

RESOLUTION NO. 20100923-022

WHEREAS, on May 3, 1984, the City of Austin (City) consented to the creation of Northtown Municipal Utility District (District) and authorized the execution of the Agreement Concerning Creation and Operation of Northtown Municipal Utility District, as amended (Consent Agreement), in Ordinance No.840503-O; and

WHEREAS, in accordance with the terms of the Consent Agreement, the District has issued its Unlimited Tax and Revenue Bonds, Series 2001 in the original principal amount of \$2,100,000, Unlimited Tax and Revenue Bonds, Series 2002 in the original principal amount of \$3,510,000, Unlimited Tax and Revenue Bonds, Series 2003 in the original principal amount of \$3,770,000, Unlimited Tax and Revenue Refunding Bonds, Series 2004 in the original principal amount of \$2,505,000, Unlimited Tax and Revenue Bonds, Series 2006 in the original principal amount of \$4,500,000, Unlimited Tax and Revenue Bonds, Series 2007 in the original principal amount of \$6,005,000 and Unlimited Tax and Revenue Bonds, Series 2009 in the original principal amount of \$7,560,000; and

WHEREAS, the District has requested that the City Council consent to the issuance of bonds by the District for the purpose of refunding a portion of the outstanding bonds of the District listed above (Refunded Bonds); and

WHEREAS, the District has represented to the City that (1) the Refunded Bonds will be refunded only if the District realizes a net present value savings of at least 4.25%; (2) the Refunded Bonds will be called for redemption prior to their scheduled maturities as set forth in the bond resolutions authorizing the issuance of each series of bonds; and (3) the District is in all material respects in compliance with the terms and conditions of the Consent Agreement; **NOW, THEREFORE**,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

The City Council approves the District's issuance of Unlimited Tax and Revenue Refunding Bonds, Series 2010, in a principal amount not to exceed \$5,895,000 (Refunding Bonds), and the draft of the District's Order Authorizing the Issuance of the Refunding Bonds and the Preliminary Official Statement for the Refunding Bonds in substantially the form attached as Exhibits A and B and incorporated by reference, subject to final review and approval of the final offering documents by

the director of the City's Department of Financial and Administrative Services;

BE IT FURTHER RESOLVED:

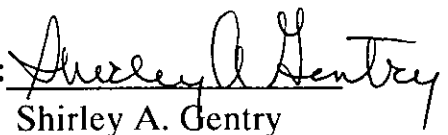
The City Council's approval is effective only to the extent that (1) the principal amount of the Refunding Bonds does not exceed \$5,895,000; (2) the Refunding Bonds produces a minimum net present value savings of at least 4.25%; (3) the final maturity of the Refunding Bonds does not extend beyond September 1, 2026; and (4) the City confirms that the requirements set forth in clauses (1) through (3) above have been satisfied.

BE IT FURTHER RESOLVED:

The City Manager may take such steps as are necessary to carry out the intent of this resolution and shall obtain from the District all final resolutions, agreements, and other instruments necessary to confirm that the conditions for the issuance of the Refunding Bonds by the District set forth above have been satisfied.

ADOPTED: September 23, 2010

ATTEST:


Shirley A. Gentry
City Clerk

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The undersigned officer of the Board of Directors of Northtown Municipal Utility District hereby certifies as follows:

1. The Board of Directors of Northtown Municipal Utility District convened in a meeting on the 24th day of August, 2010, at the Wells Branch Community Center, 2106 Klattenhoff Drive, Austin, Texas and the roll was called of the duly-constituted officers and members of the Board, to wit:

Robin Campbell	-	President
Brenda Richter	-	Vice President
Alex Martinez	-	Secretary
William E. Henderson	-	Treasurer
Scott M. Gray	-	Assistant Secretary

and all of the Directors were present, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a

RESOLUTION AUTHORIZING APPLICATION TO THE CITY OF
AUSTIN FOR APPROVAL OF
PROPOSED UNLIMITED TAX AND REVENUE REFUNDING BONDS,
SERIES 2010

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion carried by the following vote:

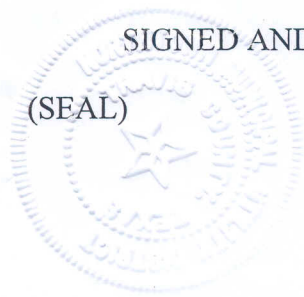
AYES: ___5___

NOES: ___0___

2. A true, full and correct copy of the Resolution adopted at the meeting described in the above paragraph is attached to this certificate; the Resolution has been duly recorded in the Board's minutes of the meeting; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; the meeting was open to the public as required by law; and public notice of the time, place and subject of the meeting was given as required by Chapter 551 of the Government Code, as amended and Section 49.064, Texas Water Code, as amended.

SIGNED AND SEALED the 24th day of August, 2010.

(SEAL)



Alex Martinez
Alex Martinez, Secretary
Board of Directors

THE STATE OF TEXAS §

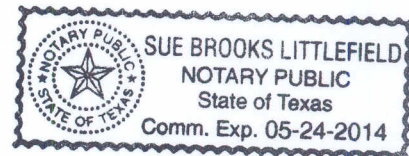
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 24th day of August, 2010 by Alex Martinez, Secretary of the Board of Directors of Northtown Municipal Utility District, on behalf of said District.

Sue Brooks Littlefield

Notary Public Signature

(Seal)



RESOLUTION AUTHORIZING
APPLICATION TO THE CITY OF AUSTIN
FOR APPROVAL OF PROPOSED UNLIMITED TAX AND REVENUE
REFUNDING BONDS, SERIES 2010

THE STATE OF TEXAS

§

§

COUNTY OF TRAVIS

§

WHEREAS, Northtown Municipal Utility District (the "District") is a political subdivision of the State of Texas, created and operating under Chapters 49 and 54 of the Texas Water Code; and

WHEREAS, the District's financial advisor, Southwest Securities, Inc., has reviewed the financial analysis information attached as Exhibit "A" and recommended that the District issue Unlimited Tax and Revenue Refunding Bonds, Series 2010 (the "Bonds") which would allow the District to realize a net present value savings of approximately \$131,776;

WHEREAS, the District's Board of Directors of the District (the "Board") has authorized the District's financial advisor to seek the City of Austin's approval of the issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD THAT:

Section 1. The District requests the City of Austin's approval of the Bonds described in the attached Exhibit A.

Section 2. A certified copy of this Resolution will constitute an application by the District for the City of Austin's approval as set forth above.

Section 3. The President and Secretary of the Board of Directors, the District's engineer, Kimley-Horn & Associates, Inc.; the District's attorneys, Armbrust & Brown, PLLC; the District's bond counsel, McCall, Parkhurst & Horton, L.L.P; and the District's financial advisor, Southwest Securities, are authorized and directed to do any and all things necessary and proper in connection with this application.

PASSED AND APPROVED this the 24th day of August, 2010.

**NORTHTOWN MUNICIPAL UTILITY
DISTRICT**

By: _____

Robin Campbell, President
Board of Directors

ATTEST:

Alex Martinez, Secretary
Board of Directors

Northtown Municipal Utility District

Refunding Analysis

Prepared July 19, 2010

Refunding Process

1. Issue New Bonds
2. Use the Proceeds of the New Bonds to pay off old bonds
3. Difference between debt service on the new bonds and debt service on the old bonds is actual savings

Refunding Schedule

July, 2010 Board Authorizes consultants to proceed with refunding
August, 2010 Consultants prepare documents, work with rating agencies and municipal bond insurance companies
September, 2010 Bonds priced (sold); bond Purchase Agreement executed;
October, 2010 Bond Counsel obtains Attorney General approval
Closing: Old bonds prepaid; new debt service in place

Outstanding Debt - as of March 1, 2010

Par Amount	Series	Call Date	Final Maturity
\$ 340,000	2001	9/1/2005	2020
2,875,000	2002	9/1/2008	2025
3,160,000	2003	9/1/2008	2026
1,995,000	2004	9/1/2011	2018
4,050,000	2006	9/1/2012	2028
5,705,000	2007	9/1/2014	2030
7,410,000	2009	9/1/2016	2031
\$ 25,535,000			

Costs of Refunding

	Estimated
Funds necessary to pay off outstanding bonds	\$ 3,064,539.43
Costs of Issuance - printing, redemption notices, verification agent, bank charges, rating fees, engineering	32,000.00
Financial Advisory Fee (1%)	32,047.53
Bond Counsel Fee (1%)	32,047.53
General Counsel	15,000.00
Municipal Bond Insurance (Estimated @ 0.30%)	-
Underwriting Discount (Estimated @ \$6.42331/\$1,000)	25,370.05
Accrued interest	5,354.04
Contingency	3,748.01
	\$ 145,567.16
Size of Issue	\$ 3,210,106.59

Refunding Analysis

Year	Callable Bonds & Refunding Candidates				Refunding Bonds		Projected Annual Debt Service Savings
	Principal Amount	Interest Rates	Series 2001	Series 2002	Principal Amount	Interest Rates as of 7/12/2010	
2010	\$ 115,000	3.800%			\$ 25,000	1.350%	\$ 10,918
2011	120,000	3.900%			10,000	1.750%	12,110
2012	125,000	4.000%			5,000	2.350%	12,110
2013	135,000	4.100%			15,000	2.600%	12,110
2014	145,000	4.250%			330,000	2.500%	11,020
2015	150,000	4.400%			180,000	3.000%	10,558
2016	160,000	4.500%			360,000	3.250%	8,468
2017	170,000	4.600%			195,000	3.500%	9,138
2018	180,000	4.700%			365,000	3.625%	12,555
2019	190,000	4.800%			385,000	3.750%	13,150
2020	200,000	4.900%			215,000	3.850%	8,575
2021	210,000	4.950%			225,000	3.950%	11,079
2022	225,000	5.000%			235,000	4.000%	8,266
2023	235,000	5.030%			245,000	4.100%	10,623
2024	250,000	5.060%			255,000	4.200%	12,923
2025	265,000	5.100%					
2026							
Outstanding Principal	\$340,000		\$2,875,000				\$ 163,600
Principal Refundable	\$340,000		\$2,640,000				\$ 131,776
Total Refundable			\$5,895,000				\$ 4,327,620%

Projected 2010 Debt Service Tax Rate based on Growth - No Refunding.....	\$ 0.4816
Projected 2010 Debt Service Tax Rate based on Growth - Refunding.....	\$ 0.4785
Tax Rate Savings produced by Refunding.....	\$ 0.0031
2009 Average Home Value.....	\$ 139,513
Average Tax Bill Reduction produced by Refunding.....	\$ 4

Exhibit "A"

NEW ISSUE -BOOK-ENTRY - ONLY

Ratings: Moody's "A1" S&P "A"
See "MUNICIPAL BOND RATINGS" herein.

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

\$3,045,000*

NORTHTOWN MUNICIPAL UTILITY DISTRICT
(A Political Subdivision of the State of Texas Located in Travis County, Texas)
UNLIMITED TAX AND REVENUE REFUNDING BONDS, SERIES 2010

Interest accrues from:
October 1, 2010 for the Current Interest Bonds
Date of Delivery for the Capital Appreciation Bonds

Due: September 1

Interest on the Bonds maturing on September 1 in each of the years 2011 through 2014, (the "Capital Appreciation Bonds"), will accrete from the date of delivery, will be compounded each March 1 and September 1 of each year, commencing March 1, 2011, and will be payable only upon maturity. See "APPENDIX B – Schedule of Accreted Values." Interest on the Bonds maturing on September 1 in each of the years 2015 through 2025, (the "Current Interest Bonds"), will accrue from October 1, 2010, and will be payable March 1 and September 1 of each year, commencing March 1, 2011. The Current Interest Bonds and the Capital Appreciation Bonds are sometimes collectively referred to herein as the "Bonds." The definitive Bonds will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry-only form. So long as Cede & Co., as the nominee of DTC, is the registered owner of the Bonds, principal of and interest on the Current Interest Bonds and maturity value of the Capital Appreciation Bonds will be payable by the paying agent/registrars to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent/registrars for the Bonds is Wells Fargo Bank, N.A., Austin, Texas (the "Paying Agent/Registrar"). 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 thereof, and the Capital Appreciation Bonds will be issued in amounts which mature in \$5,000 denominations, or integral multiples thereof, including both principal and interest. See "APPENDIX B - Schedule of Accreted Values."

The Bonds are being issued to refund a portion of the District's outstanding Unlimited Tax and Revenue Bonds, Series 2001; Unlimited Tax and Revenue Bonds, Series 2002; Unlimited Tax and Revenue Bonds, Series 2003 and pay the costs of issuing the Bonds. See "PLAN OF FINANCING." The Current Interest Bonds maturing September 1 of each of the years 2017 through 2025, inclusive, are subject to redemption prior to maturity in whole or from time to time in part on September 1, 2016 or 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 Capital Appreciation Bonds are not subject to redemption prior to their stated maturity.

MATURITY SCHEDULE
(see inside cover page)

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

The Bonds are offered when, as and if issued by the District, subject to the approval of the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriter by their counsel, Andrews Kurth LLP. The Bonds in definitive form are expected to be available for delivery through DTC, on October 21, 2010.

* Preliminary; subject to change.

MATURITIES
\$2,985,000*
Current Interest Bonds
(Due September 1)

Due	Principal Amount	Interest Rate	Initial Reoffering Yield (b)	CUSIP Number (c)	Due	Principal Amount	Interest Rate	Initial Reoffering Yield (b)	CUSIP Number (c)
2011			***		2019(a)	\$365,000	____%	____%	
2012			***		2020(a)	380,000	____%	____%	
2013			***		2021(a)	215,000	____%	____%	
2014			***		2022(a)	225,000	____%	____%	
2015	\$330,000	____%	____%		2023(a)	235,000	____%	____%	
2016	180,000	____%	____%		2024(a)	245,000	____%	____%	
2017(a)	360,000	____%	____%		2025(a)	255,000	____%	____%	
2018(a)	195,000	____%	____%						

(Accrued Interest from October 1, 2010 to be added)

- (a) Redemption Provisions: The District reserves the right to redeem, prior to maturity, in integral multiples of \$5,000, those Bonds maturing on and after September 1, 2017, 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 Bonds maturing September 1, _____, September 1, _____, September 1, _____, are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."
- (b) The initial reoffering yields indicated represent the lower of the yields resulting when priced to maturity or the first redemption date. The initial yields at which the Bonds will be priced will be established by and will be the sole responsibility of the Underwriter (as herein defined). The yields may be changed at any time at the discretion of the Underwriter. Accrued interest from October 1, 2010 to the date of delivery of the Bonds to the Underwriter is to be added to the price.
- (c) CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of purchasers of the Bonds. Neither the District nor the Financial Advisor shall be responsible for the selection or correctness of the CUSIP numbers shown herein.

\$60,000*
Premium Capital Appreciation Bonds
(Due September 1)

Due	Initial Offering Price	Original Principal Amount	Purchase Price Per \$5,000 at Maturity	Initial Reoffering Yield (a)	Total Payment at Maturity (b)	CUSIP Number (c)
2011		\$25,000				
2012		10,000				
2013		5,000				
2014		20,000				

(No Accrued Interest)

- (a) The initial reoffering yields on the Bonds are established by, and are the sole responsibility of, the Underwriter, and may subsequently be changed. Initial reoffering yields represent the initial offering price to the public of a substantial amount of the Bonds of each maturity which may be changed for subsequent purchasers.
- (b) The Capital Appreciation Bonds are not subject to redemption prior to their stated maturity. See "THE BONDS – Redemption Provisions." Interest is compounded semiannually on each March 1 and September 1, commencing March 1, 2010 and payable only at stated maturity.
- (c) CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of purchasers of the Bonds. Neither the Master District nor the Financial Advisor shall be responsible for the selection or correctness of the CUSIP numbers shown herein.

* Preliminary; subject to change

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APPENDIX B – Schedule of Accreted Values

APPENDIX C – Bond Counsel Opinion

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 the information permitted by the Rule.

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

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

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

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

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 responsibility 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.

NEITHER THE DISTRICT, THE FINANCIAL ADVISOR, 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.

SALE AND DISTRIBUTION OF THE BONDS

Underwriting

The Underwriter listed on the cover page of this Official Statement has agreed, subject to certain conditions, to purchase the Bonds from the District for \$_____ (an amount equal to the principal amount of the Bonds, less a net original issue discount of \$_____, less an Underwriter’s discount of \$_____, plus accrued interest of \$_____).

Prices and Marketability

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

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

Securities Laws

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.

MUNICIPAL BOND RATINGS

Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business ("S&P") and Moody's Investors Service, Inc. ("Moody's") have assigned underlying ratings to the Bonds of "A" and "A1", respectively. 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.

(The remainder of this page intentionally left blank)

OFFICIAL STATEMENT SUMMARY

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

THE DISTRICT

The District Northtown Municipal Utility District (the "District") is a political subdivision of the State of Texas created by an order of the Texas Water Commission, now known as the Texas Commission on Environmental Quality (the "Commission" or "TCEQ"), adopted on August 14, 1985 and confirmed at an election held within the District on December 21, 1985 and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended. The District was created to provide water, wastewater and storm drainage to the approximately 1,224.34 acres within its boundaries, all of which lie within Travis County, Texas. See "THE DISTRICT - Location."

Location The District is located in Travis County approximately 15 miles northeast of Austin's central business district. The District lies wholly within the extraterritorial jurisdiction of the City of Austin and is situated adjacent to the city limits of the City of Pflugerville. The District is comprised of approximately 1,224.34 acres, of which approximately 1,015.48 acres are currently developable. Access to the District is provided by Interstate Highway 35 and Farm to Market Road 1825. See "THE DISTRICT - Location."

The Developers As of August 1, 2010, there were five developers active within the District. Continental Homes of Texas, L.P., which is owned by D.R. Horton, Inc. ("Horton") developed approximately 234.48 acres as Gaston Sheldon (959 single family lots), approximately 48.63 acres as Brookfield Estates I (182 single family lots), approximately 62.25 acres as Brookfield Estates II (319 single family lots), approximately 19.77 acres as Parkside at Northtown (144 multi-family units) and approximately 22.29 acres as Parkway at Northtown (11 single family lots and 86 multi-family units).

KB Home Lone Star L.P. ("KB") developed Northtown Park Section 8 (8.19 acres, 57 single family lots).

Hanna/Magee L.P. #1 ("Hanna/Magee") developed approximately 90.54 acres, of which approximately 79.98 acres are located within the boundaries of the District. Hanna/Magee has stated that it intends to ultimately develop its acreage in five phases as a total of 310 single family lots. As of August 1, 2010, Hanna/Magee had developed 22.21 acres as The Lakes at Northtown Section 1 (69 single family lots), 18.32 acres as The Lakes at Northtown Section 2 (62 single family lots) and 9.38 acres as The Lakes at Northtown Section 3 (50 single family lots).

The Morgan Group developed approximately 16.35 acres as the Villas at Techridge apartments (350 multi-family units).

Village @ Northtown Ltd. ("Village") owns approximately 327 acres within the District, of which approximately 272 acres are developable. Village is expected to develop the approximately 272 acres as a mixed use development including detached single family residential, attached single family residential, multifamily residential, office, retail and commercial uses. Pursuant to an agreement with Travis County, Village has caused the construction of the extensions of two arterial roadways, Wells Branch Parkway and Heatherwilde Boulevard, through the District, together with certain associated utility mains and stormwater detention facilities. These improvements, which are now complete, were necessary for development of the Village tracts. In 2009, the City of Austin and Travis County approved (i) a preliminary subdivision plan of the entire Village property, and (ii) the final subdivision plat of Village at Northtown, Section One, consisting of nine (9) retail

lots and one (1) multifamily residential lot collectively covering 35.03 acres. The final subdivision plat of Village at Northtown, Lot 6, Block C, covering 14.235 acres for single family attached residential development and right-of-way for the extension of Harris Ridge Blvd., is under review by the City of Austin and Travis County and approval is expected by October of 2010. An application for the final subdivision plat of Village at Northtown, Section 2, Phase 1, covering 12.317 acres for detached single family residential and attached single family residential development, has recently been submitted to the City of Austin and Travis County and is under review.

Major Landowner..... As of August 1, 2010, there is one major landowner in addition to the Developers referred to above, Techridge Spectrum BC L.P. ("Techridge"). Techridge owns approximately 11.60 acres within the boundaries of the District. All of this property was originally developed by NWC Howard & I-35 Ltd. ("NWC") with utility facilities and storm drainage. According to Techridge, it has no immediate plans to construct above-ground improvements on the 11.60 acres, and is actively marketing the property for sale as The Lakes at Techridge.

Status of Development The District contains approximately 1,015.48 net developable acres, of which approximately 698.09 acres have been developed with utility facilities as eleven residential subdivisions containing a total of 2,755 platted single family lots as of August 1, 2010. See "THE DISTRICT – Current Status of Development." As of the same date, the District contained a total of 2,684 completed single family homes, 11 homes under construction and 60 vacant but developed single family lots.

Builders As of July 1, 2010, there were two homebuilders constructing homes within the District: Horton and KB. According to Horton, it has constructed a total of 501 homes in Brookfield Estates I & II. See "THE DISTRICT – Current Status of Development." Horton stated that the homes it constructs in Brookfield Estates I & II generally range in price approximately from \$165,000 to \$175,000 and range in square footage approximately from 1,340 to 1,554.

KB contracted with Hanna/Magee to purchase all of the single family lots developed or to be developed in The Lakes at Northtown. According to KB, it has currently constructed a total of 112 homes within The Lakes at Northtown. See "THE DISTRICT – Current Status of Development." KB stated that the homes it constructs in The Lakes at Northtown generally range in price approximately from \$137,950 to \$225,950 and range in square footage approximately from 1,582 to 3,728.

THE BONDS

Description The Current Interest Bonds are serial bonds in the aggregate principal amount of \$2,985,000* maturing annually in varying amounts on September 1 of each of the years 2015 through 2025, inclusive. Interest accrues on the Current Issue Bonds from October 1, 2010 at the rates per annum set forth on the cover page hereof and is payable March 1, 2011 and each March 1 and September 1 thereafter until maturity. The Capital Appreciation Bonds will be issued in the original principal amount of \$60,000* and will mature together with interest accreted from initial delivery on September 1 in each of the years 2011 through 2014. Interest on the Capital Appreciation Bonds accretes from the date of delivery at the rate per annum set forth on the cover page hereof and compounds each March 1 and September 1 commencing March 1, 2011 until maturity. The Current Interest Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity, and the Capital Appreciation Bonds are offered in fully registered form in denominations which result in total amounts due at maturity in integral multiples of \$5,000. See "THE BONDS - General Description."

*Preliminary; subject to change.

Redemption	Bonds maturing on and 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, or on any date thereafter, at par plus accrued interest from the most recent interest payment date to the date of redemption. The Bonds maturing September 1, _____, September 1, _____ and September 1, _____ are also subject to mandatory sinking fund redemption. See "THE BONDS - Redemption."
Source of Payment	Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax levied upon all taxable property within the District, which under Texas law is not legally limited as to rate or amount. See "TAXING PROCEDURES." The Bonds are further payable from and are secured by a pledge of certain net revenues (described herein), if any, the District receives in connection with the water, sanitary wastewater and drainage system (the "System") within the District, unless and until such pledge and lien are terminated as described herein (see "THE BONDS - Source of and Security for Payment"). It is not expected that the operation of the System will produce Net Revenues sufficient to make any substantial contributions to the District's debt service requirements. The Bonds are obligations solely of the District 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	<p>The District has previously issued nine installments of unlimited tax and revenue new money bonds to acquire or construct utility facilities in the aggregate principal of \$29,440,000. Additionally, the District has previously issued one installment of refunding bonds in the aggregate principal amount of \$2,504,999.70.</p> <p>After the issuance of the Bonds, the District will have outstanding new money bonds in the aggregate principal amount of \$23,540,000 and outstanding refunding bonds in the principal amount of \$1,995,000 for a combined outstanding debt in the principal amount of \$25,535,000. See "FINANCIAL STATEMENT – Outstanding Bonds."</p> <p>The District has not defaulted in the payment of the principal and interest on the Outstanding Bonds. One year's capitalized interest was included in the Series 1994 Bonds and approximately twenty-four months of capitalized interest was included in each of the Series 1997, Series 2001, Series 2002, Series 2003, Series 2004, Series 2006, Series 2007, and Series 2009 Bonds. See "FINANCIAL STATEMENT - Outstanding Bonds."</p>
Authority for Issuance	The Bonds are being issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas, including Chapter 1207 of the Government Code, as amended, Chapters 49 and 54 of the Texas Water Code, as amended, and an Order (the order and pricing certificate are collectively referred to herein as the "Bond Order") adopted by the Board of Directors of the District and a pricing certificate executed by the pricing officer as designated in the order. See "THE BONDS - Authority for Issuance."
Use of Proceeds	Proceeds from the sale of the Bonds will be used to refund an aggregate principal amount of \$340,000* of the District's Unlimited Tax and Revenue Bonds, Series 2001; an aggregate principal amount of \$2,200,000* of the District's Unlimited Tax and Revenue Bonds, Series 2002; and an aggregate principal amount of \$505,000* of the District's Unlimited Tax and Revenue Bonds, Series 2003 (collectively, the "Refunded Bonds"), for a total of \$3,045,000* aggregate principal amount, and to pay costs of issuance of the Bonds. See "PLAN OF FINANCING – The Refunded Bonds," and "Estimated Sources and Uses Of Funds."

*Preliminary; subject to change.

Bonds Authorized But

Unissued.....	At an election held within the District on December 21, 1985, voters within the District authorized a total of \$69,443,000 in bonds for water, wastewater, and drainage facilities. To date, the District has issued eight installments of bonds to acquire utility facilities in the aggregate principal amount of \$29,440,000, of which \$40,003,000 in bonds will remain authorized but unissued. See "FINANCIAL STATEMENT – Unlimited Tax and Revenue Bonds Authorized but Unissued", "Outstanding Bonds" and "THE BONDS – Issuance of Additional Debt." In addition, District voters authorized the issuance of \$97,670,000 in Contract Bonds, none of which have been issued and none of which are currently expected to be issued in the future. See "THE DISTRICT – City of Austin Consent Agreement." See "FINANCIAL STATEMENT - Outstanding Bonds" and "THE BONDS – Issuance of Additional Debt."
Municipal Bond Ratings	Moody's Investor Service ("Moody's") and Standard & Poor's Corporation, a Standard & Poor's Financial Services LLC business ("S&P") have assigned underlying ratings of "A1" and "A", respectively to the Bonds. See "MUNICIPAL BOND RATINGS."
Qualified Tax-Exempt Obligations	The District expects to designate the Bonds as "qualified tax-exempt obligations" pursuant to section 265(b) of the Internal Revenue Code of 1986, as amended, and will represent that the total amount of tax-exempt bonds (including the Bonds) issued by it during calendar year 2010 is not reasonably expected to exceed \$10,000,000 (\$30,000,000 for taxable years beginning after December 31, 2008 and ending prior to January 1, 2011). See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions."
Bond Counsel	McCall, Parkhurst & Horton L.L.P., Austin, Texas
General Counsel	Armbrust & Brown, PLLC, Austin, Texas
Disclosure Counsel	McCall, Parkhurst & Horton L.L.P., Austin, Texas
Financial Advisor	Southwest Securities, Austin, Texas
Engineer	Kimley-Horn & Associates, Inc., Austin, Texas

INVESTMENT CONSIDERATIONS

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

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SELECTED FINANCIAL INFORMATION
(Unaudited as of August 1, 2010)

2010 Certified Assessed Valuation	\$425,180,706	(a)
Gross Debt Outstanding (after issuance of the Bonds).....	\$25,535,000	
Ratio of Gross Debt to 2010 Certified Assessed Valuation	6.11%	
2009 Tax Rate		
Debt Service (c)	\$0.4468	
Maintenance & Operation	<u>0.3032</u>	
Total	<u>\$0.7500</u>	
Debt Service Fund Balance (as of July 6, 2010)	\$ 2,136,188	
Average percentage of current tax collections - Tax Years 1997-2009	98.48%	
Average percentage of total tax collections - Tax Years 1997-2009.....	99.24%	
Projected Average Annual Debt Service Requirement (2010-2030) of the Bonds and the Outstanding Bonds ("Projected Average Requirement")	\$1,787,497	
Tax rate required to pay Projected Average Requirement based upon 2010 Certified Assessed Valuation at 95% collections.....	\$0.45/\$100 A.V.	
Projected Maximum Annual Debt Service Requirement (2013) of the Bonds and the Outstanding Bonds ("Projected Maximum Requirement")	\$2,069,843	
Tax rate required to pay Projected Maximum Requirement based upon 2010 Certified Assessed Valuation at 95% collections.....	\$0.52/\$100 A.V.	

(a) Amount reflects the assessed valuation of the District as of January 1, 2010 as certified by the Travis Central Appraisal District ("TCAD") of \$425,180,706. See "TAXING PROCEDURES."

Number of connections as of June, 2010:

Single Family - Occupied.....	2,694
Single Family - Unoccupied.....	55
Builder Connections.....	24
Irrigation Meters.....	25
Multifamily	5
The District	10
Schools	1
Non-Profit	<u>1</u>
	2,815

Estimated population as of June, 2010	9,429	(a)
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(a) Based on 3.5 residents per occupied single family connection.

OFFICIAL STATEMENT
relating to
\$3,045,000*
Northtown Municipal Utility District
(A Political Subdivision of the State of Texas Located in Travis County, Texas)

UNLIMITED TAX AND REVENUE REFUNDING BONDS, SERIES 2010

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by the Northtown Municipal Utility District (the “District”), a political subdivision of the State of Texas (the “State”), of its \$3,045,000* Unlimited Tax and Revenue Refunding Bonds, Series 2010 (the “Bonds”).

The Bonds are issued pursuant to an order adopted by the Board of Directors of the District on July 27, 2010 and a pricing certificate executed by the pricing officer authorized by such order (the order and pricing certificate are collectively referred to herein as the “Bond Order”), pursuant to Article XVI, Section 59 of the Constitution and general laws of the State, including Chapters 49 and 54 of the Texas Water Code, as amended, and Chapter 1207 of the Government Code, as amended.

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

Included in this Official Statement are descriptions of the Bonds and certain information about the District and its finances. ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT. Copies of such documents may be obtained from the District c/o of Armbrust & Brown, PLLC, 100 Congress, Suite 1300, Austin, Texas 78701, or from the District’s Financial Advisor, Southwest Securities, 701 Brazos, Suite 400, Austin, Texas, 78701, upon payment of reasonable copying, mailing and handling charges.

PLAN OF FINANCING

Purpose

At an election held within the District on December 21, 1985, the District’s voters authorized the issuance of an aggregate principal amount of \$69,443,000 of unlimited tax bonds for the construction of the District’s water, sanitary sewer and drainage system. In accordance with said authorization, the District has previously issued \$1,000,000 Wastewater and Sewer System Unlimited Tax and Revenue Bonds, Series 1994 (the “Series 1994 Bonds”); \$995,000 Unlimited Tax and Revenue Bonds, Series 1997 (the “Series 1995 Bonds”); \$2,100,000 Unlimited Tax and Revenue Bonds, Series 2001 (the “Series 2001 Bonds”); \$3,510,000 Unlimited Tax and Revenue Bonds, Series 2002 (the “Series 2002 Bonds”); \$3,770,000 Unlimited Tax and Revenue Bonds, Series 2003 (the “Series 2003 Bonds”); \$2,505,000 Unlimited Tax and Revenue Refunding Bonds, Series 2004 (the “Series 2004 Bonds”); \$4,500,000 Unlimited Tax and Revenue Bonds, Series 2006 (the “Series 2006 Bonds”); \$6,005,000 Unlimited Tax and Revenue Bonds, Series 2007 (the “Series 2007 Bonds”); and \$7,560,000 Unlimited Tax and Revenue Bonds, Series 2009 (the “Series 2009 Bonds”). All of the previously issued series of bonds are collectively referred to as the “Outstanding Bonds.” See “FINANCIAL STATEMENT – Unlimited Tax Bonds Authorized but Unissued” and “THE BONDS.” The District reserves the right to issue the remaining \$40,003,000 authorized but unissued bonds; however, the issuance of any such bonds is subject to certain limitations as provided in the Consent Agreement. In addition, District voters authorized the issuance of \$97,670,000 in Contract Bonds, none of which has been issued and none of which are currently expected to be issued in the future. See “THE DISTRICT – City of Austin Consent Agreement.” See “FINANCIAL STATEMENT - Outstanding Bonds” and “THE BONDS – Issuance of Additional Debt.”

The Bonds are being issued to achieve a debt service savings in the years 2011 through 2025, inclusive, by refunding \$3,045,000* of the District’s Unlimited Tax and Revenue Bonds, Series 2001; Unlimited Tax and Revenue Bonds, Series 2002; and Unlimited Tax and Revenue Bonds, Series 2003 (collectively the “Refunded Bonds”). See “PROJECTED DEBT SERVICE REQUIREMENTS.”

*Preliminary; subject to change.

The Refunded Bonds*

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

	<u>Series 2001*</u> <u>Callable</u>	<u>Series 2002*</u> <u>Callable</u>	<u>Series 2003*</u> <u>Callable</u>	
<u>Year</u>	<u>September 1, 2005</u>	<u>September 1, 2008</u>	<u>September 1, 2008</u>	<u>Total</u>
2010	\$-	\$-	\$-	\$-
2011	-	-	-	-
2012	-	-	-	-
2013	-	-	-	-
2014	-	145,000	-	145,000
2015	-	150,000	155,000	305,000
2016	-	160,000	-	160,000
2017	-	170,000	-	170,000
2018	-	-	350,000	350,000
2019	-	190,000	-	190,000
2020	340,000	200,000	-	540,000
2021	-	210,000	-	210,000
2022	-	225,000	-	225,000
2023	-	235,000	-	235,000
2024	-	250,000	-	250,000
2025	-	265,000	-	265,000
	\$340,000*	\$2,200,000*	\$505,000*	\$3,045,000*

Remaining Outstanding Bonds*

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

<u>Year</u>	<u>Series</u> <u>2002</u>	<u>Series</u> <u>2003</u>	<u>Series</u> <u>2004</u>	<u>Series</u> <u>2006</u>	<u>Series</u> <u>2007</u>	<u>Series</u> <u>2009</u>	<u>Series</u> <u>2010</u>	<u>Total*</u>
2010	\$115,000	\$120,000	\$260,000	\$125,000	\$150,000	\$175,000	\$-	\$945,000
2011	120,000	125,000	270,000	125,000	175,000	175,000	25,000	1,015,000
2012	125,000	130,000	280,000	140,000	175,000	200,000	10,000	1,060,000
2013	135,000	140,000	295,000	150,000	175,000	225,000	5,000	1,125,000
2014	-	145,000	200,000	150,000	200,000	225,000	20,000	940,000
2015	-	-	215,000	160,000	200,000	250,000	330,000	1,155,000
2016	-	165,000	220,000	175,000	225,000	250,000	180,000	1,215,000
2017	-	-	-	175,000	225,000	275,000	360,000	1,035,000
2018	180,000	-	255,000	200,000	225,000	275,000	195,000	1,330,000
2019	-	-	-	200,000	250,000	300,000	365,000	1,115,000
2020	-	390,000	-	225,000	250,000	325,000	380,000	1,570,000
2021	-	-	-	225,000	275,000	325,000	215,000	1,040,000
2022	-	-	-	250,000	275,000	350,000	225,000	1,100,000
2023	-	-	-	250,000	300,000	350,000	235,000	1,135,000
2024	-	910,000	-	275,000	325,000	375,000	245,000	2,130,000
2025	-	260,000	-	275,000	325,000	400,000	255,000	1,515,000
2026	-	270,000	-	300,000	350,000	-	-	920,000
2027	-	-	-	-	375,000	875,000	-	1,250,000
2028	-	-	-	650,000	-	-	-	650,000
2029	-	-	-	-	-	975,000	-	975,000
2030	-	-	-	-	1,230,000	-	-	1,230,000
2031	-	-	-	-	-	1,085,000	-	1,085,000
	\$675,000	\$2,655,000	\$1,995,000	\$4,050,000	\$5,705,000	\$7,410,000	\$3,045,000	\$25,535,000

*Preliminary; subject to change.

Refunded Bonds

The principal of and interest due on the Refunded Bonds are to be paid on the redemption date of such Refunded Bonds from funds and direct obligations of the United States of America to be deposited pursuant to a certain Escrow Agreement (the "Escrow Agreement") between the District and Wells Fargo Bank, N.A. (the "Escrow Agent"). The Bond Order provides that from the proceeds of the sale of the Bonds received from the Underwriter the District will deposit with the Escrow Agent cash and direct obligations of the United States in amounts sufficient to accomplish the discharge and final payment of the Refunded Bonds on their respective maturity dates and redemption dates, as applicable.

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

By the deposit of the Federal Securities and cash with the Escrow Agent pursuant to the Escrow Agreement, the District will have effected the defeasance of the Refunded Bonds pursuant to the terms of the Bond Order authorizing the issuance of such Refunded Bonds and in accordance with State law, including Chapter 1207, Texas Government Code, as amended. It is the opinion of Bond Counsel that, as a result of such defeasance and in reliance upon the Verification Report of Grant Thornton LLP, the Refunded Bonds are deemed to have been fully paid and no longer outstanding, except for the purpose of being paid from funds provided therefore in the Escrow Agreement.

The District has covenanted in the Escrow Agreement to make timely deposits to the Escrow Fund, from lawfully available funds, of any additional amounts required to pay the principal of and interest on the Refunded Bonds, if for any reason, the cash balances on deposit or scheduled to be on deposit in the Escrow Fund are insufficient to make such payment.

Estimated Sources and Uses of Funds^(a)

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

Sources of Funds:

Par Amount of Bonds	\$ _____
Original Issue Premium/Discount	_____
Accrued Interest on the Bonds	_____
Total Sources of Funds	\$ _____

Uses of Funds:

Escrow Deposit	\$ _____
Costs of Issuance	_____
Underwriter's Discount	_____
Deposit to Debt Service Fund (Accrued Interest)	_____
Other Uses / Additional Proceeds	_____
Total Uses of Funds	\$ _____

(a) Preliminary; subject to change.

THE BONDS

General Description

The Current Interest Bonds will bear interest from October 1, 2010 and will mature on September 1 in the years and in the principal amounts, and will bear interest at the rates per annum, set forth on the cover page hereof. Interest on the Current Bonds will be paid on March 1, 2011 and each September 1 and March 1 (each, an "Interest Payment Date") thereafter until maturity or prior redemption. Interest on the Capital Appreciation Bonds will accrete from the date of delivery, will be compounded each March 1 and September 1 of each year, commencing March 1, 2011 and will be payable only upon maturity. See "Appendix B – Schedule of Accreted Values." The Capital Appreciation Bonds will be issued in the original principal amount of \$55,000* and will mature together with interest accreting from initial delivery on September 1 in each of the years 2011 through 2014.

The Bonds will be initially registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"), New York, New York, acting as securities depository for the Bonds until DTC resigns or is discharged. The Bonds initially will be available to purchasers in book-entry-only form. So long as Cede & Co., as the nominee of

DTC, is the registered owner of the Bonds, principal of and interest on the Bonds will be payable by the Paying Agent/Registrar to DTC, which will be solely responsible for making such payment to the beneficial owners of the Bonds. The initial paying agent/registrar for the Bonds is Wells Fargo Bank, N.A. (the "Paying Agent/Registrar").

Redemption

Optional Redemption... The Bonds maturing on and 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, or on any date thereafter, at a redemption price equal to the principal amount thereof plus accrued interest from the most recent interest payment date to the date fixed for redemption.

Mandatory Sinking Fund Redemption . . . In addition to being subject to optional redemption, as provided above, the Current Interest Bonds maturing on September 1, 20__ and September 1, 20__ are subject to mandatory sinking fund redemption prior to maturity by lot in the following amounts, on the following dates and at a price of par plus accrued interest to the redemption date from amounts required to be deposited in the Debt Service Fund:

<u>Bonds Maturing</u> <u>September 1, 20__ *</u>		<u>Bonds Maturing</u> <u>September 1, 20__ *</u>	
Mandatory		Mandatory	
Redemption	Principal	Redemption	Principal
<u>Date*</u>	<u>Amount</u>	<u>Date*</u>	<u>Amount</u>
20__	\$ _____	20__	\$ _____
20__	_____	20__	_____

*Stated Maturity

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

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

DTC Redemption Provision

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

Participants act as nominees with respect to the payments on the Bonds or the providing of notice to Direct Participants, Indirect Participants, or beneficial owners of the selection of portions of the Bonds for redemption.

Termination of Book-Entry-Only System

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

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

Registration. . . If the book-entry-only system is discontinued, the Bonds may be transferred and re-registered on the registration books of the Paying Agent only upon presentation and surrender thereof to the Paying Agent at the Designated Payment/Transfer Office. A Bond also may be exchanged for a Bond or Bonds of like maturity and interest and having a like aggregate principal amount or maturity amount, as the case may, upon presentation and surrender at the Designated Payment/Transfer Office. All Bonds surrendered for transfer or exchange must be endorsed for assignment by the execution by the registered owner or his duly authorized agent of an assignment form on the Bonds or other instruction of transfer acceptable to the Paying Agent. Transfer and exchange of Bonds will be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such transfer or exchange. A new Bond or Bonds, in lieu of the Bond being transferred or exchanged, will be delivered by the Paying Agent to the registered owner, at the Designated Payment/Transfer Office of the Paying Agent or by United States mail, first-class, postage prepaid. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner not more than three (3) business days after the receipt of the Bonds to be canceled in the exchange or transfer in 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 fifteenth (15th) (whether or not a business day) 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 within the District on December 21, 1985, voters within the District authorized a total of \$69,443,000 in principal amount of bonds for water, wastewater, and drainage facilities. The Bonds constitute the eighth installment of new money bonds issued by the District. After the sale of the Bonds, the District will have remaining \$40,003,000 in authorized but unissued unlimited tax and revenue new money bonds. In addition, District voters authorized the issuance of

\$97,670,000 in contract revenue bonds, none of which have been issued and none of which are expected to be issued in the future.

The Bonds are issued pursuant to the terms and provisions of the Bond Order, Chapter 1207 of the Government Code, as amended, Chapters 49 and 54 of the Texas Water Code, as amended and Article XVI, Section 59 of the Texas Constitution.

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

Source of and Security for Payment

The Bonds are payable as to principal and interest from the proceeds of an 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.” The Bonds are further payable from and are secured by a pledge of certain Net Revenues (defined below), if any, of the System (defined below) 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 an annual ad valorem tax and will undertake to collect such a tax, against 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 paying 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 as its “Debt Service Fund” for the Bonds. The Bond Order provides for the termination of the pledge of taxes and Net Revenues when and if the City of Austin dissolves the District and assumes all debts and liabilities of the District.

Net Revenues Pledge... The Bonds are further secured by a first lien on and pledge of certain Net Revenues, if any, of the District’s water, wastewater and drainage system which does not include any facilities constructed with proceeds of any Special Project Bonds issued by the District (collectively, the “System”). “Net Revenues” are defined by the Bond Order as net revenues received from the operation of the System after deduction of reasonable costs of administration, efficient operation and adequate maintenance, provided however, the term “Net Revenues” shall not include any revenues, now or hereafter pledged or contracted to be pledged by the District pursuant to a contract authorized by law under which contract such revenues are to be pledged to the payment of bonds issued by the District for any special project. Any Net Revenues remaining after payment of debt service on the Bonds is available to the District for any lawful purpose. The Net Revenues are entirely dependent upon sales of water and sewer services to residents and users in the District. **It is not expected that the operation of the System will produce Net Revenues sufficient to make any substantial contributions to the District’s debt service requirements.**

Dissolution... Under Texas law, the District may be annexed and dissolved by the City of Austin (the “City”) without the consent of the District or its residents. When and if the District is abolished, the City must assume the assets, functions, and obligations of the District (including the Bonds) and the 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. See “THE DISTRICT – City of Austin Consent Agreement.”

Payment Record

The District has never defaulted on the timely payment of the principal of or interest on its bonds. See “FINANCIAL STATEMENT – Outstanding Bonds.” One year’s capitalized interest was included in the Series 1994 Bonds and approximately twenty-four months of capitalized interest was included in each of the Series 1997, Series 2001, Series 2002, Series 2003, Series 2004, Series 2006, Series 2007, and Series 2009 Bonds.

Flow of Funds

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

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

Bond Order requires that the Debt Service Fund be applied solely to provide for the payment of the principal or redemption price of and interest on the Bonds when due, and to pay fees to the Paying Agent when due.

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

Defeasance of Outstanding Bonds

General . . . The Bond Order provides for the defeasance of the Bonds and the termination of the pledge of taxes and all other general defeasance covenants in the Bond Order under certain circumstances. Any Bond and the interest thereon shall be deemed to be paid, retired, and no longer outstanding within the meaning of the Bond Order (a "Defeased Bond"), except to the extent provided below for the Paying Agent to continue payments, when the payment of all principal and interest payable with respect to such Bond to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent or an eligible trust company or commercial bank for such payment (1) lawful money of the United States of America sufficient to make such payment, (2) Defeasance Securities (defined below) that mature as to principal and interest in such amounts and at such times as will ensure the availability, without reinvestment, of sufficient money to provide for such payment, or (3) any combination of (1) and (2) above, and when proper arrangements have been made by the District with the Paying Agent or an eligible trust company or commercial bank for the payment of its services until after all Defeased Bonds shall have become due and payable. At such time as a Bond shall be deemed to be a Defeased Bond, such Bond and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes levied and pledged as provided in the Bond Order and such principal and interest shall be payable solely from such money or Defeasance Securities, and shall not be regarded as outstanding under the Bond Order.

Any money so deposited with or made available to the Paying Agent or an eligible trust company or commercial bank also may be invested at the written direction of the District in Defeasance Securities, maturing in the amounts and times as set forth above, and all income from such Defeasance Securities received by the Paying Agent or an eligible trust company or commercial bank that is not required for the payment of the Bonds and interest thereon, with respect to which such money has been so deposited, shall be remitted to the District or deposited as directed in writing by the District.

Until all Defeased Bonds shall have become due and payable, the Paying Agent shall perform the services of Registrar for such Defeased Bonds the same as if they had not been defeased, and the District shall make proper arrangements to provide and pay for such services as required by the Bond Order.

For purposes of these provisions, "Defeasance Securities" means (i) direct non-callable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) non-callable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise provide for the funding of an escrow to effect the defeasance of the Bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, (iii) non-callable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board of Directors adopts or approves proceedings authorizing the issuance of refunding bonds or otherwise 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 (iv) any other then authorized securities or obligations under applicable state law that may be used to defease obligations such as the Bonds.

Any such obligations must be certified by an independent public accounting firm of national reputation to be of such maturities and interest payment dates and bear such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom, be sufficient to provide all debt service payments on the Bonds.

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

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

Paying Agent/Registrar

Principal of and semiannual interest on the Bonds will be paid by Wells Fargo Bank, N.A., the Paying Agent. The Paying Agent must be either a bank, trust company, financial institution or other entity duly qualified and equally authorized to serve and perform the duties as paying agent and registrar for the Bonds.

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

Record Date

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

Issuance of Additional Debt

The District may issue additional bonds, with the approval of the TCEQ, necessary to provide and maintain improvements and facilities consistent with the purposes for which the District was created. See "THE DISTRICT – General." The District's voters have authorized the issuance of \$69,443,000 of unlimited tax and revenue bonds and \$97,670,000 in contract revenue bonds for the purpose of providing water, wastewater and storm drainage facilities and to reimburse developers for certain construction costs in connection with such facilities. Following the issuance of the Bonds, the District will have \$40,003,000 of unlimited tax and revenue new money bonds authorized but unissued. The Bond Order imposes no limitation on the amount of additional bonds which may be issued by the District if so authorized by the voters in the District and approved by the District and the TCEQ. The District anticipates issuing additional bonds from existing authorization to repay eligible reimbursements to Developers in the District. As of the date hereof, the District's Engineer estimates that approximately \$5,797,788 of actual reimbursable construction costs have been incurred and will be payable to the developers pursuant to various reimbursement agreements, as hereinafter described.

The District is also authorized by statute to engage in fire-fighting activities, including the issuance of bonds for such purpose. Before the District could issue ad valorem tax bonds for fire-fighting activities, the following actions would be required: (i) approval of the fire plan and issuance of bonds by the TCEQ; (ii) authorization of a detailed fire plan and bonds for such purposes by the qualified voters in the District; (iii) amendments to the existing City of Austin ordinance specifying the purposes for which the District may issue bonds; and (iv) approval of bonds by the Attorney General of Texas. The Board has not considered calling an election for approval of a fire plan or related bonds at this time. Issuance of bonds for fire-fighting activities could dilute the investment security for the Bonds. Current fire protection and emergency services are provided by the Travis County Emergency Services District No. 2. The District does not have any current intention to engage in fire-fighting activities.

Effective September 13, 2003, Article XVI, Section 59 of the Texas Constitution and Chapter 49 of the Water Code were amended to authorize certain districts, such as the District, to issue bonds, subject to voter approval and the approval of the TCEQ, payable from ad valorem taxes to pay for the development and maintenance of park and recreational facilities. The District has not called an election to authorize bonds for such purpose but may consider doing so in the future; however, the issuance of bonds for parks and recreational facilities would require City of Austin approval due to limitations contained in the Consent Agreement. See "THE DISTRICT – City of Austin Consent Agreement."

On January 6, 1986, the District and the City of Austin, Texas (the "City") entered into a Utility Construction Contract (the "Contract") governing the issuance of the \$97,670,000 contract revenue bonds authorized by the voters of the District on December 21, 1985 (the "Contract Revenue Bonds"). Any Contract Revenue Bonds issued would be special obligations of the District secured by a first lien on and pledge of Contract Payments (as hereinafter defined) to be made by the City to the trustee for the Contract Revenue Bonds pursuant to the Contract, as amended, authorized under Section 402.014 Local Government Code, as amended, formerly Article 1109j, Vernon's Annotated Texas Civil Statutes, as amended. The Contract Payments would constitute a special revenue obligation of the City payable from the net revenues of the City's waterworks and sewer system, subject to a prior lien on and pledge of the City's Prior Lien Revenue Bonds and on a parity with the City's Subordinate Lien Revenue Bonds.

Under the terms of the Contract, the District agreed to issue bonds to finance the acquisition and construction of additions, extensions and improvements to the sanitary sewer system of the City, and the City has agreed to make payments sufficient to meet debt service requirements (the "Contract Payments"). Upon completion of construction, the City would own and operate the facilities, but would reserve adequate capacity to serve the District. The District agreed to reimburse the City for the District's pro rata share of the construction costs (approximately 16.13%). The District's payments to the City would be payable from an ad valorem contract tax levied upon all taxable property within the District and additionally secured by a subordinate lien on the Net Revenues of the District's System. The Contract is in effect until the Contract Bonds are paid, not to exceed 40 years.

Subsequent to execution of the Contract, a number of the water and wastewater projects contemplated by the Contract were funded through the City of Austin's capital improvement fund. As a result, on August 14, 1986, the City and the District entered into a First Amendment to the Contract which, among other things, provides that the provisions of the Contract requiring the District to issue Contract Revenue Bonds to pay for certain water and wastewater projects will take effect only if the City elects to require the District to finance a portion of such project costs through the issuance of Contract Revenue Bonds. As of the date hereof, the City has not made an election to require the District to issue the Contract Revenue Bonds and it is currently not anticipated that any Contract Revenue Bonds will be issued.

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 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 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 that might apply to or otherwise limit the availability of the Bonds for investment or collateral purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds and as to the acceptability of the Bonds for investment or collateral purposes.

Specific Tax Covenants

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

Additional Covenants

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

Remedies in Event of Default

The Bond Order establishes specific events of default with respect to the Bonds. If the District defaults in the payment of the principal of or interest on the Bonds when due, or the District defaults in the observance or performance of any of the covenants, conditions, or obligations of the District, the failure to perform which materially, adversely affects the rights of the owners, including but not limited to, their prospect or ability to be repaid in accordance with the Bond Order, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the District, the Bond Order and Chapter 54 of the Texas Water Code provides that any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the District to make such payment or observe and perform such covenants, obligations, or conditions. The issuance of a writ of mandamus may be sought if there is no other available remedy at law to compel performance of the Bonds or the Bond Order and the District's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, so rests with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Bond Order does not provide for the appointment of a trustee to represent the interest of the Bondholders upon any failure of the District to perform in accordance with the terms of the Bond Order, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On June 30, 2006, the Texas Supreme Court ruled in *Tooke v. City of Mexia*, 49 Tex. Sup. Ct. J. 819 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous" language. Because it is unclear whether the Texas legislature has effectively waived the District's sovereign immunity from a suit for money damages, Bondholders may not be able to bring such a suit against the District for breach of the Bonds or Bond Order covenants. Even if a judgment against the District could be obtained, it could not be enforced by direct levy and execution against the District's property. Further, the registered owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. Furthermore, the District is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under Chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or Bondholders of an entity which has sought protection under Chapter 9. Therefore, should the District avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

Consolidation

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water and wastewater systems with the water and wastewater system(s) of the district(s) with which it is consolidating. The revenues of the consolidated system may be pledged equally to all first lien bonds of the consolidating districts. No representation is made that the District will or will not consolidate its water and wastewater system with any other district.

Annexation

The District lies entirely within the extraterritorial jurisdiction of the City of Austin, Texas ("Austin" or the "City"). Under Texas law, the District may be annexed by the City without the District's consent. Upon annexation, the City would assume the District's assets and obligations, including the Bonds, and dissolve the District. The District has no control over or knowledge of the annexation plans of the City of Austin. Therefore, no prediction can be made regarding the likelihood or timing of any annexation or the ability of the City to make debt service payments should annexation occur. See "THE DISTRICT – City of Austin Consent Agreement."

Alteration of Boundaries

Under Texas law, the District may alter its boundaries to: 1) upon satisfying certain conditions, annex additional territory; and 2) under certain circumstances, exclude land which is non agricultural or cannot be irrigated if land which can be irrigated of at least equal value and acreage is annexed. No representation is made concerning the likelihood that the District will effect any change in its boundaries.

Approval of the Bonds

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

No-Litigation Certificate

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

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 (i) extend the time or times of payment of the principal of and interest on the Bonds, reduce the principal amount thereof or the rate of interest therein, change the place or places at, or the coin or currency in which, any Bond or the interest thereon is payable, or in any other way modify the terms of payment of the principal of and interest on the Bonds, or (ii) reduce the aggregate principal amount of Bonds required for consent to any such amendment, addition, or rescission. In addition, a state, consistent with federal law, may within the exercise of its police powers make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of its political subdivisions as are reasonable and necessary for attainment of an important public purpose.

BOOK-ENTRY-ONLY SYSTEM

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

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

DTC 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 Bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and of line dealers, banks, trust companies, and clearing corporation 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 Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

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

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

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

Redemption proceeds, interest and principal payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners

will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, interest and principal payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

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

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

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and are not obligations of the State of Texas; Travis County, Texas; the City of Austin, Texas or any other political subdivision, will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property located within the District, and by a pledge of and lien on certain Net Revenues, if any, of the System. It is not expected any Net Revenues will be available to contribute to the payment of the Bonds. 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 "Registered Owners' Remedies" below.

Factors Affecting Taxable Values and Tax Payments

Economic Factors, Interest Rates, Credit Availability and Residential Foreclosures: A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots. The market value of such homes and lots is related to general economic conditions affecting the demand for and taxable value of residences. Demand for lots and residential dwellings can be significantly affected by factors such as interest rates, credit availability, construction costs, energy availability and the economic prosperity and demographic characteristics of the urban centers toward which the marketing of lots is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact existing values.

Interest rates and the availability of credit, including mortgage and development funding, have a direct impact on the construction activity, particularly short-term interest rates at which the Developer and homebuilders are able to obtain financing for development and construction costs. As a result of increasing foreclosure activity, potential adverse impact on assessed valuations and a general tightening of credit that has resulted, lenders have increase lending requirements for both single family mortgage lending and real estate development lending. Additionally, lenders have been selective in recent years in making real estate development loans in the Austin area because of the negative impact to their real estate portfolios. Interest rate levels and the general availability of credit may affect the ability of a landowner with undeveloped property to undertake and complete development activities within the District and the ability of potential homeowners to purchase homes. Because of the numerous and changing factors affecting the availability of funds, the District is unable to assess the future availability of such funds for continued development and construction within the District. In addition, the

success of development within the District and growth of District taxable property values are, to a great extent, a function of the Austin metropolitan and regional economics.

National Economy: Nationally, there has been a significant downturn in new housing construction due to the lack of liquidity and other factors, resulting in a decline in housing market values. The ability of individuals to qualify for a mortgage as well as the general reduction in mortgage availability has also decreased housing sales. The Austin area, including the District, has experienced reduced levels of home construction and home sales activity. The District cannot predict what impact, if any, a continued downturn in the national housing and financial markets may have on the Central Texas market and the District.

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.

Dependence Upon Developers, Lot Owners and Builders: The principal taxpayers and major landowners in the District are the Developers and various homebuilders. The growth of the tax base is dependent upon additional construction of homes within the District. The Developers are under no obligation to continue to market for improvement of developed tracts of land. Thus, the furnishing of information related to the proposed development by the Developers should not be interpreted as such a commitment by any of the Developers. The District makes no representation about the probability of development continuing in a timely manner or about the ability of the Developers 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 Developers right to sell their 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 the Developers to develop their land would restrict the rate of growth of taxable value in the District. See "THE DISTRICT – Current Status of Development" and "THE DEVELOPERS."

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

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 2010 certified assessed valuation of the District is \$425,180,706 (see "FINANCIAL STATEMENT"). After issuance of the Bonds, the Projected Maximum Annual Debt Service Requirement will be \$2,069,843 (2013) and the Projected Average Annual Debt Service Requirement will be \$1,787,497 (2010 through 2030, inclusive). Assuming (1) no increase or decrease from the 2010 certified assessed valuation, and (2) no use of funds on hand, a tax rate of \$0.52/\$100 assessed valuation, at a 95% collection rate, would be necessary to pay the Projected Maximum Annual Debt Service Requirement of \$2,069,843, and a tax rate of \$0.45/\$100 assessed valuation at a 95% collection rate would be necessary to pay the Projected Average Annual Debt Service Requirement of \$1,787,497. See "PROJECTED DEBT SERVICE REQUIREMENTS" and "TAX DATA - Tax Adequacy for Debt Service."

Tax Collections and Foreclosure Remedies

The District has a right to seek judicial foreclosure on a tax lien, but such remedy may prove to be costly and time consuming and, since the future market or resale market, if any, of the taxable real property within the District is uncertain, there can be no assurance that such property could be sold and delinquent taxes paid. Additionally, the District's tax lien is on a parity with the liens of all other State and local taxing authorities on the property against which the taxes are levied. Registered owners are entitled under Texas law to a writ of mandamus to compel the District to perform its obligations.

Such remedy would have to be exercised upon each separate default and may prove costly, time consuming and difficult to enforce. Furthermore, there is no trust indenture or trustee, and all legal actions would have to be taken on the initiative of, and be financed by, registered owners to enforce such remedies. The rights and remedies of the registered owners and the enforceability of the Bonds may also be limited by bankruptcy, reorganization and other similar laws affecting the enforcement of creditors' rights generally.

Registered Owners' Remedies

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

Bankruptcy Limitation to Registered Owners' Rights

The enforceability of the rights and remedies of registered owners may be limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 USC sections 901-946. The filing of such petition would automatically stay the enforcement of registered owners' remedies, including mandamus and the foreclosure of tax liens upon property within the District discussed above. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case 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 (i) is specifically authorized to file for federal bankruptcy protection by applicable state law, (ii) is insolvent or unable to meet its debts as they mature, (iii) desires to effect a plan to adjust such debts, and (iv) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiations are impracticable. Under State law a 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 State law and remains unable to meet its debts and other obligations as they mature.

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

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

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

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

Under FIRREA real property held by the FDIC is still subject to ad valorem taxation, but such act states (i) that no real property of the FDIC shall be subject to foreclosure or sale without the consent of the FDIC and no involuntary liens shall

attach to such property, (ii) the FDIC shall not be liable for any penalties or fines, including those arising from the failure to pay any real or personal property tax when due and (iii) notwithstanding failure of a person to challenge an appraisal in accordance with state law, such value shall be determined as of the period for which such tax is imposed.

There has been little judicial determination of the validity of the provisions of FIRREA or how they are to be construed and reconciled with respect to conflicting state laws. However, certain recent federal court decisions have held that the FDIC is not liable for statutory penalties and interest authorized by State property tax law, and that although a lien for taxes may exist against real property, such lien may not be foreclosed without the consent of the FDIC, and no liens for penalties, fines, interest, 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 understanding with the Underwriter regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price for the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are more generally bought, sold or traded in the secondary market.

Continuing Compliance with Certain Covenants

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

Future Debt

The District reserves in the Bond Order the right to issue the remaining \$40,003,000 authorized but unissued bonds (see "FINANCIAL STATEMENT – Unlimited Tax and Revenue Bonds Authorized but Unissued"), and such additional bonds as may hereafter be approved by both the Board of Directors and voters of the District. The District has also reserved the right to issue certain other additional bonds, revenue bonds or notes, special project bonds, refunding bonds, and other obligations described in the Bond Order. All of the remaining \$40,003,000 bonds which have previously been authorized by the voters of the District may be issued by the District, with the approval of the City of Austin and 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 investment security of the Bonds.

According to the District's Engineer, approximately \$5,797,788 will be owed to the Developers for the development of the utilities within the District after the issuance of the Bonds. See "THE DISTRICT - Current Status of Development." In order to provide utility service to the remaining undeveloped but potentially developable acreage within the District (approximately 255.45 acres), the District anticipates that it may issue up to the full principal amount of authorized but unissued bonds (\$40,003,000) in installments over the next several years. 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). 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 without any corresponding increases in taxable value in the District. See "THE BONDS -Issuance of Additional Debt."

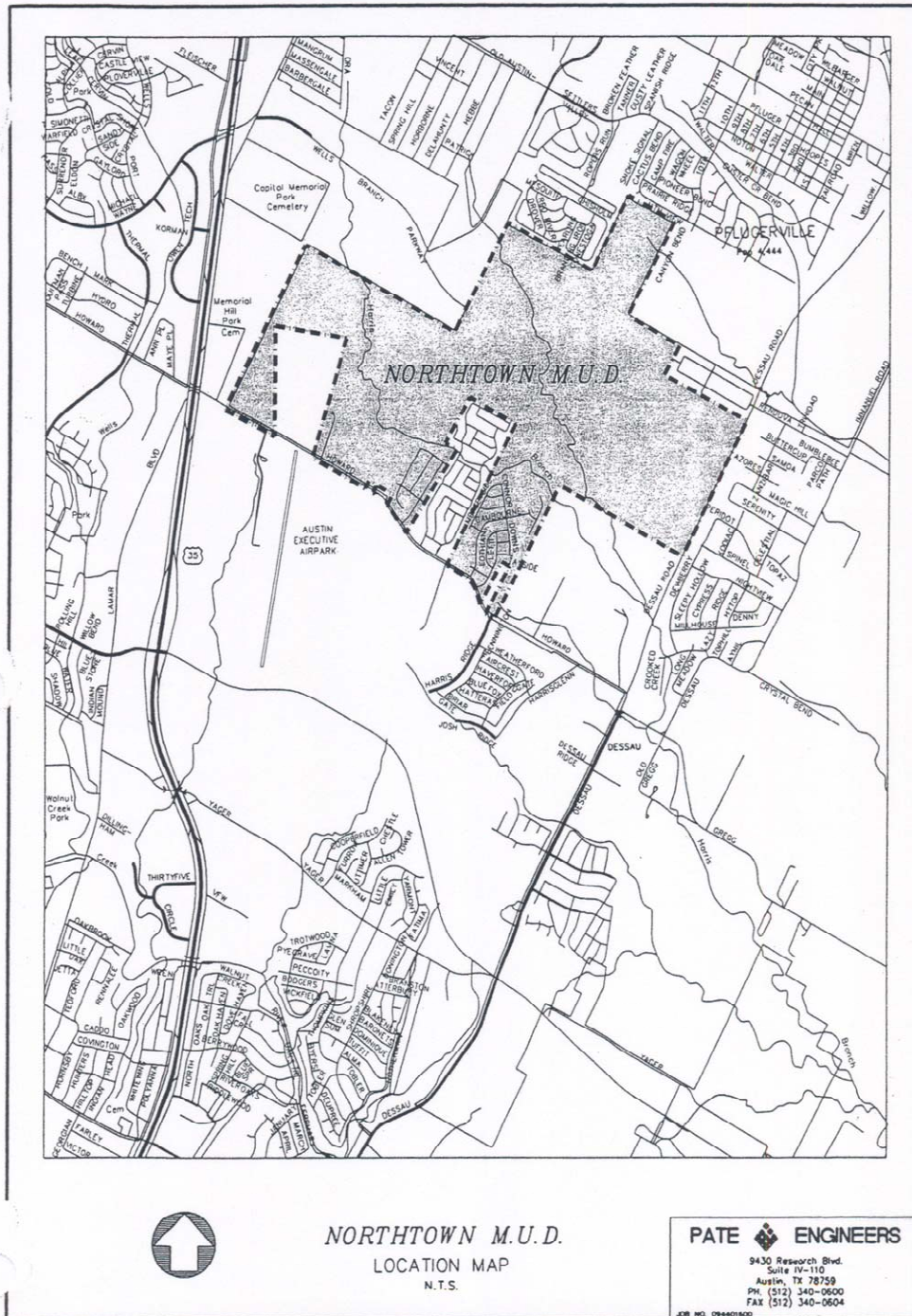
Tax Exempt Property – Strategic Housing Finance Corporation of Travis County

There is the potential for property within the District to be owned by tax-exempt entities such as the "Strategic Housing Finance Corporation of Travis County" ("SHFC"), a public nonprofit housing finance corporation established in 2004 pursuant to Chapter 394 of the Texas Local Government Code (the "Texas Housing Finance Corporations Act"). SHFC operates a lease-to-purchase affordable housing program for low to moderate income families in Travis County that was initially financed with the proceeds of \$35 million in Lease Purchase Revenue Bonds issued by SHFC in 2004. Pursuant to

the program as currently structured by SHFC, low to moderate income families in Travis County pay a fee to SHFC which purchases a home and leases it back to the family for a period of thirty-nine (39) months. Under the Texas Housing Finance Corporations Act, all property owned by a nonprofit housing finance corporation, such as SHFC, is tax-exempt, therefore during the thirty-nine (39) month term of the lease, during which SHFC owns the home, that property is removed from the tax rolls. If the tenant vacates the property or cannot afford to assume the mortgage at the end of the lease term, then the property may remain tax-exempt indefinitely. Presently, there are 8 homes with approximate aggregate tax appraised values of \$1,050,000 within the District that are owned by SHFC and reflected on the tax roll. Because the SHFC program is between itself and an individual resident, the District cannot make any projection regarding the future impact the SHFC program may have on its taxable appraised values. It is not known whether SHFC will seek additional funding for its program in the future or alter the terms and leasing arrangements at which it offers homes through its programs. Additionally, taxable appraised values may also be adversely affected if similar lease-to-purchase affordable housing programs are instituted by other corporations created under the Texas Housing Finance Corporations Act.

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DISTRICT MAP



THE DISTRICT

General

The District was created by an order of the Texas Water Commission, now known as the Texas Commission on Environmental Quality (the "Commission" or "TCEQ"), adopted on August 14, 1985 and a confirmation election held within the District on December 21, 1985, and operates as a municipal utility district pursuant to the provisions of Chapters 49 and 54 of the Texas Water Code and other general statutes of the State of Texas applicable to municipal utility districts. The District is subject to the continuing supervision of the TCEQ and is located entirely within the extraterritorial jurisdiction of the City of Austin. See "THE BONDS - Source of and Security for Payment – Dissolution."

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. If approved by the voters and the TCEQ, the District may establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, and provide such facilities and services to the customers of the District. Effective September 13, 2003, Article XVI, Section 59 of the Texas Constitution and Chapter 49 of the Water Code were amended to authorize certain districts, such as the District, to issue bonds, subject to voter approval and the approval of the TCEQ, payable from ad valorem taxes to pay for the development and maintenance of park and recreational facilities. The District has not called an election to authorize bonds for such purpose but may consider doing so in the future; however, the issuance of bonds for parks and recreational facilities would require City of Austin approval due to limitations contained in the Consent Agreement, as described below. See "THE BONDS – Issuance of Additional Debt".

The TCEQ exercises continuing supervisory jurisdiction over the District. In order to obtain the consent for creation of the District from the City of Austin, within whose extraterritorial jurisdiction the District lies, the District was required to agree to observe certain requirements of the City of Austin which limit the purposes for which the District may sell bonds to the acquisition, construction, and improvement of waterworks, wastewater, and drainage facilities; require approval by the City of Austin of District 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 of Austin. Construction and operation of the District's System is subject to the regulatory jurisdiction of additional governmental agencies. See "THE SYSTEM."

City of Austin Consent Agreement

The City Council of the City of Austin ("Austin" or "the City") passed Ordinance No. 84-0503, which granted the City's consent to creation of the District and approved the "Agreement Concerning Creation and Operation of Northtown Municipal Utility District" (the "Consent Agreement"). Following creation of the District, the District joined in the Consent Agreement on January 6, 1986. The Consent Agreement sets forth terms and conditions regarding, among other things, the issuance of bonds by the District, the water supply and wastewater treatment services to be provided to the District by the City, limitations on service by the District, and land use and development within the District. The Consent Agreement has been amended by agreements between the City and the District dated April 16, 1990, December 1, 1993, November 30, 1994, August 17, 1997, February 23, 2000, and July 2, 2003. The following is a summary of certain of the terms and conditions of the Consent Agreement, as amended, but it is not a complete description and is qualified by reference to the Consent Agreement and its amendments, copies of which are available from the District.

In the Consent Agreement, the City has contracted to provide water required for commercial and domestic purposes by users within the District and to receive, treat, and dispose of all sewage collected by the District and delivered to the City's sewer trunk lines. The District is a wholesale water and wastewater customer of the City for all areas of the District except a small area of the District that is provided wastewater service directly by the City under the terms of the "Interlocal Agreement Regarding the Provision of Retail Water and Wastewater Service to the Lake at Tech Ridge Development" dated February 13, 2006 (the "Tech Ridge Interlocal Agreement"). See "THE SYSTEM".

Under the Consent Agreement, the District receives wholesale services from the City on similar terms to those applicable to service to other municipal utility districts served by Austin. The Creation Agreement provides that Austin will not be liable for a failure to provide water and wastewater service if the failure results from conditions outside of Austin's control. In addition, Austin has the right to limit service to the District on the same basis and to the same extent that Austin limits service to other customers.

The Consent Agreement provides that each developer will serve as project manager for the construction of the portion of facilities constituting the District's utility system that is being funded by the developer. Plans for all District facilities are subject to review and approval by the TCEQ and Austin prior to construction.

The District may not serve customers outside of its boundaries and may not annex additional land into the District without the prior approval of Austin. Under the Tech Ridge Interlocal Agreement, the City and the District agreed that, with respect to a development which is located partially within the District and partially within the City's service area outside of the District, the City would serve an area located within the District and the District would serve an area located outside of the District and in Austin's service area of approximately the equivalent size. This agreement was entered into in order that lots within this area would be served by a single service provider.

The Consent Agreement provides that the City may annex the District after eight years from the date of confirmation of creation of the District, which occurred December 21, 1985, if 90% of the District's facilities that were to be constructed through the issuance of bonds had not been completed by that date (December 21, 1993). Because 90% of the District's facilities were not completed by December 21, 1993, the City could technically proceed with annexation of the District at any time. Generally, under Texas law, the City may not annex any land within the District unless it annexes the entire District, assumes all of the District's obligations including the Bonds, and dissolves the District. See “-Strategic Partnership Negotiations.”

The District and the City of Austin have agreed to certain land use controls, including land use and density limitations, for property located within the boundaries of the District. Prior to development, the land in the District must be subdivided in accordance with State law and City of Austin ordinances.

Strategic Partnership Negotiations

Section 43.0751 of the Texas Local Government Code permits cities and districts to negotiate and enter into written agreements providing terms and conditions under which the land within a district will be annexed, services will be provided and funded, and the district will continue either in its then-existing form or as a limited district that provides only specified functions. At this time, Austin has not initiated any discussions and no negotiations on the terms of any possible strategic partnership agreement or on the creation of a limited park district have occurred.

Management of the District

Board of Directors

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

Name	Position	Length of Service	Term Expires May
Robin Campbell	President	9 years	2012
Brenda Richter	Vice President	8 1/2 years	2010
Scott M. Gray	Asst. Secretary	8 months	2010
William Henderson	Treasurer	4 1/2 years	2012
Alex Martinez	Secretary	7 months	2010

Consultants

Tax Assessor/Collector

Land and improvements in the District are appraised for tax purposes by the Travis Central Appraisal District. The Tax Assessor/Collector is appointed by the Board of Directors of the District. The Travis County Tax Assessor/Collector, Ms. Nelda Wells Spears, currently serves the District in this capacity under contract.

General Manager

SWWC Services, Inc. (“SWWC”) is charged with the responsibility of providing general management services for the District. SWWC serves in a similar capacity for 62 other special districts in the Austin metropolitan area.

Engineer

The District's consulting engineer is Kimley-Horn & Associates, Inc. Such firm serves as consulting engineer to 18 other special districts.

Bookkeeper

The District's bookkeeper is Botth & Douthitt, PLLC ("Bott & Douthitt"). Bott & Douthitt serves as bookkeeper to 35 other special districts.

Auditor

The District engaged Maxwell, Locke & Ritter, certified public accountants, to serve as auditor to the District for 2009. See "Appendix A" for a copy of the District's September 30, 2009 audited financial statements. Maxwell, Locke & Ritter serves as auditor to 28 other special districts.

Financial Advisor

Southwest Securities 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 on the percentage of the Bonds actually issued, sold and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds. The Financial Advisor has been authorized by the Board to submit a bid for the purchase of the Bonds.

Bond Counsel

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

General Counsel

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

Location

The District is located in Travis County approximately 15 miles northeast of Austin's central business district. The District lies wholly within the extraterritorial jurisdiction of the City of Austin and is adjacent to the city limits of the City of Pflugerville. The District is comprised of approximately 1,224.34 acres of which approximately 1,015.48 acres are developable under current development regulations. Access to the District is provided by Interstate Highway 35 and Farm to Market Road 1825.

Current Status of Development

The District contains 1,224.34 acres of land, of which 1,015.48 acres are developable under current development regulations. Development within the District commenced in 1986 when Milburn Homes ("Milburn"), a predecessor to Horton, developed approximately 58.57 acres of land as Northtown, Sections 1, 2, 4, 5A, 7 and 9 containing 359 single family lots.

On December 13, 1993, Dessau Road, Limited Partnership ("DRLP") purchased approximately 71 undeveloped acres and developed approximately 33.62 acres as Northtown West, Section 1 containing 167 single family lots.

In 1994, S.V.W.W. Harris Ridge Limited Partnership purchased approximately 95 undeveloped acres within the District, and S.V.W.W. developed approximately 44.69 acres as Wildflower, Sections 1, 2, 3, 4 and 5, containing 225 single family lots.

On June 30, 1999, Pulte Homes of Texas, L.P. ("Pulte") purchased approximately 69.59 acres within the District, all of which has been developed as Settlers Meadow, Sections 1, 2, 3 and 4, containing 295 single family lots.

Horton purchased an additional approximately 234.48 acres within the Gaston/Sheldon Tract within the District in two parcels on November 24, 1998 and April 30, 1999. All 234.48 acres have been developed as Gaston Sheldon, Sections 1, 2, 3, 4 and 5, containing 959 single family lots.

In May, 2002, Horton purchased an additional 58.44 acres within the District. This acreage was combined with 57.60 acres purchased in February of 2002. Approximately 48.63 acres were developed as Brookfield Estates I (182 single family lots) and approximately 62.25 acres were developed as Brookfield Estates II (319 single family lots).

In November, 2002, KB purchased and developed approximately 8.19 acres within the District as Northtown Park, Section 8, containing 57 lots.

On September 6, 2005, NWC Howard & I-35 Ltd. ("NWC") purchased 139 acres of land including approximate 129 acres located within the District. NWC is a Texas limited partnership whose general partner is NWC Howard & I-35 GP, LLC. Subsequently, on March 22, 2007, NWC sold 90.54 acres to Hanna/Magee. NWC sold the remaining 48.44 acres to Techridge Spectrum BC L.P. ("Techridge"), and no longer owns any property within the District.

Of the 90.54 acres NWC sold to Hanna/Magee, 79.98 acres are located within the District. Hanna/Magee plans to develop this acreage for single family homes as The Lakes at Northtown and then sell developed lots to KB Homes. As of December 1, 2008, Hanna/Magee has sold 88 lots to KB.

Techridge is a Delaware Limited Partnership whose general partner is Kelly CT Spectrum B.C. Inc., a Delaware Corporation. To date, Techridge has in turn sold 16.35 acres to Morgan, and Techridge retains ownership of the remaining 32.09 acres, of which approximately 11.60 acres are located within the boundaries of the District. All of the remaining property owned by Techridge has been developed with utility facilities and storm drainage. According to Techridge, it has no immediate plans to construct above-ground improvements on the 11.60 acres, and is actively marketing the property for sale as The Lakes of Techridge.

On June 30, 2000 and September 27, 2000, respectively, Village purchased three tracts of land within the District approximately totaling 327 acres, including approximately 263 acres from the Pfluger Family Limited Partnership ("PFLP"), the remaining approximate 27 undeveloped acres owned by SVW Harris Ridge Limited Partnership ("SVWW") and approximately 37 acres from Dessau Road, Limited Partnership ("DRLP"). Of the total 327 acres, approximately 272 acres are currently developable. Village designed a master plan for the development of its 272 net developable acres including single family detached and single family attached residential units, multifamily residential units, office, retail/commercial and public use, including a greenbelt area, and informed the District that it plans to subdivide its land, provide infrastructure and sell tracts to other developers and end users. According to Village, the master plan was approved by the City Council of the City of Austin on April 10, 2003, and by the District on July 2, 2003. Certain revisions to the master plan were approved by the District on October 28, 2008, and by the City of Austin on November 21, 2008. Further revisions to the master plan were approved by the District on May 25, 2010 and are currently under review by the City of Austin. Pursuant to an agreement with Travis County, Village has caused the construction of the extensions of two arterial roadways, Wells Branch Parkway and Heatherwilde Boulevard, through the District, together with certain associated utility mains and stormwater detention facilities. These improvements, which are now complete, were necessary for development of the Village tracts. Village and the District have executed a reimbursement agreement for certain infrastructure and development costs incurred by Village in connection with the utility and drainage components of the roadway extensions. In 2009, the City of Austin and Travis County approved (i) a preliminary subdivision plan of the entire Village property, and (ii) the final subdivision plat of Village at Northtown, Section One, consisting of nine (9) retail lots and one (1) multifamily residential lot collectively covering 35.03 acres. The final subdivision plat of Village at Northtown, Lot 6, Block C, covering 14.235 acres for single family attached residential development and right-of-way for the extension of Harris Ridge Blvd., is under review by the City of Austin and Travis County and approval is expected by October of 2010. An application for the final subdivision plat of Village at Northtown, Section 2, Phase 1, covering 12.317 acres for detached single family residential and attached single family residential development, has recently been submitted to the City of Austin and Travis County and is under review.

Parks

The District currently owns three parks, (i) the 60 acre Stoney Creek Park, which was expanded in 2004 from its original 10.34 acres, and is currently improved with two playscapes, picnic tables, a granite trail, irrigated landscaping, two soccer fields, a sand volleyball court and pavilion; (ii) the 6.768 acre Meadow Point Park, which is improved with a playscape; and (iii) the 20.34 acre Wildflower Park, which is also improved with a playscape. The District's land plan projects that the District will be donated additional land, which is primarily creek frontage located within the 100-year flood plain, which will be used as part of the District's integrated trail system.

STATUS OF DEVELOPMENT

The following chart reflects the status of single family development as of August 1, 2010:

A. Developed with Utility Facilities		Single Family					
Sections	Acreage	Platted Lots	Completed Homes	Homes Under Construction	Vacant Lots		
<u>Northtown / Northtown Park</u>							
1, 2, 4, 5A, 7, 8 & 9	66.76	416	416	-	-		
<u>Northtown West</u>							
1	33.62	167	165	-	2		
<u>Wildflower</u>							
1 - 5	44.69	225	225	-	-		
<u>Settlers Meadow</u>							
1 - 4	69.59	295	295	-	-		
<u>Gaston Sheldon</u>							
1 - 5	234.48	959	959	-	-		
<u>Brookfield Estates I</u>							
1 - 3	48.63	182	182	-	-		
<u>Brookfield Estates II</u>							
1	10.45	39	39	-	-		
2	10.90	59	59	-	-		
3	11.30	61	61	-	-		
4	12.40	64	64	-	-		
5	12.40	70	70	-	-		
6	4.80	26	26	-	-		
Subtotal	62.25	319	319	-	-		
<u>The Lakes at Northtown</u>							
1	22.21	69	60	0	9		
2	18.32	62	51	3	8		
3	9.38	50	1	8	41		
Subtotal	49.91	181	112	11	58		
<u>The Lakes at Techridge</u>	29.75	-	-	-	-		
<u>Parkway at Northtown</u>	22.29	(a) 11	11	-	-		
Total Single Family	661.97	2,755	2,684	11	60		
		Multi-Family					
Sections	Acreage		Completed Units	Units Under Construction	Units to be Constructed		
<u>Parkway at Northtown</u>							
Duplex Units	-	(a)	86	-	-		
<u>Parkside at Northtown</u>							
Duplex Units	19.77		144	-	-		
<u>Villas at Techridge</u>							
Apartments	16.35		350	-	-		
Total Multi-Family	36.12		580	-	-		
B. Utility Facilities Under Construction							
<u>None</u>	-						
Total Acreage Developed or Being Developed	698.09						
C. Remaining Undeveloped but Developable Acreage							
<u>Village at Northtown</u>	271.32						
<u>Other</u>	46.07						
Subtotal	317.39						
Total Developable Acreage	1,015.48						
D. Undevelopable Acreage	208.86						
Total Acreage	1,224.34						

(a) Includes acreage for single-family and multi-family development.

THE DEVELOPERS

Role of a Developer

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

Current Developers

Horton: Horton and related joint ventures are developing land and building homes within the nearby Central Texas cities of Austin, Cedar Park, Killeen, Kyle, Manor, Pflugerville, Round Rock, Temple and Waco. Current subdivision activities include the following development projects; Avery Ranch, Bauerle Ranch, Briar Creek, Brookfield, Benbrook, Cedar Park TC, Circle C Ranch, Creekview Estates, Hutto Square, Parmer Village, Ranch Alto, Riverwalk, Scofield Farms, Sweetwater Glen, Highland Park, Kensington Trail, Presidential Meadows and Settler's Overlook. Horton has developed more than 4,000 acres and sold over 25,000 homes in the past 30 years.

Horton has a \$1.65 billion unsecured revolving credit facility, which includes a \$1.0 billion letter of credit sub-facility. The revolving credit facility, which matures December 16, 2011, has an uncommitted accordion provision of \$400 million which could be used to increase the size of the facility to \$2.05 billion upon obtaining additional commitments from lenders. Borrowing capacity is reduced by the amount of letters of credit outstanding. At September 30, 2008, the borrowing base arrangement limited Horton's additional borrowing capacity from any source, including the issuance of letters of credit, to \$52.8 million.

Horton is a Delaware corporation whose stock is traded on the New York Stock Exchange. Horton is a national builder that builds homes in 77 markets and 27 states. For the fiscal year ended September 30, 2008, Horton had gross revenues of approximately \$6.5 billion of which approximately 94.6% came from its home building activities; approximately \$7.7 billion in total assets; and approximately \$2.8 billion of shareholder equity. Horton is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith files reports and other information with the Securities and Exchange Commission ("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.

Hanna/Magee: Hanna/Magee purchased 90.54 acres from NWC Howard & I-35 Ltd. on March 22, 2007. Of the 90.54 acres, approximately 79.98 acres are located within the boundaries of the District. Hanna/Magee is a Texas limited partnership whose general partner is Hanna/Magee GP, Inc., a Texas corporation. According to Hanna/Magee, it intends to ultimately develop its acreage in 5 phases as a total of 310 single family lots. As of August 1, 2010, Hanna/Magee had developed 22.21 acres as The Lakes at Northtown Section 1 (69 single family lots), 18.32 acres as The Lakes at Northtown Section 2 (62 single family lots) and 9.38 acres as The Lakes at Northtown Section 3 (50 single family lots).

Hanna/Magee has a development loan for the 310 single family lots with Inwood National Bank for \$6,500,000. The loan matures September 22, 2009. Hanna/Magee is in compliance with the terms of the loan and is currently in the process of renewing the loan with Inwood National Bank.

Hanna/Magee has informed the District that it has contracted with KB to purchase all of the 310 projected lots to be developed in The Lakes at Northtown. According to KB, as of August 1, 2010, it has purchased [REDACTED] lots from Hanna/Magee and constructed a total of 112 homes within The Lakes at Northtown (60 homes in Section 1, 51 homes in Section 2 and 1 home in Section 3). KB stated that the homes it constructs in The Lakes at Northtown range in price from \$137,950 to \$225,950 and range in square footage from 1,582 to 3,728.

Village: Village is a Texas limited partnership whose general partner is Village @ Northtown General Partner, Inc., with Clifton E. Lind serving as President. Village purchased approximately 327 acres within the District through three separate acquisitions. Approximately 263 acres was acquired from PFLP for cash and a seven-year seller note, and approximately 27 acres was purchased from SVWW with seller financing. According to a representative of Village, both loans have been refinanced by loans from City Bank - Lubbock, and other entities affiliated with the principal owners. The principal amount of the loan from City Bank - Lubbock is \$21,500,000. It matured on May 8, 2010, but was automatically renewed for 6 months pursuant to its terms. Further extensions are being negotiated. Village is in compliance with the terms of the loan. The third tract, consisting of approximately 37 acres was purchased from DRLP by Jeffercindershan, Ltd., a Texas limited partnership whose general partner is Jeffercindershan General Partner, Inc., with Clifton E. Lind serving as President. The acquisition financing for the third tract was provided by cash and a one-year seller note which has been paid in full.

Morgan: Morgan, a Texas Corporation, purchased 16.35 acres within the District from Techridge for the purpose of developing such acreage as apartment units, called the Villas at Techridge. According to Morgan, the Villas at Techridge were developed as one phase, a total of 350 apartment units. The Villas at Techridge units are a mixture of one bedroom, two bedroom, and three bedroom units. Morgan began construction of the apartments in the fall of 2007 and completed construction in February, 2009. According to Morgan, acquisition of the 16.35 acres was cash provided by Morgan and development of the 16.35 acres was funded by a \$28,136,000 loan (the "Construction Loan") from Capmark located in Chicago, IL. The Construction Loan matures on July 25, 2011. According to Morgan, it is in compliance with all of the terms of the Loan.

Major Landowner

Techridge owns approximately 11.60 acres within the boundaries of the District. All of this property was originally developed by NWC with utility facilities and storm drainage. According to Techridge, it has no immediate plans to construct above-ground improvements on the 11.60 acres, and is actively marketing the property for sale as The Lakes at Techridge.

THE SYSTEM

Regulation

The District receives its water supply and wastewater treatment from the City of Austin ("the City" or "Austin") pursuant to the terms of the Consent Agreement, and currently receives wholesale water service for the Settlers Meadow subdivision within the District from the City of Pflugerville under the terms of the Pflugerville Interlocal Agreement between the District, Austin and the City of Pflugerville. (See "THE DISTRICT - City of Austin Consent Agreement"). The Pflugerville Interlocal Agreement was amended in November 2004 by "First Amendment to Interlocal Agreement Regarding Temporary Wholesale Water and Wastewater Service" and, under the terms of the amendment, water and wastewater service to the District for Settler's Meadow from Pflugerville will be discontinued and service will begin being provided by Austin when certain facilities, funded in part through the proceeds of the Outstanding Bonds, are completed. The District has agreed to use diligent, good faith efforts to complete the required facilities and effect the transition of service no later than January 1, 2010. The District has authorized its engineer to design and construct the water and wastewater facilities necessary to effectuate the change in service from Pflugerville to Austin for the Settler's Meadow subdivision as originally contemplated by the Consent Agreement with the City of Austin. According to the District's engineer, design is complete, construction of the wastewater facilities is complete and construction of the water facilities is in progress with anticipated completion in 2009.

Water Supply and Distribution

The District receives its potable water supply from Austin which, in turn, obtains water from three locations along the Colorado River. The District lies in Austin's North Pressure Zone, which gets water from two of the three water treatment plants serving the northern areas of Austin's System. The two water treatment plants serving the District have a combined firm yield of 110 million gallons-per-day ("mgd"), which is capable of serving the District at ultimate development.

Wastewater Collection and Treatment

Wastewater treatment service for the District is primarily provided by the Austin's Walnut Creek Interceptor and Wastewater Treatment Plant (the "Treatment Plant"). The Treatment Plant has a permitted capacity of 75 mgd, which is capable of serving the District at ultimate development. Current flows through the Treatment Plant are approximately 49 mgd. The District has constructed a system of force mains, gravity mains, and lift stations to transfer wastewater to the Walnut Creek Interceptor and Treatment Plant. The City has agreed to accept a pump-over of 1.0 mgd to the Walnut Creek

Plant from the District. This system consists of 10, 12 and 14-inch force mains, an 18-inch gravity main, 1,200-gpm and 1,795 gpm lift station located within the District.

100-Year Flood Plain

According to the District's Engineer, approximately 125.00 acres of undeveloped land within the District are located within the 100-year flood plain, and are included in the land use table as undevelopable.

Water and Wastewater Operations – Table 1

Rate and Fee Schedule

The District provides water and wastewater service to utility customers within the District and charges rates as set by the Board of Directors from time to time. In addition, the District collects certain tap fees from builders. The rates for water and wastewater service to utility customers of the District which are effective as of July 6, 2010:

Water & Wastewater Charges for Single Family Residential Customers (monthly billings)

In District Rates:

Basic Service rate (which includes solid waste disposal and recycling) \$ 25.21 per residence

Monthly In-District Sewer Rate \$ 6.01 per 1,000 gallons

Monthly In-District Water Rates

0-7,000 gallons.....	\$3.89 per 1,000 gallons
7,001 –12,000.....	4.51
12,001 – 17,000.....	5.11
over 17,000.....	5.80

Water & Wastewater Charges for Commercial Customers & Multi-Family Customers (monthly billings)

In District Rates ^(a):

Basic Service Rate (which does not include solid waste disposal or recycling) \$ 15.25 per meter

Water Commodity Charge

per 1,000 gallons per month, where "Base" means the customer's average water usage during the winter averaging period.

<u>Gallons Used</u>	<u>Commodity Charge</u>
0 – Base	\$ 3.89
over Base to Base x 1.50	4.51
over Base x 1.50 to Base x 1.75	5.11
over Base x 1.75	5.80

Sewer Commodity Charge..... \$ 6.01 per 1,000 gallons

(a) For multi-unit residential complexes which receive solid waste disposal or recycling services: \$15.25 per meter, plus \$13.76 per dwelling unit.

Monthly Irrigation Meter Rates

Basic Service Rate..... \$ 15.25 per meter

per 1,000 gallons per month, where “Base” means 7,000 gallons per LUE, based on irrigation meter size.

<u>Gallons Used</u>	<u>Commodity Charge</u>
0 – Base	\$ 3.89
over Base to Base x 1.50	4.51
over Base x 1.50 to Base x 1.75	5.11
over Base x 1.75	5.80

Rate per 1,000 gallons for usage during winter-averaging period.....\$ 5.80

(b)

Monthly In-District Fire Hydrant Rates per Fire Hydrant Meter

Service Availability Charge per Fire Hydrant Meter \$100.00 (minimum)

Commodity Charge:

(a) Standard Rate \$ 3.89 per 1,000 gallons

(b) Rate during winter averaging period..... 5.80 per 1,000 gallons

Monthly Out-of-District Sewer Rate..... \$ 7.51 per 1,000 gallons

(The remainder of this page intentionally left blank.)

Operating Revenues and Expenses Statement - Table 2

The following statement sets forth in condensed form the historical operations of the District. Accounting principles customarily employed in the determination of net revenues have been observed and in all instances exclude depreciation. Such summary has been prepared upon information obtained from the District's annual financial reports. Reference is made to such reports for further and more complete information.

	Fiscal Year Ended ^(a)					
	9/30/2009	9/30/2008	9/30/2007	9/30/2006	9/30/2005	9/30/2004
REVENUES						
Water and Wastewater Service	\$ 3,236,884	\$ 2,919,608	\$ 2,242,773	\$ 2,127,552	\$ 1,656,221	\$ 1,228,442
System Connection Fees	50,750	349,900	261,500	389,900	217,700	342,300
Property Tax Revenues	1,553,113	1,552,920	1,184,856	1,175,028	947,311	718,049
Park Fees	41,966	286,600	85,800	89,400	62,100	37,800
Park Grant	100,000	-	-	-	-	-
Interest Income	71,417	218,403	280,423	187,476	77,688	25,327
Other	54,924	18,654	20,850	22,220	17,901	17,680
TOTAL REVENUES	\$ 5,109,054	\$ 5,346,085	\$ 4,076,202	\$ 3,991,576	\$ 3,078,921	\$ 2,369,598
EXPENDITURES						
Water and Wastewater Purchases	\$ 1,944,929	\$ 2,064,765	\$ 1,616,603	\$ 1,427,344	\$ 1,185,334	\$ 894,474
Repairs and Maintenance	223,826	125,354	281,381	158,456	150,482	112,237
Garbage Collection	423,082	-	-	-	-	-
Utilities	16,165	18,538	8,065	11,300	6,847	7,251
Park Maintenance	515,827	767,946	304,997	248,030	131,349	110,249
Inspection Fees/Meter Purchases	33,159	75,595	40,850	69,050	68,334	88,327
General Manager Services	216,522	293,524	229,689	211,810	180,805	162,577
Legal Fees	182,318	127,987	90,184	99,840	96,691	70,430
Engineering Fees	53,832	54,717	40,897	27,726	34,195	37,982
Accounting Fees	66,437	-	-	-	-	-
Financial Advisor Fees	1,011	-	-	-	-	-
Audit Fees	19,500	18,500	11,500	10,600	12,296	9,250
Restrictive Covenants	63,280	87,511	72,652	83,646	78,170	63,431
Security services	33,713	39,450	30,800	31,602	33,637	26,550
Tax Assessor/Collector Fees	10,498	10,173	7,093	8,270	5,823	4,416
Director Fees	21,799	14,210	11,788	13,080	15,502	15,017
Insurance	4,704	8,246	3,449	3,874	2,995	2,382
Other Consulting Fees	27,206	-	-	-	-	-
Other	34,440	22,900	29,179	40,717	35,857	37,927
Contracted Services	-	-	-	-	2,720	-
Capital Outlay	463,594	13,081	122,954	135,043	116,471	178,089
TOTAL EXPENDITURES	\$ 4,355,842	\$ 3,742,497	\$ 2,902,081	\$ 2,580,388	\$ 2,157,508	\$ 1,820,589
NET REVENUES (DEFICIT)	\$ 753,212	\$ 1,603,588	\$ 1,174,121	\$ 1,411,188	\$ 921,413	\$ 549,009
Number of Active Water and Sewer Connections	2,812	2,744	2,613	2,386	1,960	1,651

(a) Audited

PROJECTED DEBT SERVICE REQUIREMENTS – TABLE 3

Northtown Municipal Utility District

\$3,045,000*

Unlimited Tax & Revenue Refunding Bonds, Series 2010

Issue Dated: October 1, 2010

First Interest Payment Due: March 1, 2011

Year Ending 31-Dec	Current Debt Service Requirement	Less: Refunded Debt Service	Series 2010 Bonds*				Principal and Interest	Total Debt Svc Requirements
			Principal (Due 9/01)	(Due 3/01)	Interest (Due 9/01)	Total		
2010	\$ 2,023,355	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,023,355
2011	2,031,100	143,555	25,000	42,269	70,723	112,991	137,991	2,025,536
2012	2,051,740	143,555	10,000	50,723	70,723	121,445	131,445	2,039,630
2013	2,081,953	143,555	5,000	50,723	75,723	126,445	131,445	2,069,843
2014	1,983,853	288,555	20,000	50,723	205,723	256,445	276,445	1,971,743
2015	2,006,600	442,465	330,000	50,723	50,723	101,445	431,445	1,995,580
2016	2,027,733	284,660	180,000	47,051	47,051	94,103	274,103	2,017,175
2017	1,925,518	457,620	360,000	44,576	44,576	89,153	449,153	1,917,050
2018	1,929,500	282,490	195,000	39,176	39,176	78,353	273,353	1,920,363
2019	1,987,243	449,570	365,000	36,008	36,008	72,015	437,015	1,974,688
2020	2,012,263	452,390	380,000	29,620	29,620	59,240	439,240	1,999,113
2021	1,823,163	269,040	215,000	22,733	22,733	45,465	260,465	1,814,588
2022	1,844,675	273,750	225,000	18,836	18,836	37,671	262,671	1,833,596
2023	1,837,255	272,500	235,000	14,617	14,617	29,234	264,234	1,828,989
2024	1,877,295	275,750	245,000	10,064	10,064	20,128	265,128	1,866,673
2025	1,867,375	278,250	255,000	5,164	5,164	10,328	265,328	1,854,453
2026	1,618,863	-	-	-	-	-	-	1,618,863
2027	1,364,250	-	-	-	-	-	-	1,364,250
2028	1,364,063	-	-	-	-	-	-	1,364,063
2029	1,011,450	-	-	-	-	-	-	1,011,450
2030	1,026,450	-	-	-	-	-	-	1,026,450
2031	588,000	-	-	-	-	-	-	588,000
	<u>\$ 38,283,693</u>	<u>\$ 4,457,705</u>	<u>\$ 3,045,000</u>	<u>\$ 513,003</u>	<u>\$ 741,456</u>	<u>\$ 1,254,459</u>	<u>\$ 4,299,459</u>	<u>\$ 38,125,446</u>

* Preliminary; subject to change.

FINANCIAL STATEMENT
(Unaudited as of August 1, 2010)

Assessed Value - Table 4

2010 Certified Assessed Valuation	\$425,180,706 (a)
Gross Debt Outstanding	\$ 25,535,000 (b)
Debt Service Fund Balance (as of July 6, 2010)	\$ 2,136,188
Ratio of Gross Debt to 2009 Certified Assessed Valuation	5.88%
Ratio of Gross Debt to 2010 Preliminary Assessed Valuation.....	6.17%

Area of District: 1,224.34 acres
Estimated 2009 Population: 9,429 ^(d)

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- (a) Amount reflects the assessed valuation of the District as of January 1, 2010 as certified by the Travis Central Appraisal District ("TCAD") of \$425,180,706. See "TAXING PROCEDURES."
(b) After issuance of the Bonds.
(c) As of June, 2010. Based on 3.5 residents per active single family connection.

Unlimited Tax and Revenue Bonds Authorized but Unissued - Table 5

<u>Date of Authorization</u>	<u>Purpose</u>	<u>Authorized</u>	<u>Issued to Date</u>	<u>Unissued</u>
12/21/85	Water, Sanitary Sewer and Drainage	\$69,443,000	\$29,440,000	\$40,003,000
12/21/85	Contract Bonds	97,670,000	-0- (a)	\$97,670,000

-
- (a) See "The Bonds – Issuance of Additional Debt".

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Outstanding Bonds - Table 6

A. New Money Bonds

<u>Dated</u>	<u>Series</u>	<u>Purpose</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding after Issuance of the Bonds</u>
3/1/1994	1994	Water and Sewer	\$ 1,000,000	\$ -
5/1/1997	1997	Water and Sewer	995,000	-
2/1/2001	2001	Water and Sewer	2,100,000	-
8/1/2002	2002	Water and Sewer	3,510,000	675,000
11/1/2003	2003	Water and Sewer	3,770,000	2,655,000
4/1/2006	2006	Water and Sewer	4,500,000	4,050,000
10/1/2007	2007	Water and Sewer	6,005,000	5,705,000
4/1/2009	2009	Water and Sewer	<u>7,560,000</u>	<u>7,410,000</u>
Total		<i>subtotal</i>	\$ 29,440,000	\$ 20,495,000

B. Refunding Bonds

10/1/2004	2004	Refunding	\$ 2,505,000	\$ 1,995,000	
10/1/2010	2010	Refunding	<u>3,045,000</u>	<u>3,045,000</u>	(a)
		<i>subtotal</i>	\$ 5,550,000	\$ 5,040,000	
		Total	<u>\$ 34,990,000</u>	<u>\$ 25,535,000</u>	

(a) The Bonds.

Cash and Investment Balances (Unaudited as of August 1, 2010) - Table 7

General Operating Fund	\$ 4,841,816
Debt Service Fund	2,136,188 (a)
Park Fund	2,154,649
Capital Projects Fund	2,030,418

(a) Neither Texas law nor the Bond Order requires the District to maintain any particular sum in the Debt Service Fund.

Investment Authority and Investment Practices of the District

Under State law and the District's current investment policy, the District is authorized to invest in (1) obligations of the United States or its agencies and instrumentalities; (2) direct obligations of the State of Texas or its agencies and instrumentalities; (3) 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) certificates of deposit meeting the requirements of the TCEQ Public Funds Interest 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 (5) or in any other manner and amount provided by law for District deposits, (7) fully collateralized repurchase agreements that have a defined termination date, are fully secured by obligations described in clause (1), and are placed through a primary government securities dealer or a financial institution doing business in the State of Texas, (8) 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, (9) 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, (10) 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 (11) 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 the 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.

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 State 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. The District's investment policy is subject to change from time to time by the Board of Directors but any such changes must comply with Chapter 2256, Texas Government Code, The Public Funds Investment Act.

Under State 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) State law. No person may invest District funds without express written authority from the Board of Directors.

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

Current Investments - Table 8

As of July 6, 2010, the District was currently invested in L.O.G.I.C. (\$6,179,731), Texpool (\$2,628,651), and U S Treasury Money Market Funds (\$1,208,207). State law requires the District to mark its investments to market price each calendar quarter and upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the District's audited financial statements.

	Investment Value as of July 6, 2010
L.O.G.I.C.	\$ 6,179,731
Texpool	2,628,651
Money Market	<u>9,848,741</u>
Total Investments	\$ 9,793,124

Estimated Overlapping Debt Statement

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

Taxing Body	Net Debt		% of Overlapping Net Debt	Amount of Overlapping
	Amount	As of		Net Debt
Travis County	\$ 551,263,219	7/1/2010	0.434%	\$ 2,392,470
Travis County ESD 2	2,618,055	7/1/2010	7.116%	186,308
Travis County Healthcare District	(a)	7/1/2010	0.000%	(a)
Pflugerville Independent School District	342,860,333	7/1/2010	5.993%	<u>20,548,625</u>
TOTAL ESTIMATED OVERLAPPING NET DEBT				\$ 23,127,404
 The District ^(b)	 \$ 25,535,000	 7/1/2010	 100.00%	 \$ 25,535,000
 TOTAL ESTIMATED DIRECT AND OVERLAPPING DEBT				 <u>\$ 48,662,404</u>

Ratio of Estimated Direct and Overlapping Net Debt to 2009 Certified Assessed Valuation 11.21%

Ratio of Estimated Direct and Overlapping Net Debt to 2010 Preliminary Assessed Valuation 11.76%

(a) No outstanding debt paid from taxes; maintenance tax only

(b) Includes the Bonds.

Overlapping Taxes for 2009

<u>Overlapping Entity</u>	<u>2009 Tax Rate Per \$100 AV</u>	<u>Average Single Family Tax Bill</u>
Travis County	\$ 0.4215	\$ 588
Travis County ESD 2	0.0997	139
Pflugerville Independent School District	1.4600	2,037
Travis County Healthcare District	0.0674	94
The District	<u>0.7500</u>	<u>1,046</u>
Total Overlapping Tax Rate	\$ 2.7986	\$ 3,904

(a) Based on the 2010 average home value of \$133,863.

TAX DATA

Classification of Assessed Valuation (a) - Table 9

<u>Type Property</u>	<u>2009</u>		<u>2008</u>		<u>2007</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Single Family	\$ 371,032,351	85.40%	\$ 342,501,327	89.42%	\$ 304,444,483	88.17%
Multifamily	33,261,199	7.66%	9,819,130	2.56%	10,132,292	2.93%
Vacant Lot	2,554,613	0.59%	1,561,439	0.41%	2,569,274	0.74%
Non-Qualified Land	7,374,952	1.70%	7,678,142	2.00%	9,417,641	2.73%
Commercial Real	12,678,510	2.92%	16,342,985	4.27%	13,621,359	3.94%
Telephone Company	99,460	0.02%	80,380	0.02%	80,943	0.02%
Cable Television Company	103,950	0.02%	99,000	0.03%	99,830	0.03%
Commerical Personal	1,796,481	0.41%	1,027,266	0.27%	1,519,619	0.44%
Industrial Personal	75,415,610	17.36%	35,307,986	9.22%	25,223,382	7.30%
Residential Inventory	4,244,486	0.98%	3,735,075	0.98%	3,663,870	1.06%
Totally Exempt	1,234,547	0.28%	1,317,790	0.34%	1,260,441	0.37%
	-					
Less: Adjustments	(75,310,397)	17.33%	(36,446,850)	-9.52%	(26,731,427)	-7.74%
Total	<u>\$ 434,485,762</u>	<u>100%</u>	<u>\$ 383,023,670</u>	<u>100%</u>	<u>\$ 345,301,707</u>	<u>100%</u>

(a) Reflects classification of assessed valuation as supplied by the Travis Central 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.

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Tax Collections - Table 10

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

Tax Year	Adjusted Assessed Valuation ^(a)	Tax Rate	Tax Levy	Current Collections ^(a)		Total Collections ^(a)		Year Ending
				Amount	%	Amount	%	
1997	\$ 39,530,168	\$ 0.5957	\$ 235,481	\$ 234,276	99.49%	\$ 234,276	99.49%	9/30/1998
1998	52,600,963	0.5957	313,344	309,580	98.80%	309,580	98.80%	9/30/1999
1999	63,111,800	0.6400	403,916	398,812	98.74%	401,290	99.35%	9/30/2000
2000	85,240,045	0.6400	545,536	538,802	98.77%	543,128	99.56%	9/30/2001
2001	106,890,553	0.6500	694,789	684,962	98.59%	697,402	100.38%	9/30/2002
2002	136,081,264	0.6500	884,528	862,922	97.56%	875,604	98.99%	9/30/2003
2003	175,127,410	0.7500	1,313,456	1,289,157	98.15%	1,315,294	100.14%	9/30/2004
2004	217,798,615	0.7500	1,633,492	1,615,505	98.90%	1,620,221	99.19%	9/30/2005
2005	257,839,127	0.7500	1,933,793	1,884,671	97.46%	1,885,004	97.48%	9/30/2006
2006	299,149,058	0.7500	2,243,618	2,220,419	98.97%	2,235,388	99.63%	9/30/2007
2007	357,239,412	0.7500	2,665,468	2,560,124	96.05%	2,593,289	97.29%	9/30/2008
2008	383,023,670	0.7500	2,879,026	2,855,769	99.19%	2,871,442	99.74%	9/30/2009
2009	434,241,694	0.7500	3,256,813	3,243,200	99.58%	3,257,816	100.03%	9/30/2010(b)
				Ave:	98.48%	Ave:	99.24%	

(a) Audited

(b) Unaudited. Taxes collected as of June 30, 2010.

Tax Rate per \$100 Assessed Valuation

	2009	2008	2007	2006	2005	2004
Debt Service	\$ 0.4468	\$ 0.3467	\$ 0.3025	\$ 0.3540	\$ 0.3000	\$ 0.3200
Maintenance	<u>0.3032</u>	<u>0.4033</u>	<u>0.4475</u>	<u>0.3960</u>	<u>0.4500</u>	<u>0.4300</u>
Total	<u>\$ 0.7500</u>	<u>\$ 0.7500</u>	<u>\$ 0.7500</u>	<u>\$ 0.7500</u>	<u>\$ 0.7500</u>	<u>\$ 0.7500</u>

Tax Rate Limitation

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

Maintenance Tax

The Board of Directors of the District has the statutory authority to levy and collect an annual ad valorem tax for planning, constructing, acquiring, maintaining, repairing or operating the District's improvements, if such maintenance tax is authorized by a vote of the District's electors. Such tax is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Outstanding Bonds and the Bonds, and any tax bonds which may be issued in the future. At an election held on December 21, 1985, 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 2009 maintenance and operations tax of \$0.3032/\$100 assessed valuation.

Principal Taxpayers - Table 12

The following list of principal taxpayers was provided by the District's Tax Assessor/Collector based on the 2008, 2007, and 2006 tax rolls of the District, which reflect ownership as of January 1, of each year shown.

Taxpayer	2009	2008	2007
Techridge Multi-Family	\$ 23,515,031	\$ 1,523,300	\$ 1,201,816
AMB/TR Four 2001 Ltd	12,666,386	14,807,793	13,609,517
Village @ Northtown Ltd	3,912,201	3,912,201	3,912,201
Applied Materials Inc.	3,477,476	(a)	(a)
Hanna/Magee LP #1	2,065,571	3,423,265	3,061,505
Techridge Spectrum BC LP	1,915,046	1,729,068	1,305,972
Continental Homes of Texas LP	1,507,875	2,610,977	5,181,052
KB Home Lone Star LP	1,500,210	(a)	(a)
AM Petroleum Inc.	1,307,758	(a)	(a)
Wills-Rogers, L.	769,773	812,767	801,699
16 A Partners Limited LC	(a)	1,307,845	1,307,845
Secretary of HUD	(a)	807,949	1,001,610
Chick Packaging of Texas Inc.	(a)	694,337	1,133,890
	<u>\$ 52,637,327</u>	<u>\$ 31,629,502</u>	<u>\$ 32,517,107</u>
% of Assessed Valuation	12.12%	8.26%	9.10%

(a) Not included in respective year.

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation from the 2009 Certified Assessed Valuation^(a) and the 2010 Preliminary Assessed Valuation and utilize tax rates adequate to service the District's projected total debt service requirements, including the Bonds. No available debt service funds are reflected in these computations. See "INVESTMENT CONSIDERATIONS - Impact on District Tax Rates."

Projected Average Annual Debt Service Requirements on the Bonds and the Outstanding Bonds.....	\$1,787,497
\$0.45 Tax Rate on the 2010 Certified Assessed Valuation of \$425,180,706 @ 95% collections produces	\$1,817,648
Projected Maximum Annual Debt Service Requirements on the Bonds and the Outstanding Bonds (2013).....	\$2,069,843
\$0.52 Tax Rate on the 2010 Certified Assessed Valuation of \$425,180,706 @ 95% collections produces	\$2,100,393

(a) Amount reflects the assessed valuation of the District as of January 1, 2009 as certified by the Travis Central Appraisal District ("TCAD") of \$425,180,706. See "TAXING PROCEDURES."

Debt Service Fund Management Index

Debt Service Requirements for year ending 12/31/10.....	\$ 2,023,355 (a)
Debt Service Fund Balance as of 09/30/09	755,409 (b)
2009 Debt Service Tax Levy @ 95% collections produces	<u>1,843,182 (c)</u>
Total Available for Debt Service.....	<u>\$ 2,598,591</u>

- (a) Interest requirements on the Bonds begin March 1, 2011.
- (b) Audited as of September 30, 2009.
- (c) The District levied a 2009 debt service tax rate of \$0.4468.

TAXING PROCEDURES

Authority to Levy Taxes

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

Property Tax Code and County-Wide Appraisal District

The Texas Property Tax Code (the "Property Tax Code") specifies the taxing procedures of all political subdivisions of the State, 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 Central Appraisal District (the "TCAD") has the responsibility for appraising property for all taxing units within Travis County, including the District.

Such appraised values whether certified or estimated are subject to review and change by the Travis Central 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 are subject to taxation by the District; however, no effort is expected to be made by the appraisal district to include on a tax roll tangible or intangible personal property not devoted to commercial or industrial use. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; income producing tangible personal property or mineral interest with a taxable value of less than \$1,500; certain property used for the control of air, water or land pollution; solar and wind powered energy devices; certain household goods, wares and merchandise in transit; certain farm products owned by the producer; certain property of charitable organizations, youth development organizations, religious organizations, and qualified schools; designated historical sites; and most individually owned automobiles. Property owned by a disabled veteran or a veteran who died while on active duty has been granted an exemption up to \$3,000 of assessed value. Partially exempt to between \$5,000 and \$12,000 of assessed value, depending upon the disability rating of the veteran, is property owned by a disabled veteran or spouse or certain children. Also exempt, if approved by the Board of Directors of the District or through a process of petition and referendum by the District's voters, are residential homesteads of persons sixty-five (65) years or older and of certain disabled persons of not less than \$3,000 of appraised value or more. 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 Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State to exempt up to twenty percent (20%) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The District has never adopted a general homestead exemption.

Tax Abatement: Travis County and the District may 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 the increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed, on the condition that the property owner make specified improvements or repairs to the property in conformity with a comprehensive plan. To date, the District has not executed any abatement agreements.

Goods-in-Transit: Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of “goods-in-transit.” “Goods-in-transit” is defined by a provision of the Tax Code, which is effective for tax years 2008 and thereafter, as personal property acquired or imported into Texas and transported to another location in the State or outside the State within 175 days of the date the property was acquired or imported into Texas. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory, including motor vehicle, vessel and out-board motor, heavy equipment and manufactured housing inventory. The Tax Code provisions permit local governmental entities, on a local option basis, to take official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax goods-in-transit during the following tax year. A taxpayer may receive only one of the freeport exemptions or the goods-in-transit exemptions for items of personal property. The District has elected to tax goods in transit.

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. In determining market value of property, different methods of appraisal may be used, including the cost method of appraisal, the income method of appraisal and market data comparison method of appraisal. The chief appraiser uses the method he or she considers the most appropriate. State law further limits the appraised value of a residence homestead for a tax year to an amount not to exceed the lesser of (1) the market value of the property or (2) the sum of (a) 10% of the appraised value of the property for the last year in which the property was appraised for taxation times the number of years since the property was last appraised, plus (b) the appraised value of the property for the last year in which the property was appraised plus (c) the market value of all new improvements to the property.

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property inventory held by a person in the trade or business be valued at the price 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 county-wide basis. The District, however, at its expense has the right to obtain from the Appraisal District a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the 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 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.

Rollback of Operation and Maintenance Tax Rate

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

District's Rights In The Event Of Tax Delinquencies

Taxes levied by the District are a personal obligation of the owner of the property 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 2008". A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

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

Effect of FIRREA on Tax Collections

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

LEGAL MATTERS

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 McCall, Parkhurst & Horton L.L.P. ("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 issuance of the Bonds, Bond Counsel has been engaged by, and only represents, 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.

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

No-Litigation Certificate

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

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.

VERIFICATION OF ESCROW SUFFICIENCY AND YIELDS

Grant Thornton, L.L.P., a firm of independent certified public accountants, 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 Financial Advisor relating to (a) the sufficiency of the anticipated receipts from the Escrowed Securities, together with the initial cash deposit, if any, to pay, when due, the principal and interest on the Refunded Bonds and (b) the "Yield" on the Escrowed Securities and on the Bonds. Such computations will be completed using certain assumptions and information provided by Southwest Securities on behalf of the District. Grant Thornton, L.L.P. has restricted its procedures to recalculating the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information on which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome.

The report will be relied upon by Bond Counsel in rendering its opinion with respect to the excludability from federal income taxation of interest on the Bonds and with respect to the defeasance of the Refunded Bonds.

TAX MATTERS

Opinion

On the date of initial delivery of the Bonds, McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986, as amended (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See "APPENDIX B -- Form of Bond Counsel Opinion."

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

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

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

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the financed or refinanced with the proceeds of the Bonds or the Refunded Bonds. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

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

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

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

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

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

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Bonds. This discussion is based on existing statutes, regulations, published rulings and court decisions accumulated, all of which are subject to change or modification, retroactively.

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

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

Interest on the Bonds will be includable as an adjustment for "adjusted current earnings" to calculate the alternative minimum tax imposed on corporations by section 55 of the Code.

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

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

State, Local and Foreign Taxes

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

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 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, except that such amount will be \$30,000,000 for taxable years beginning after December 31, 2008 and ending prior to January 1, 2011. 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 Issuer 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 Issuer 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 (\$30,000,000 for taxable years beginning after December 1, 2008 and ending prior to January 1, 2011), there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 (\$30,000,000 for taxable years beginning after December 31, 2008 and ending prior to January 1, 2011) 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 aforementioned dollar limitation and the Bonds would not be "qualified tax-exempt obligations."

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Order, the District has the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information to the Municipal Securities Rulemaking Board ("MSRB"). Information will be available free of charge by the MSRB via the Electronic Municipal Market Access ("EMMA") system at www.emma.msrb.org.

Annual Reports

The District will provide certain updated financial information and operating data to 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 under Tables 1 through 12 and in Appendix A. The District will update and provide this information within six months after the end of each fiscal year. The District will provide the updated information to the MSRB.

The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the "Rule"). The updated information will include audited financial statements, if it is completed by the required time. If audited financial statements are not available 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 District's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 of each year unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

Material Event Notices

The District will also provide timely notices of certain events to the MSRB. 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; (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."

Availability of Information from MSRB

The District has agreed to provide the foregoing information only to the MSRB. All documents provided by the District to the MSRB described above under "Annual Reports" and "Material Event Notices" will be in an electronic format and accompanied by identifying information as prescribed by the MSRB.

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

Limitations and Amendments

The District has agreed to update information and to provide notices of material events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although registered owners 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 (i) the provisions, as so amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering of the Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (ii) either (a) the holders of a majority in aggregate principal amount (or any greater amount required by any other provision of this Order that authorizes such an amendment) of the outstanding Bonds consent to such amendment or (b) a person that is unaffiliated with the District (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the Holders and beneficial owners of the Bonds. The District may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertakings

The District has previously made a continuing disclosure agreement in connection with the Outstanding Bonds and is in compliance with all material provisions of such continuing disclosure agreement.

FINANCIAL ADVISOR

The Official Statement was compiled and edited under the supervision of Southwest Securities (the "Financial Advisor"), which firm was employed in 1997 as Financial Advisor to the District. The fees paid the Financial Advisor for services rendered in connection with the issuance and sale of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered, and therefore such fees are contingent on the sale and delivery of the Bonds.

UNDERWRITING

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

OFFICIAL STATEMENT

Preparation

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

"THE DISTRICT" and "THE DEVELOPERS" – SRI, KPKM II, Len-Buf and SWWC; "THE SYSTEM" – District Engineer; "FINANCIAL STATEMENT - Unlimited Tax Bonds Authorized But Unissued" - Records of the District, "FINANCIAL STATEMENT" - Travis Central Appraisal District; "FINANCIAL STATEMENT - Estimated Overlapping Debt Statement" - Municipal Advisory Council of Texas and Financial Advisor; "TAX DATA" and "THE SYSTEM - Water and Wastewater Operations" - Records; "THE DISTRICT - Management of the District" - District Directors; "PROJECTED DEBT SERVICE REQUIREMENTS" - Financial Advisor; "THE BONDS," "TAXING PROCEDURES," "LEGAL MATTERS," "TAX MATTERS," and "CONTINUING DISCLOSURE OF INFORMATION" (except "Compliance with Prior Undertakings") - McCall, Parkhurst & Horton L.L.P.

Consultants

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 sections entitled "THE DISTRICT" and "THE SYSTEM," has been provided by Kimley-Horn & associates, Inc., 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, and principal taxpayers has been provided by Ms. Nelda Wells Spears in reliance upon her authority as an expert in the field of tax assessing and collecting.

Updating the Official Statement During Underwriting Period

If, subsequent to the date of the Official Statement to and including the date the Initial Purchaser is no longer required to provide an Official Statement to potential customers who request the same pursuant to Rule 15c2-12 of the federal Securities Exchange Act of 1934 (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 Initial Purchaser 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 Initial Purchaser a supplement to the Official Statement which corrects such representation to the reasonable satisfaction of the Initial Purchaser, unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds as described in the notice of sale accompanying this Official Statement. The obligation of the District to update or change the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser (the "end of the underwriting period" within the meaning of the Rule), unless the Initial Purchaser provides written notice 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 Initial Purchaser provides written notice to the District that less than all of the Bonds have been sold to ultimate customers, the Initial Purchaser 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. Except as set forth in "CONTINUING DISCLOSURE OF INFORMATION" herein, the District has no obligation to disclose any changes in the affairs of the District and other matters described in this Official Statement subsequent to the "end of the underwriting period" which shall end when the District delivers the Bonds to the Initial Purchaser at closing, unless extended by the Initial Purchaser. All information with respect to the resale of the Bonds subsequent to the "end of the underwriting period" is the responsibility of the Initial Purchaser.

Annual Audits

Under Texas Law, the District must keep its fiscal records in accordance with generally accepted accounting principles. It must also have its financial accounts and records audited by a certified or permitted public accountant within 120 days after the close of each fiscal year of the District, and must file each audit report with the Commission within 135 days after the close of the fiscal year once the District has issued bonds or has assets or receipts in excess of \$100,000. Prior to selling bonds or having assets over \$100,000, the District is allowed under State law to file a financial report in lieu of an audit. Copies of each audit report must also be filed in the office of the District. The District's fiscal records and audit reports are available for public inspection during regular business hours, and the District is required by law to provide a copy of the District's audit reports to any registered owner or other member of the public within a reasonable time on request, upon payment of charges prescribed by the Texas General Services Commission.

This Official Statement was approved by the Board of Directors of Northtown Municipal Utility District, as of the date shown on the first page hereof.

Robin Campbell
President, Board of Directors

Alex Martinez
Secretary, Board of Directors

PHOTOGRAPHS

The following photographs were taken in the District in February 2009. The homes shown in the photographs are representative of the type of construction presently located within the District, and these photographs are presented solely to illustrate such construction. The District makes no representation that any additional construction such as that as illustrated in the following photographs will occur in the District. See "THE DISTRICT."









APPENDIX A
Audited Financial Statement

The information contained in this appendix has been excerpted from the audited financial statements of Northtown Municipal Utility District for the fiscal year ended September 30, 2009. Certain information not considered to be relevant to this financing has been omitted; however, complete audit reports are available upon request.

APPENDIX B
Schedule of Accreted Values

APPENDIX C
Form of Bond Counsel Opinion