agreed, subject to customary conditions, to purchase the Bonds at a price equal to the initial offering prices to the public, as shown on the cover page, less an Underwriter's discount of _____. The Underwriters' obligations are subject to certain conditions precedent, and they will be obligated to purchase all of the Bonds if any Bonds are purchased. The Bonds may be offered and sold to certain dealers and others at prices lower than such public offering prices, and such public prices may be changed, from time to time, by the Underwriters.

The Underwriters have provided the following sentence for inclusion in the Official Statement. The Underwriters have reviewed the information in the Official Statement in accordance with their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

VERIFICATION OF ESCROW SUFFICIENCY AND YIELDS

Barthe & Wahrman, P.A., a firm of independent certified public accountants (the "Verification Agent"), upon delivery of the Bonds, will deliver to the District its verification report indicating that it has performed certain procedures to verify, in accordance with standards established by the American Institute of Certified Public Accountants, the arithmetical accuracy of the information provided by the Underwriter relating to the sufficiency of the anticipated receipts from the Escrowed Securities, together with the initial cash deposit, if any, to pay, when due, the principal, interest, and early redemption premium requirements, if any, on the Refunded Bonds, and the "Yield" on the Escrowed Securities and on the Bonds.

OFFICIAL STATEMENT

Preparation

The information in this Official Statement was compiled and edited by the Financial Advisor. In addition to compiling and editing such information, the Financial Advisor has obtained the information set forth herein under the captions indicated from the following sources:

"THE DISTRICT"- Blanton Development Company ("Blanton") and Schroeder Engineering Company ("Engineer"); "THE DEVELOPERS"-Blanton; "CONSENT AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF AUSTIN", and "THE BONDS-SOURCE OF AND SECURITY FOR PAYMENT-Dissolution of the District"-Potts & Reilly L.L.P. ("General Counsel"); "THE SYSTEM"-Engineer; "FINANCIAL STATEMENT - Unlimited Tax Bonds Authorized But Unissued"-Records of the District ("Records"); "FINANCIAL STATEMENT"-Travis Central Appraisal District; "FINANCIAL STATEMENT - Estimated Overlapping Debt Statement"-Municipal Advisory Council of Texas; "TAX DATA" and "THE SYSTEM - Water and Sewer Operations"-Audits, Records and Tax Assessor/Collector; "MANAGEMENT"-District Directors; "DEBT SERVICE REQUIREMENTS"-Underwriter; "THE BONDS," "TAXING PROCEDURES," "CONTINUING DISCLOSURE OF INFORMATION"-(Except for the subheading "Compliance with Prier Undertakings"), and "TAX MATTERS"-Delgado, Acosta, Braden & Jones, P.C.

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

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

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

Tax Assessor/Collector: The information contained in this Official Statement relating to tax collection rates has been provided by Nelda Wells Spears in reliance upon her authority as an expert in the field of tax assessing and collecting.

Auditor: The District's financial statements are audited by Maxwell Locke & Ritter L.L.P., Certified Public Accountants, and excerpts of the District's Audited Financial Statements as of September 30, 2005, have been included as Appendix A in reliance upon such firm's authority as an expert in the field of accounting.

Updating the Official Statement During Underwriting Period

If, subsequent to the date of the Official Statement to and including the date the Underwriter is no longer required to provide an Official Statement to potential customers who request the same pursuant to the Rule (the earlier of: (i) 90 days from the "end of the underwriting period" (as defined in the Rule); and (ii) the time when the Official Statement is available to any person from a nationally recognized repository but in no case less than 25 days after the "end of the underwriting period"), the District learns or is notified by the Underwriter of any adverse event which causes any of the key representations in the Official Statement to be materially misleading, the District will promptly prepare and supply to the Underwriter a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Underwriter, unless the Underwriter elects to terminate its obligation to purchase the Bonds as described below. The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Underwriter (the "end of the underwriting period" within the meaning of the Rule), unless the Underwriter provides written notice to the District that less than all of the Bonds have been sold to ultimate customers on or before such date, in which case the obligation to update or change the Official Statement will extend for an additional period of time of 25 days after all of the Bonds have been sold to ultimate customers. In the event the Underwriter provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Underwriter agrees to notify the District in writing following the occurrence of the "end of the underwriting period" as defined in the Rule.

Certification as to Official Statement

The District, acting by and through its Board of Directors in its official capacity in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements and descriptions pertaining to the District and its affairs herein contain no untrue statements of 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 were made, not misleading. The information, description and statements concerning entities other than the District, including particularly other governmental entities, have been obtained from sources believed to be reliable, but the District has made no independent investigation or verification of such matters and makes no representation as to the accuracy or completeness thereof. All changes in the affairs of the District and other matters and makes no representation as to the accuracy or completeness thereof. All changes in the affairs of the District and other matters described in the Official Statement subsequent to the delivery of the Bonds and all information with respect to the resale of the Bonds are the responsibility of the Underwriter.

Official Statement "Deemed Final"

For purposes of compliance with the Rule, this document, as the same may be supplemented or corrected by the District from time-to-time, may be stated as an Official Statement with respect to the Bonds described herein "deemed final" by the District as of the date hereof (or of any such supplement or correction) except for the omission of certain information referred to in the succeeding paragraph.

The Official Statement, when further supplemented by adding information specifying the interest rates and certain other information relating to the Bonds, shall constitute a "FINAL OFFICIAL STATEMENT" of the District with respect to the Bonds, as that term is defined in the Rule.

Annual Audits

Under State Law, the District must keep its fiscal records in accordance with generally accepted accounting principles, must have its financial accounts and records audited by a certified or permitted public accountant within

120 days after the close of each fiscal year of the District, and must file each audit report with the TCEQ within 135 days after the close of the fiscal year. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any registered owner of the Bonds or other member of the public within a reasonable time on request, upon payment of reasonable charges.

This Official Statement was approved by the Board of Directors of the Northwest Austin Municipal Utility District No. 1, as of the date shown on the first page hereof.

President, Board of Directors
Northwest Austin Municipal Utility District No. 1

Secretary, Board of Directors
Northwest Austin Municipal Utility District No. 1

APPENDIX "A"
ANNUAL AUDIT

APPENDIX "B"
Schedule of Accreted Values