



Recommendation for Action

File #: 20-2704, **Agenda Item #:** 39.

10/1/2020

Posting Language

Conduct a public hearing and consider an ordinance approving the 2020 Amended and Restated Service and Assessment Plan for the Whisper Valley Public Improvement District (District), making a finding of special benefit to the property in Improvement Area #2 of the District, adopting the Improvement Area #2 assessment roll, levying assessments for property in Improvement Area #2, approving the second amendment to the Whisper Valley PID Financing Agreement approving and authorizing a Whisper Valley PID Acquisition and Reimbursement Agreement, and declaring an emergency.

Lead Department

Controller's Office

Fiscal Note

The special assessment levied on properties within Improvement Area #2 of the Whisper Valley Public Improvement District will be paid by owners of such property. No ad valorem taxes or other revenue of the City are used to satisfy the assessment obligations.

Prior Council Action:

June 18, 2009 - Council approved the Whisper Valley Development Agreement.

August 26, 2010- Council approved Ordinance No. 20100826-004 authorizing negotiation and execution of an amended and restated cost reimbursement agreement with Club Deal 120 Whisper Valley, LP for construction of a 48 and 24 inch water main; for the design of a wastewater treatment plant; approved Resolution No. 20100826-026 authorizing creation of a Public Improvement District for the Whisper Valley Area; approved Ordinance No. 20100826-024 annexing the Whisper Valley Annexation Area for limited purposes of planning and zoning; and approved Ordinance No. 20100826-025 adopting a regulatory plan for the Whisper Valley annexation area.

November 3, 2011- Council approved Ordinance No. 20111103-012 accepting and approving a Service and Assessment Plan and Assessment Roll; approved Ordinance No. 20111103-054 authorizing the issuance of City of Austin, Texas Special Assessment Revenue Bonds, Senior Series 2011, in an amount not to exceed \$16,500,000; and approved Ordinance No. 20111103-055 authorizing the issuance of City of Austin, Texas Special Assessment Revenue Bonds, Subordinate Series 2011, in an amount not to exceed \$18,800,000.

September 17, 2015- Council approved Ordinance No. 20150917-008 authorizing negotiation and execution of an amendment to the Water Cost Reimbursement Agreement.

August 23, 2018 - Council approved Ordinance No. 20180823-073 levying the Improvement Area #1 Assessments and approving the 2018 Service and Assessment Roll

February 7, 2019-Council ratified and confirmed Ordinance No. 20180823-073 pertaining to the 2018 Service and Assessment Plan and the Assessment Roll.

March 28, 2019-Council approved Ordinance No. 20190328-008 authorizing the issuance of Revenue Bonds in an estimated amount not to exceed \$4,500,000 and authorizing all related documents and fees.

August 8, 2019 - Council approved Resolution No. 20190808-021 adopting the 2019 Annual Service and Assessment Plan Update and apportionment of the assessments among subdivided assessed parcels within the District.

July 29, 2020 - Council approved Resolution No. 20200729-026 adopting the 2020 Annual Service and Assessment Plan Update and apportionment of the assessments among subdivided assessed parcels within

the District.

For More Information:

Diana Thomas, Controller, 512-974-1166; Kim Euresti, Deputy Controller, 512-974-2232

Additional Backup Information:

Whisper Valley is a mixed-use planned community located in the SH 130 corridor in the City of Austin’s Desired Development Zone. The Whisper Valley property (2,066 acres) was purchased by Taurus of Texas Holdings L.P. in June 2006 and is located east of SH 130. The site plan includes approximately 7,500 single and multi-family homes, and more than 2 million square feet of retail and office space. In addition, 700 acres of open space is to be dedicated to the City for use as trails and parkland.

The Public Improvement District (District) provides the financing mechanism through the apportionment, levying and collection of assessments to support the issuance of debt for the basic infrastructure for the planned community (water, wastewater, roads, and related infrastructure).

On November 3, 2011, Special Assessment Revenue Bonds, Subordinate Series, in the amount of \$15,500,000 and Senior Series in the amount of \$16,500,000, were sold to finance the infrastructure improvements that benefit the entire PID. On March 28, 2019, Council authorized the issuance of Special Assessment Revenue Bonds, Series 2019, in the amount of \$4,500,000 to finance infrastructure improvements for Improvement Area #1. Existing assessments will be used to make the debt service payments on the outstanding bonds, fund required reserves and cover costs of administering the District.

Improvement Area #2 assessments will be used to financing infrastructure improvements benefiting Improvement Area #2, and, if such bonds are issued to finance such improvements, to make the debt service payments on bonds, fund required reserves, and cover costs of administering the PID. All costs for such improvements will be paid either by the developer or by the Improvement Area #2 assessments.

Whisper Valley PID Bonds:

Original Issue Date	Series	Original Issue Amount	Amount Outstanding, 6/30/20
November 3, 2011	Senior Bonds, Series 2011	\$15,500,000	\$12,870,000
November 3, 2011	Subordinate Series, 2011	16,500,000	0 ⁽¹⁾
March 28, 2019	Series 2019	4,500,000	4,500,000

(1) The Subordinate Bond was paid off on December 1, 2016

Club Deal 120 Whisper Valley, Limited Partnership (Developer) is the developer of the District. In order to memorialize the rights and responsibilities of the City and the Developer related to the construction of public improvements to serve Improvement Area #2 of the District, which public improvements will be acquired by the City and for which the City will reimburse the Developer, the City and the Developer wish to enter into a Whisper Valley Public Improvement District Acquisition and Reimbursement Agreement in substantially the form attached as Exhibit C to the proposed Ordinance.

In order to memorialize the rights and responsibilities of the City and the Developer related to the development

of the District, the City and the Developer wish to enter into a Second Amendment to the PID Financing Agreement in substantially the form attached as Exhibit D to the proposed Ordinance.