

PRELIMINARY OFFICIAL STATEMENT DATED APRIL 28, 2020

NEW ISSUE -- BOOK-ENTRY-ONLY

Ratings: Fitch: "AAA"; S&P: "AAA"
(See "OTHER INFORMATION – Ratings")

In the opinion of Bond Counsel, under existing law interest on the Series 2020 Bonds is excludable from gross income for federal income tax purposes and the Series 2020 Bonds are not "specified private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.



\$383,420,000*
TEXAS WATER DEVELOPMENT BOARD
STATE REVOLVING FUND REVENUE BONDS,
NEW SERIES 2020

Interest Accrual: Date of Delivery (hereinafter defined)

Due: August 1, as shown on inside cover

The Texas Water Development Board (the "Board") is issuing the State Revolving Fund Revenue Bonds, New Series 2020 (the "Series 2020 Bonds") pursuant to a Master Resolution adopted on March 1, 2018 (the "Master Resolution"), and a Third Supplemental Resolution to the Master Resolution adopted by the Board on April 9, 2020 (the "Third Supplemental Resolution"). The Master Resolution and the Third Supplemental Resolution are collectively referred to herein as the "Resolution." See "INTRODUCTION." Defined terms used in this Official Statement shall have the meanings given in the Resolution. See "Appendix A – Related Definitions."

Interest on the Series 2020 Bonds will accrue from the Date of Delivery at the rates of interest shown on the inside cover page hereof. Interest will be initially payable on August 1, 2020, and semiannually on each February 1 and August 1 thereafter until maturity or prior redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Series 2020 Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity.

The Board initially will issue the Series 2020 Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry-only system described in "Appendix H - Description of Book-Entry-Only System and Global Clearance Procedures." Principal and interest of the Series 2020 Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in Appendix H). In the event the Series 2020 Bonds are not in the book-entry-only system, payment of principal of the Series 2020 Bonds will be made to the registered owners upon maturity or redemption prior to maturity only upon presentation and surrender of such Series 2020 Bonds at the Designated Payment/Transfer Office of The Bank of New York Mellon Trust Company, N.A., as initial Paying Agent/Registrar (the "Paying Agent/Registrar" or the "Agent"). As of the date hereof, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

The security for the Series 2020 Bonds consists of (i) all Pledged SRF Revenues; (ii) all Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account (except as described in "Appendix F – Summary of Master Resolution and Third Supplemental Resolution – Release of Political Subdivision Bonds"), all amounts in the CWSRF Revenue Account and the CWSRF Program Account pending disbursement thereof; (iii) all Political Subdivision Bonds and Government Obligations held in the DWSRF Portfolio Account (except as described in "Appendix F – Summary of Master Resolution and Third Supplemental Resolution – Release of Political Subdivision Bonds"), all amounts in the DWSRF Revenue Account and the DWSRF Program Account pending disbursement thereof; (iv) all amounts in the Operating Account pending disbursement thereof; (v) all amounts held in the Portfolio Redemption Account; and (vi) all of the proceeds of the foregoing, including, without limitation, investments thereof (collectively, the "Security for the SRF Bonds"). See "THE SERIES 2020 BONDS – Security." **The Series 2020 Bonds, the Outstanding SRF Bonds (as defined herein) and other obligations issued on a parity with the Series 2020 Bonds and the Outstanding SRF Bonds (collectively, the "SRF Bonds") pursuant to the Master Resolution shall be equally and ratably secured by and payable from a first lien on and pledge of the Security for the SRF Bonds.**

The proceeds from the sale of the Series 2020 Bonds will be used to provide funds (1) to the CWSRF and the DWSRF to finance the acquisition of Political Subdivision Bonds, and meet State Match requirements (see "INTRODUCTION" and "Appendix B – State Revolving Funds – Federal Overview") and (2) to pay the costs of issuance of the Series 2020 Bonds. The Series 2020 Bonds are subject to (i) optional redemption prior to their stated maturity, (ii) optional and mandatory redemption using Sale Proceeds and Prepayments and (iii) extraordinary mandatory redemption as described herein. See "THE SERIES 2020 BONDS – Redemption."

The Series 2020 Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15 and Subchapter I, Chapter 17, Texas Water Code, as amended, and Chapter 1371, Texas Government Code, as amended. The Series 2020 Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Series 2020 Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.

SEE INSIDE COVER PAGE HEREIN FOR STATED MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES,
INITIAL YIELDS, CUSIP NUMBERS, AND REDEMPTION PROVISIONS

The Series 2020 Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Board by Bracewell LLP, Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Winstead PC. It is expected that the Series 2020 Bonds will be delivered through the facilities of DTC on or about June 2, 2020 (the "Date of Delivery").

SIEBERT WILLIAMS SHANK & CO., LLC

BARCLAYS
LOOP CAPITAL MARKETS

HUNTINGTON CAPITAL MARKETS
RAYMOND JAMES

JEFFERIES
SAMCO CAPITAL MARKETS, INC.

* Preliminary, subject to change.

MATURITY SCHEDULE*

\$383,420,000*

**TEXAS WATER DEVELOPMENT BOARD
STATE REVOLVING FUND REVENUE BONDS, NEW SERIES 2020**

CUSIP Prefix: 882854⁽²⁾

<u>Maturity (August 1)</u> ⁽¹⁾	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Initial Yield (%)</u> ⁽³⁾	<u>CUSIP</u> ⁽²⁾ <u>Suffix</u>
2021	13,185,000			
2022	13,860,000			
2023	14,555,000			
2024	15,285,000			
2025	16,045,000			
2026	16,850,000			
2027	17,695,000			
2028	18,570,000			
2029	19,500,000			
2030	20,480,000			
2031	17,685,000			
2032	18,565,000			
2033	19,490,000			
2034	20,470,000			
2035	21,285,000			
2036	22,135,000			
2037	23,020,000			
2038	23,945,000			
2039	24,900,000			
2040	25,900,000			

(Interest accrues from Date of Delivery)

⁽¹⁾ The Series 2020 Bonds maturing on or after August 1, 20__ are subject to optional redemption at the option of the Board, in whole or in part, prior to their stated maturity on August 1, 20__, or any date thereafter, at a redemption price of par plus accrued interest thereon to the date of redemption. The Series 2020 Bonds are subject to optional and mandatory redemption using Sale Proceeds and Prepayments and extraordinary mandatory redemption as described herein. See “THE SERIES 2020 BONDS - Redemption.”

⁽²⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by S&P Global Market Intelligence on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the services provided by CUSIP. The Board, the Financial Advisor, and the Underwriters are not responsible for the selection or correctness of the CUSIP numbers set forth herein.

⁽³⁾ The initial yields are established by the Underwriters and are subject to change.

* Preliminary, subject to change.

TEXAS WATER DEVELOPMENT BOARD

Members

Peter M. Lake, Chairman
Kathleen Jackson, Member
Brooke T. Paup, Member

Term Expiration

February 1, 2021
February 1, 2023
February 1, 2025

STAFF MEMBERS

Jeff Walker	Executive Administrator
Amanda Lavin	Assistant Executive Administrator
Jessica Zuba	Deputy Executive Administrator
Rebecca Trevino	Chief Financial Officer
Georgia Sanchez	Director, Debt and Portfolio Management and Development Fund Manager
Joe Reynolds	Interim General Counsel

BOND COUNSEL

McCall, Parkhurst & Horton L.L.P.
Dallas, Texas

FINANCIAL ADVISOR

Hilltop Securities Inc.
Austin, Dallas and San Antonio, Texas

DISCLOSURE COUNSEL

Bracewell LLP
Houston, Texas

PAYING AGENT/REGISTRAR

The Bank of New York Mellon Trust Company, N.A.
Dallas, Texas

Questions regarding this Official Statement may be directed to Georgia Sanchez, Director, Debt and Portfolio Management and Development Fund Manager, Texas Water Development Board, 1700 North Congress Avenue, Austin, Texas 78701; Telephone: (512) 475-4584; Electronic Mail: georgia.sanchez@twdb.texas.gov.

For purposes of compliance with Rule 15c2-12 of the United States Securities and Exchange Commission, as amended and in effect on the date hereof (the “Rule”), this document constitutes an Official Statement of the Board with respect to the Series 2020 Bonds that has been “deemed final” by the Board as of its date except for the omission of no more than the information permitted by the Rule.

No dealer, broker, salesman or other person has been authorized by the Board or the Underwriters 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 Board or the Underwriters. This Official Statement does not constitute an offer to sell, or a solicitation of an offer to buy, Series 2020 Bonds in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale in such jurisdiction.

Certain information set forth herein has been obtained from the Board and other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation by the Underwriters. Any forward looking statements 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 Board or other matters described herein since the date hereof.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2020 BONDS, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE SERIES 2020 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

NEITHER THE BOARD, ITS FINANCIAL ADVISOR NOR THE UNDERWRITERS MAKE ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY (“DTC”) OR ITS BOOK-ENTRY-ONLY SYSTEM, AS SUCH INFORMATION HAS BEEN FURNISHED BY DTC. NEITHER THE BOARD NOR ITS FINANCIAL ADVISOR MAKE ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT UNDER THE CAPTION “OTHER INFORMATION – UNDERWRITING.”

THE UNDERWRITERS HAVE PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, THEIR RESPECTIVE RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (“SEC”) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SERIES 2020 BONDS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the Series 2020 Bonds has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon an exemption provided thereunder. The Series 2020 Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Series 2020 Bonds been registered or qualified under the securities laws of any other jurisdiction. The Board assumes no responsibility for registration or qualification for sale or other disposition of the Series 2020 Bonds under the securities laws of any jurisdiction in which the Series 2020 Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Series 2020 Bonds will not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

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Preliminary Official Statement

\$383,420,000*

TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND REVENUE BONDS, NEW SERIES 2020

INTRODUCTION

This Official Statement, including the cover page, maturity schedule and the appendices hereto, sets forth certain information describing the Texas Water Development Board (the “Board”), certain of the Board’s programs, including the State Water Pollution Control Revolving Fund, commonly referred to as the Clean Water State Revolving Fund (“CWSRF”) and the Safe Drinking Water State Revolving Fund, commonly referred to as the Drinking Water State Revolving Fund (“DWSRF”, and together with the CWSRF, the “State Revolving Funds” or the “SRFs”), and the proposed issuance by the Board of its State Revolving Fund Revenue Bonds, New Series 2020 (the “Series 2020 Bonds”). The Series 2020 Bonds are being issued pursuant to a Master Resolution adopted by the Board on March 1, 2018 (the “Master Resolution”), a Third Supplemental Resolution adopted by the Board on April 9, 2020 (the “Third Supplemental Resolution”), and the terms of a bond purchase agreement pertaining to the sale of the Series 2020 Bonds (the “Bond Purchase Agreement”). Pursuant to authority conferred by the Third Supplemental Resolution, an Authorized Representative is authorized to act on behalf of the Board in selling and delivering the Series 2020 Bonds through the execution of the Bond Purchase Agreement. The Master Resolution and the Third Supplemental Resolution are sometimes hereinafter collectively referred to as the “Resolution.” The Outstanding SRF Bonds, the Series 2020 Bonds and any SRF Bonds hereafter issued are equally and ratably secured by and payable from a first lien on and pledge of the Security for the SRF Bonds. Unless otherwise defined herein, capitalized terms used in this Official Statement shall have the meaning given to such terms in the Master Resolution. See “Appendix A – Related Definitions.”

Master Resolution

The Master Resolution establishes a comprehensive financing program to accommodate the issuance or incurrence of different types of obligations that are secured by and payable from a first lien on and pledge of the Security for the SRF Bonds on a parity with the lien thereon that secures issues of notes and bonds, including the Series 2020 Bonds, from time to time issued or incurred under the Master Resolution. The Series 2020 Bonds are the third series of SRF Bonds issued under the Master Resolution. The Outstanding SRF Bonds are the New Series 2018 Bonds, issued in the original aggregate principal amount of \$288,395,000, and the New Series 2019 Bonds, issued in the original aggregate principal amount of \$221,005,000. The Series 2020 Bonds, the Outstanding SRF Bonds and any SRF Bonds hereafter issued are equally and ratably secured by and payable from a first lien on and pledge of the Security for the SRF Bonds. See “INTRODUCTION – Cross-Collateralization of State Revolving Funds,” and “THE SERIES 2020 BONDS – Security.” The Master Resolution also provides for and authorizes the Board to enter into Credit Enhancement Agreements in connection with the issuance of the SRF Bonds secured by a lien on and pledge of the Security for the SRF Bonds. See “STATE REVOLVING FUNDS” herein for a description of the outstanding obligations heretofore issued by the Board in support of the SRF financing program. Also see “INTRODUCTION – Cross-Collateralization of State Revolving Funds” herein.

The Master Resolution establishes a comprehensive financing program pursuant to authority conferred by and in accordance with the provisions of the Constitution and laws of the State, particularly the SRF Act, the Bond Act and Chapter 1371, in order to: (i) provide funds, including state matching funds, to augment the CWSRF; (ii) provide funds, including state matching funds, to augment the DWSRF; (iii) fund any reserve or other fund established in connection with the issuance of SRF Bonds; (iv) refund and refinance outstanding obligations secured in whole or in part by a pledge of the Security for the SRF Bonds; (v) consolidate revenues and other assets of the CWSRF and the DWSRF to secure SRF Bonds and Subordinate Obligations under authority of state law to cross-collateralize any State Revolving Fund administered by the Board, including, without limitation, the CWSRF and the DWSRF; (vi) pay the cost of issuance of SRF Bonds; and (vii) provide funds for any other lawful purpose. See “INTRODUCTION – Cross-Collateralization of State Revolving Funds” and “PLAN OF FINANCE.” State matching funds provided to obtain federal capitalization grants for the CWSRF and the DWSRF are referred to herein as “State Match.”

Brief descriptions of the Board, the Depository Trust Company, New York, New York (“DTC”) and certain provisions of the Series 2020 Bonds, are included in this Official Statement. Descriptions of the Clean Water State

* Preliminary, subject to change.

Revolving Fund and Drinking Water State Revolving Fund are attached hereto as Appendix B. A description of the Board is attached hereto as Appendix C. A summary of the Political Subdivision Bonds (also referred to herein as “PSBs”) currently held in the CWSRF Portfolio Account and the DWSRF Portfolio Account is attached hereto as Appendix D. The form of the opinion of Bond Counsel is attached hereto as Appendix E. A summary of certain provisions of the Master Resolution and the Third Supplemental Resolution affecting the use and disposition of the Security for the SRF Bonds and certain other terms and procedures affecting the SRF Bonds, including the Series 2020 Bonds, is attached hereto as Appendix F. The Unaudited Financial Statements of the CWSRF and the DWSRF are attached hereto as Appendix G. A description of DTC and its Book-Entry-Only System is attached hereto as Appendix H. The descriptions, summaries and excerpts herein of the Master Resolution and Third Supplemental Resolution are qualified in their entirety by reference to such documents and are further qualified by reference to laws relating to or affecting generally the enforcement of creditors’ rights and principles of equity. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision.

Cross-Collateralization of State Revolving Funds

The State Revolving Funds are the principal means by which the Board carries out the directives of the SRF Act, the Federal Clean Water Act and the Federal Drinking Water Act. The Board uses the State Revolving Funds to provide financial assistance to Political Subdivisions through the Board’s acquisition of Political Subdivision Bonds. The Board’s acquisition of Political Subdivision Bonds is funded with proceeds of SRF Bonds and State General Obligation Match Bonds issued by the Board, federal capitalization grants under the Federal Clean Water Act and the Federal Drinking Water Act, and recycled cash balances and investment earnings on fund balances. Political Subdivisions use the proceeds of Political Subdivision Bonds for the purpose of planning, design, acquisition and construction of wastewater treatment works, including stormwater and nonpoint source pollution control projects (in the context of the CWSRF program) and planning, design, acquisition and construction of water system works, including the purchase of capacity and other systems (in the context of the DWSRF program), and other authorized purposes pursuant to the SRF Act, the Federal Clean Water Act and the Federal Drinking Water Act. See “STATE REVOLVING FUNDS.”

Pursuant to the Master Resolution, the Board utilizes a combined financing program to provide funds to the CWSRF and the DWSRF in an efficient manner through the issuance of SRF Bonds. The cross-collateralization of money and other assets of the CWSRF and the DWSRF pursuant to the Master Resolution provides common security for the payment of debt service on such SRF Bonds. Cross-collateralization is permitted by the SRF Act and federal law. Money and other assets of the DWSRF will be available to pay debt service on SRF Bonds issued to augment the CWSRF, to the extent money and other assets of the CWSRF are not sufficient to pay debt service on SRF Bonds issued to augment the CWSRF. Money and other assets of the CWSRF will be available to pay debt service on SRF Bonds issued to augment the DWSRF, to the extent money and other assets of the DWSRF are not sufficient to pay debt service on SRF Bonds issued to augment the DWSRF.

The CWSRF is in its 33rd year of operation. The DWSRF is in its 23rd year of operation. For the period from inception of the State Revolving Funds through the quarter ending November 30, 2019, the Board has utilized the State Revolving Funds to provide financial assistance to Political Subdivisions within the CWSRF Portfolio Account and the DWSRF Portfolio Account as follows:

	<u>CWSRF</u>	<u>DWSRF</u>	<u>Total</u>
Total Funding Commitments Since Inception	\$ 9,177,597,459	\$ 3,136,447,735	\$ 12,314,045,194
Currently Outstanding PSBs	\$ 2,594,221,000	\$ 1,374,470,000	\$ 3,968,691,000
Number of Political Subdivisions with PSBs Outstanding	181	191	372*

* When aggregated, the total number of unique entities with outstanding bonds is approximately 297.

See “Appendix B – Information Regarding The Clean Water State Revolving Fund And The Drinking Water State Revolving Fund” for a more detailed discussion of the CWSRF and the DWSRF. The Board can give no assurances that the terms of any committed Political Subdivision Bonds to be purchased in the future will not change or that such Political Subdivision Bonds will ever be purchased. Additionally, the Board can give no assurances that any applications for funding which have not been approved by the Board will, in fact, be approved and funded in the amounts indicated.

The Series 2020 Bonds

In the Third Supplemental Resolution, the Board authorized the issuance of the Series 2020 Bonds, in one or more series, in an aggregate principal amount not to exceed \$603,405,000. The Series 2020 Bonds are the third series of SRF Bonds issued under the terms of the Master Resolution. The Board has reserved the right in the Master Resolution to issue additional series of bonds, notes or other obligations or evidences of indebtedness on parity with the Series 2020 Bonds and the Outstanding SRF Bonds and to execute Credit Enhancement Agreements on parity with any Credit Enhancement Agreements relating to the Outstanding SRF Bonds. The Board currently has no present intention to enter into a Credit Enhancement Agreement in connection with the issuance of the Series 2020 Bonds. The Board has not entered into, and has no present intention of entering into, a Credit Enhancement Agreement in connection with the Outstanding SRF Bonds.

Texas Water Development Board

The Board is an agency of the State and was created by constitutional amendment in 1957. Its mission is to provide leadership, information, education, and support for planning, financial assistance, and outreach for the conservation and responsible development of water for Texas. The Board is responsible for long-range water planning in the State. The Board is primarily responsible for the State’s financial programs associated with the water industry, including the establishment of policy for the financial programs.

Through its financial assistance programs, including the CWSRF and the DWSRF, the Board provides financial assistance for eligible water-related facilities, including all components of water supply, wastewater (sewage) conveyance and treatment, flood control, municipal solid waste management and agricultural water conservation projects.

The Board is composed of three full-time members who are appointed by the Governor and confirmed by the Texas Senate. Members of the Board serve staggered six-year terms. In accordance with State law, the Board must appoint the Executive Administrator of the Board.

See “Appendix C – Information Regarding the Texas Water Development Board” for a more detailed discussion of the Board and its history, organizational structure, board members and key staff members, financial assistance programs, and legislative oversight.

COVID-19

A respiratory disease named “coronavirus disease 2019” (“COVID-19”) has recently spread to many parts of the world, including Texas and elsewhere in the United States. For more information on the spread of COVID-19 in the State, see Section 12 “Infectious Disease Outbreak COVID-19” of the Fourth Supplement to the State’s February 2020 Bond Appendix dated April 10, 2020 (the “State’s COVID-19 Disclosure”). The State’s COVID-19 Disclosure is hereby incorporated by reference, as well as any future filings regarding COVID-19 that the Comptroller makes with the MSRB through EMMA prior to the termination of the offering of the Series 2020 Bonds. The State’s COVID-19 Disclosure and any subsequently filed documents, if any, may be obtained by accessing EMMA at <https://emma.msrb.org/>, using the MSRB Quick Search function and entering the term “State of Texas Comptroller.”

Due to the recent and unprecedented nature of the spread of COVID-19, the duration and extent of the impact of COVID-19 on the Security for the SRF Bonds cannot be quantified at this time. No assurances can be given that Congress will continue to appropriate funds for Federal Capitalization Grants after Federal Fiscal Year 2020 or that any such grants will be deposited into either the CWSRF or the DWSRF. See “Appendix B – Availability of Federal Capitalization Grants.” The COVID-19 outbreak may have an adverse impact on Political Subdivisions’ ability to

collect taxes, rates, charges and assessments, and to pay debt service on Political Subdivision Bonds acquired by the Board and held within the DWSRF Portfolio Account and the CWSRF Portfolio Account. The Board continually monitors the DWSRF Portfolio Account and the CWSRF Portfolio Account for delinquent accounts. To date, there have been no payment defaults on the Political Subdivision Bonds currently on deposit in the DWSRF Portfolio Account or on deposit in the CWSRF Portfolio Account. See “Appendix B – Political Subdivision Bonds.” The Board continues to monitor the spread of COVID-19 and is working with local and State agencies to address the impact of COVID-19.

PLAN OF FINANCE

Purpose

The Series 2020 Bonds are being issued (i) to provide funds to the CWSRF and the DWSRF to finance the acquisition of Political Subdivision Bonds, and meet State Match requirements and (ii) to pay the costs of issuance of the Series 2020 Bonds. See “Sources and Uses” below.

Sources and Uses

The proceeds from the sale of the Series 2020 Bonds are estimated to be applied as set forth in the following table:

<u>Sources of Funds</u>	
Par Amount.....	\$
Net Original Issue Premium	_____
Total Sources	\$ =====
 <u>Uses of Funds</u>	
Deposit for acquisition of Political Subdivision Bonds to CWSRF Bond Proceeds Subaccount	\$
Deposit for acquisition of Political Subdivision Bonds to DWSRF Bond Proceeds Subaccount.....	
State Match funds for the CWSRF	
State Match funds for the DWSRF	
Underwriters’ Discount	
Costs of Issuance	
Total Uses	\$ =====

THE SERIES 2020 BONDS

General

The Series 2020 Bonds are special obligations of the Board and are issued pursuant to the Resolution and the laws of the State of Texas, including Subchapter J of Chapter 15 of the Texas Water Code, as amended (the “SRF Act”), Subchapter I of Chapter 17 of the Texas Water Code, as amended (the “Bond Act”), and Chapter 1371, Texas Government Code, as amended. The Series 2020 Bonds shall never constitute general obligations of the Board or the State within the meaning of any constitutional or statutory provision or limitation.

The Series 2020 Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiples thereof. Interest on the Series 2020 Bonds will accrue from the Date of Delivery at the respective rates shown on the inside cover page of this Official Statement, calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Series 2020 Bonds will be payable initially on August 1, 2020 and semiannually on each February 1 and August 1 thereafter (each an “Interest Payment Date”), until maturity or prior redemption. The Series 2020 Bonds will mature in the principal amounts and on the dates shown on the inside cover page of this Official Statement. The Series 2020 Bonds, when issued, will be registered in the name of Cede & Co., as nominee for DTC.

Payment

As long as the Series 2020 Bonds are held in the book-entry-only system, payment on the Series 2020 Bonds will be made directly to DTC or its nominee, Cede & Co., by The Bank of New York Mellon Trust Company, N.A. (the “Agent”) in accordance with arrangements among the Board, the Agent and DTC. See “Appendix H – Description of Book-Entry-Only System And Global Clearance Procedures.”

The principal and redemption price of the Series 2020 Bonds shall be payable, without exchange or collection charges, in lawful money of the United States of America, to the respective registered owners thereof upon presentation and surrender thereof at maturity or upon the date fixed for redemption prior to maturity at the office for payment of the Agent (the “Designated Payment/Transfer Office”). If the Series 2020 Bonds are not held in book-entry form, as described in “Appendix H - Description of Book-Entry-Only System And Global Clearance Procedures,” interest on the Series 2020 Bonds shall be payable by the Agent on each Interest Payment Date, in lawful money of the United States of America, by check or draft dated as of such Interest Payment Date, sent by United States mail, first-class postage prepaid, to the respective owners thereof, at the address of each such registered owner as it appears in the Register on the Record Date (hereinafter defined) preceding each such Interest Payment Date. Any accrued interest due upon the redemption of any Series 2020 Bond prior to maturity as provided in the Third Supplemental Resolution shall be payable to the registered owner thereof at the Designated Payment/Transfer Office, upon presentation and surrender thereof for redemption and payment at the Designated Payment/Transfer Office. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Agent is its Dallas, Texas office.

Security

The security for the Series 2020 Bonds consists of (i) all Pledged SRF Revenues; (ii) all Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account (except as described “Appendix F – Summary of Master Resolution and Third Supplemental Resolution – *Release of Political Subdivision Bonds*”), all amounts in the CWSRF Revenue Account and the CWSRF Program Account pending disbursement thereof; (iii) all Political Subdivision Bonds and Government Obligations held in the DWSRF Portfolio Account (except as described “Appendix F – Summary of Master Resolution and Third Supplemental Resolution – *Release of Political Subdivision Bonds*”), all amounts in the DWSRF Revenue Account and the DWSRF Program Account pending disbursement thereof; (iv) all amounts in the Operating Account pending disbursement thereof; (v) all amounts held in the Portfolio Redemption Account; and (vi) all of the proceeds of the foregoing, including, without limitation, investments thereof (collectively the “Security for the SRF Bonds”). The Series 2020 Bonds, the Outstanding SRF Bonds and any SRF Bonds hereafter issued are equally and ratably secured by and payable from a first lien on and pledge of the Security for the SRF Bonds. See “INTRODUCTION – Cross-Collateralization of State Revolving Funds.” The foregoing notwithstanding, the principal of and interest on SRF Bonds issued to provide State Match funds will be payable ONLY from Repayments which consist of interest (and not principal) and amounts received by the Board as income, profits or gain on investments.

Matters Relating to Redemption and Prepayment

Disposition of Sale Proceeds and Prepayments. The use and disposition of Sale Proceeds (including proceeds of the Outstanding SRF Bonds and the Series 2020 Bonds) and Prepayments (including proceeds of Prepayments of Political Subdivision Bonds relating to the Outstanding SRF Bonds and the Series 2020 Bonds) are governed by the Master Resolution and supplemental resolutions authorizing SRF Bonds (including the Series 2020 Bonds). See “Redemption – Optional Redemption Using Sale Proceeds and Prepayments and Mandatory Redemption Using Prepayments” below. Generally, Sale Proceeds and Prepayments must be (i) reinvested through the purchase of Political Subdivision Bonds or Government Obligations or (ii) used to redeem SRF Bonds (including the Series 2020 Bonds), subject to and in accordance with the Master Resolution and supplemental resolutions authorizing SRF Bonds (including the Third Supplemental Resolution adopted in connection with the sale of the Series 2020 Bonds).

Prior to the use of Sale Proceeds or Prepayments to redeem unrelated SRF Bonds, the Board must obtain an opinion of Bond Counsel as described below under “Redemption – Optional Redemption Using Sale Proceeds and Prepayments and Mandatory Redemption Using Prepayments.” The Master Resolution also provides that the Board may not take any action to generate Sale Proceeds unless such Sale Proceeds are applied to the optional redemption of SRF Bonds or reinvested in Political Subdivision Bonds or Government Obligations. In addition, the ability of a Political Subdivision to prepay its Political Subdivision Bonds prior to the stated maturity or scheduled mandatory

redemption date therefor (resulting in a Prepayment) is limited by the optional call features associated with such Political Subdivision Bonds.

Board Policy Regarding Prepayment Proceeds. Historically, and as a matter of Board policy, the Board has held Political Subdivision Bonds until their stated maturity or prior redemption by the issuing Political Subdivision (which has prevented the generation of Sale Proceeds) and the Board has used Prepayments for reinvestment in Political Subdivision Bonds or to redeem related obligations through the exercise of optional redemption rights. Since the inception of the revenue bond financing programs for the CWSRF and the DWSRF, no bonds issued by the Board have been redeemed as a result of mandatory redemption caused by the receipt of Prepayments.

Redemption

Optional Redemption. The Series 2020 Bonds maturing on and after August 1, 20__, will be subject to redemption prior to their stated maturities, at the option of the Board from available funds, in whole or in part on August 1, 20__ or any day thereafter at a redemption price of par plus accrued interest to the date fixed for redemption. The maturity dates of the Series 2020 Bonds called for optional redemption prior to maturity shall be determined by the Board. See “Partial Redemption” for an explanation of the selection of Series 2020 Bonds in the event of partial redemption.

Subject to certain conditions, available funds may include Sale Proceeds or Prepayments derived from Political Subdivision Bonds and Government Obligations related to any series of Bonds or General Obligation Match Bonds as well as Sale Proceeds or Prepayments derived from Political Subdivision Bonds and Government Obligations related to the Series 2020 Bonds. See “Appendix A – Related Definitions – *Sale Proceeds.*”

Optional Redemption Using Sale Proceeds and Prepayments and Mandatory Redemption Using Prepayments. The Master Resolution provides for the use and disposition of Sale Proceeds and Prepayments in the following manner, to the extent such amounts are not reinvested in Political Subdivision Bonds or Government Obligations:

- Sale Proceeds or Prepayments may be applied to the redemption of SRF Bonds (including the Series 2020 Bonds) on or after the earliest practical redemption date to the extent that such SRF Bonds are subject to optional redemption without premium within ninety (90) days of receipt by the Board of such Sale Proceeds or Prepayments.
- The Series 2020 Bonds may be subject to mandatory redemption prior to maturity to the extent there are moneys in the Portfolio Redemption Account as a result of Prepayments not having been applied either (i) to the optional redemption of SRF Bonds (including the Series 2020 Bonds) in accordance with the preceding paragraph or (ii) within one hundred and eighty (180) days of receipt thereof to purchase Political Subdivision Bonds or Government Obligations. The Board may not generate or create Sale Proceeds unless such Sale Proceeds are reinvested or applied to the optional redemption of SRF Bonds (including the Series 2020 Bonds). Therefore, Sale Proceeds shall not be used to mandatorily redeem SRF Bonds (including the Series 2020 Bonds). Such mandatory redemption of Series 2020 Bonds may be in whole or in part on any Business Day and at a redemption price equal to the principal amount of the Series 2020 Bonds to be redeemed plus accrued interest thereon to the redemption date.

Prior to the redemption of any SRF Bond using Prepayments derived from (i) Political Subdivision Bonds or Government Obligations related to a series or installment of SRF Bonds issued as tax-exempt obligations, other than the series or installment of SRF Bonds then being redeemed or (ii) Political Subdivision Bonds or Government Obligations related to General Obligation Match Bonds issued as tax-exempt obligations (collectively, “Unrelated SRF Prepayments”), the Board must obtain an opinion of Bond Counsel to the effect that such Unrelated SRF Prepayments may be used to redeem such SRF Bonds without adversely affecting the excludability from gross income of interest payable on the outstanding SRF Bonds and General Obligation Match Bonds to the extent such obligations were issued on a tax-exempt basis. See “Matters Relating to Redemption and Prepayment” above for information concerning certain redemption considerations that are expected to reduce the likelihood that the Series 2020 Bonds will be subject to mandatory redemption from Prepayments.

Extraordinary Mandatory Redemption of Series 2020 Bonds. Section 149(f) of the Internal Revenue Code of 1986 (the “Code”) imposes certain requirements on bonds issued by state and local governments for pooled financing programs, such as the Series 2020 Bonds, in order for the interest to be and remain exempt from federal income taxation. One such requirement mandates the redemption of bonds in circumstances in which the bond proceeds are not used to originate Political Subdivision Bonds within certain prescribed periods. In particular, section 149(f) of the Code requires the following: the issuer (i) must reasonably expect that, within the one-year period beginning on the date of issue, at least 30 percent of the net proceeds of the issue will be used directly or indirectly to make Political Subdivision Bonds (the “One-Year Computation Period”); and (ii) must redeem outstanding bonds within 90 days after the end of such one-year period to the extent of, and in an amount equal to the unused proceeds, *i.e.*, the difference between the amount actually used and an amount equal to 30 percent of the net proceeds of the issue; and the issuer (i) must reasonably expect that within the three-year period beginning on the date of issue, at least 95 percent of the net proceeds of the issue will be used directly or indirectly to originate Political Subdivision Bonds (the “Three-Year Computation Period”); and (ii) must redeem outstanding bonds within 90 days after the end of such three-year period to the extent of, and in an amount equal to the unused proceeds, *i.e.*, the difference between the amount actually used and an amount equal to 95 percent of the net proceeds of the issue.

At the date of issuance of the Series 2020 Bonds, a portion of the Series 2020 Bond proceeds will be held by the Board and applied from time to time after the issuance of the Series 2020 Bonds to originate Political Subdivision Bonds for CWSRF or DWSRF financial assistance projects, or to reimburse the Board for Political Subdivision Bonds heretofore acquired to fund CWSRF financial assistance projects. See “PLAN OF FINANCE - Sources and Uses of Funds.” The Board reasonably expects to expend more than 30 percent and 95 percent of such proceeds, during the one-year and three-year periods, respectively. To comply with the foregoing requirement in the event these expectations are not achieved by the Board, the Series 2020 Bonds are subject to extraordinary mandatory redemption at the end of the one-year and three-year periods as required by section 149(f) of the Code. To the extent proceeds of the Series 2020 Bonds are held by the Board to originate Political Subdivision Bonds and are not expended within such one-year or three-year periods, any such unexpended proceeds will be used to redeem the Series 2020 Bonds as further described below. In accordance with section 149(f)(7) of the Code, only the portion of the proceeds of the Series 2020 Bonds that is reasonably expected, as of the issue date of the Series 2020 Bonds, to be used to originate Political Subdivision Bonds to Political Subdivisions is subject to the redemption requirements set forth in section 149(f) of the Code.

As described in the following table, proceeds of the Outstanding SRF Bonds have been used to make loans in accordance with the periods described in section 149(f) of the Code.

SRF Bond Issue¹	Par Amount	Delivery Date	Attainment of 1 year/30% Requirement	Attainment of 3 year/95% Requirement
SRF Revenue Bonds, New Series 2018	\$ 288,395,000	4/26/2018	5/29/2018	12/20/2018
SRF Revenue Bonds, New Series 2019	\$ 221,005,000	4/24/2019	8/2/2019	10/22/2019

⁽¹⁾ SRF represents State Revolving Fund Revenue Bonds.

The Series 2020 Bonds maturing on and after August 1, ____, are subject to extraordinary mandatory redemption prior to their scheduled maturities on _____, 2021 (the “One-Year Extraordinary Mandatory Redemption”), in an amount equal to the Computation Amount (as hereinafter defined) applicable to the One-Year Computation Period for the Series 2020 Bonds, plus accrued interest to the date of such extraordinary redemption at the redemption prices set forth below (approximately ____% of the accreted value or amortized issue price for each maturity of the Series 2020 Bonds), expressed as percentages of the principal amount of each maturity of the Series 2020 Bonds so redeemed. The Series 2020 Bonds maturing on and after August 1, ____, are subject to extraordinary mandatory redemption prior to their scheduled maturities on, _____, 2023 (the “Three-Year Extraordinary Mandatory Redemption”), in an amount equal to the Computation Amount applicable to the Three-Year Computation Period for the Series 2020 Bonds, plus accrued interest to the date of such extraordinary redemption at the redemption prices set forth below (approximately ____% of the accreted value or amortized issue price for each maturity of the Series 2020 Bonds), expressed as percentages of the principal amount of each maturity of the Series 2020 Bonds so redeemed.

Extraordinary Mandatory Redemption Price (%)

	<u>On</u> _____,	<u>On</u> _____,	
<u>Maturity (August 1)</u>	<u>2021</u>	<u>2023</u>	<u>CUSIP Prefix 882854</u>
			<u>CUSIP Suffix</u>

The Third Supplemental Resolution defines “Computation Amount” as surplus proceeds (rounded to the next higher \$5,000 denomination) equal to the remainder of (A) thirty percent (30%) of the Net Proceeds less proceeds of the Series 2020 Bonds directly or indirectly used to make loans or grants to Political Subdivisions as of the last day of the One-Year Computation Period (but not less than zero) or (B) ninety-five percent (95%) of the Net Proceeds less the proceeds of the Series 2020 Bonds directly or indirectly used to make loans or grants to Political Subdivisions as of the last day of the Three-Year Computation Period (but not less than zero). “Net Proceeds” is defined in the Third Supplemental Resolution to mean the amounts received from the sale of the Series 2020 Bonds less proceeds used to pay costs of issuance, including any underwriters’ compensation, proceeds used to pay interest on the Series 2020 Bonds during all or any portion of the One-Year Computation Period, or the Three-Year Computation Period, as the case may be, and proceeds deposited to a reasonably required reserve or replacement fund. The Board did not create, and has no present intention to create, a reserve fund for the Series 2020 Bonds, but does have the ability to create such a reserve fund in the future.

Following the earlier of (i) the 90th day after the Three-Year Computation Period for the Series 2020 Bonds and (ii) the date on which 95 percent of the proceeds of the Series 2020 Bonds have been used to originate Political Subdivision Bonds, if such date occurs prior to the end of the Three-Year Computation Period for the Series 2020 Bonds, the Series 2020 Bonds shall no longer be subject to extraordinary redemption.

The foregoing notwithstanding, the Series 2020 Bonds are not subject to such extraordinary mandatory redemption if the Board obtains an opinion of nationally recognized bond counsel to the effect that, if the Board does not cause the extraordinary mandatory redemption to occur, it will not adversely affect the excludability of interest on such Series 2020 Bonds from gross income for federal income tax purposes.

For purposes of the One-Year Extraordinary Mandatory Redemption and the Three-Year Extraordinary Mandatory Redemption, as the case may be, the Series 2020 Bonds that are subject to such redemption will be selected on a “Pro Rata Basis” (defined below); provided, that if any amount required to be redeemed remains after such selection, such remaining amount will be applied to the redemption of \$5,000 principal amount of each maturity of the Series 2020 Bonds in inverse order of maturity. The term “Pro Rata Basis” means that the principal amount of a particular maturity to be redeemed will be determined by multiplying the Computation Amount by the ratio which the principal amount of Series 2020 Bonds of such maturity then outstanding bears to the aggregate principal amount of Series 2020 Bonds then outstanding and subject to redemption.

Notice of Redemption. The Agent will mail a notice of redemption by United States mail, first-class postage prepaid, to the registered owners of all Series 2020 Bonds to be redeemed, at the address shown on the Register. Notice shall be given not less than 30 calendar days nor more than 60 calendar days prior to the redemption date. Each notice of redemption of the Series 2020 Bonds will identify the Series 2020 Bonds or portions thereof to be redeemed and will state, among other things, the redemption price, the redemption date, the place or places where the redemption price is payable and that on the redemption date such Series 2020 Bonds (or portions thereof) called for redemption will cease to bear interest (provided funds for the redemption of such Series 2020 Bonds are on deposit at the place of payment). Any notice of redemption may provide that such notice is given subject to the occurrence of certain conditions precedent, including the deposit with the Agent of money sufficient for the payment of the redemption price of the Series 2020 Bonds called for redemption. The failure of a Holder to receive notice by mailing or any

defect in that notice regarding any Series 2020 Bond will not affect the validity of the proceedings for the redemption of the Series 2020 Bonds.

The Agent shall also send notice of any redemption by United States mail, first-class postage prepaid, to DTC at the same time that it sends notice of redemption to Holders. So long as all Series 2020 Bonds are held under a book-entry system by DTC, notice of redemption shall be sent by the Agent only to DTC or its nominee. Selection of book-entry interests in the Series 2020 Bonds called for redemption, and notice of redemption to the owners of Series 2020 Bonds called for redemption, is the responsibility of DTC (or any successor securities depository) pursuant to its rules and procedures, and of its participants and indirect participants. Any failure of DTC (or any successor securities depository) to advise any participant, or of any participant or any indirect participant to notify the owner of a book-entry interest, of any such notice and its content or effect shall not affect the validity of any proceedings for the redemption of any Series 2020 Bonds.

Partial Redemption

If less than all of the Series 2020 Bonds within a maturity are called for redemption, the Series 2020 Bonds selected for redemption within such maturity shall be chosen by lot by the Agent (provided that a portion thereof may be redeemed only in an integral multiple of \$5,000 principal amount). During any period in which ownership of the Series 2020 Bonds is determined only by a book-entry at a securities depository for the Series 2020 Bonds, if less than all of the Series 2020 Bonds within a maturity are called for redemption, the particular Series 2020 Bonds selected for redemption within such maturity shall be selected in accordance with the arrangements between the Board, the Agent and DTC. See “Appendix H – Description Of Book-Entry-Only System And Global Clearance Procedures.”

Registration, Transfer and Exchange

The Bank of New York Mellon Trust Company, N.A. has been appointed to serve as initial Agent for the Series 2020 Bonds. In the Third Supplemental Resolution, the Board retains the right to replace the Agent. If the Board replaces the Agent, such Agent shall, promptly upon the appointment of a successor, deliver the Agent’s records to the successor Agent, and the successor Agent shall act in the same capacity as the previous Agent. Any successor Agent selected by the Board shall be a commercial bank or a trust company duly organized under the laws of the United States of America or any state or territory thereof, having a combined capital stock, surplus and undivided profits of at least \$50,000,000, having trust powers and authorized by law to perform all the duties imposed upon it by the Third Supplemental Resolution.

In the event the Book-Entry-Only System is discontinued, printed certificates will be delivered to the owners of the Series 2020 Bonds and thereafter the Series 2020 Bonds may be transferred, registered and assigned on the registration books only upon presentation and surrender of such printed certificates to the Agent, and such registration and transfer shall 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 registration and transfer. A Series 2020 Bond may be assigned by the execution of an assignment form on the Series 2020 Bonds or by other instrument of transfer and assignment acceptable to the Agent. A new Series 2020 Bond, or new Series 2020 Bonds, will be delivered by the Agent in lieu of the Series 2020 Bond being transferred or exchanged at the designated office of the Agent. New Series 2020 Bonds registered and delivered in an exchange or transfer shall be in authorized denominations and for a like kind and aggregate principal amount as the Series 2020 Bond or Series 2020 Bonds surrendered for exchange or transfer. See “Appendix H – Description Of Book-Entry-Only System And Global Clearance Procedures” herein for a description of the system to be utilized initially in regard to the ownership and transferability of the Series 2020 Bonds.

The record date (“Record Date”) for the interest payable on any interest payment date for the Series 2020 Bonds means the close of business on the fifteenth day of the month next preceding such interest payment date.

Neither the Board nor the Agent shall be required to issue, transfer, or exchange any Series 2020 Bond, or any portion thereof called for redemption prior to maturity prior to its redemption date, provided, however, such limitation on transferability shall not be applicable to an exchange by the owner of the uncalled balance of a Series 2020 Bond.

If any Series 2020 Bond is mutilated, destroyed, stolen or lost, a new Series 2020 Bond in the same principal amount as the Series 2020 Bond so mutilated, destroyed, stolen or lost will be issued. In the case of a mutilated Series 2020 Bond, such new Series 2020 Bond will be delivered only upon surrender and cancellation of such mutilated Series 2020 Bond. In the case of any Series 2020 Bond issued in lieu of and in substitution for a Series 2020 Bond which has been destroyed, stolen or lost, such new Series 2020 Bond will be delivered only (a) upon filing with the Board and the Agent of satisfactory evidence to the effect that such Series 2020 Bond has been destroyed, stolen or lost and proof of the ownership thereof, and (b) upon furnishing the Board and the Agent with indemnity satisfactory to them. The person requesting the authentication and delivery of a new Series 2020 Bond must pay such expenses as the Agent may incur in connection therewith.

Limitation on Remedies

The enforceability of the rights and remedies of the owners of the Series 2020 Bonds (either against the Board or against the Political Subdivisions as issuers of, or obligors under, their Political Subdivision Bonds), and the obligations incurred by (a) the Board in issuing the Series 2020 Bonds and (b) the Political Subdivisions in issuing or entering into their Political Subdivision Bonds, are subject to the following: the federal Bankruptcy Code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors' rights generally, now or hereafter in effect; usual equity principles which may limit the specific enforcement under state law of certain remedies; the exercise by the United States of America of the powers delegated to it by the United States Constitution; and the reasonable and necessary exercise, in certain unusual situations, of the police power inherent in the State and its governmental subdivisions in the interest of serving a legitimate and significant public purpose. Bankruptcy proceedings, or the exercise of powers by the federal or state government, if initiated, could subject the Beneficial Owners of the Series 2020 Bonds to judicial discretion and interpretation of their rights in bankruptcy and otherwise, and consequently may involve risks of delay, limitation or modification of their rights. Under current law, the owner of a Series 2020 Bond will be limited to the filing of a mandamus proceeding in any court of competent jurisdiction to enforce the covenants and obligations of the Master Resolution or the Third Supplemental Resolution. There is no acceleration of maturity of the Series 2020 Bonds in the event of default and, therefore, the remedy of mandamus may need to be relied on from year to year. (See APPENDIX F - Summary of Master Resolution and Third Supplemental Resolution - Events of Default and Remedies.)

Defeasance

The Board has agreed not to use any Defeasance Obligations in connection with the future defeasance of Series 2020 Bonds other than those authorized by current State law. Those Defeasance Obligations eligible under current State law to defease obligations such as the Series 2020 Bonds are (1) direct noncallable obligations of the United States, including obligations that are unconditionally guaranteed by the United States, (2) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of their acquisition or purchase by the Board, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (3) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date of their acquisition or purchase by the Board, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. See "Appendix A- Related Definitions- MASTER RESOLUTION".

STATE REVOLVING FUNDS

The Board provides financial assistance to Political Subdivisions by purchasing Political Subdivision Bonds issued for the purpose of planning, design, acquisition, and construction of wastewater treatment works, including stormwater and nonpoint source pollution control projects (in the context of the CWSRF program) and planning, design, acquisition, and construction of water system works, including the purchase of capacity and other systems (in the context of the DWSRF program), and other authorized purposes pursuant to the SRF Act, the Federal Clean Water Act and the Federal Drinking Water Act. The State has provided funding to establish the CWSRF and the DWSRF through the appropriation of State general revenues, the issuance of several series of the State's general obligation bonds, the issuance of the Outstanding SRF Bonds pursuant to the Master Resolution, and the forthcoming issuance of the Series 2020 Bonds which are secured by a first lien on and pledge of the Security for the SRF Bonds on a parity with the Outstanding SRF Bonds. The State Revolving Funds are the principal means by which the Board carries out the directives of the Federal Clean Water Act and the Federal Drinking Water Act.

Pursuant to the Trust Agreement, the CWSRF and the DWSRF, including all respective accounts and subaccounts thereof and all money and investments therein, are kept and held by the Comptroller outside the State Treasury, separate and apart from all other funds and accounts of the Comptroller, in escrow and in trust for and on behalf of the Board. The Comptroller, as custodian of the CWSRF and the DWSRF, is authorized to administer the CWSRF and the DWSRF solely and strictly as provided by the SRF Act, the Master Resolution, the Trust Agreement and the resolutions or other instruments adopted by the Board pursuant to which SRF Bonds or Subordinate Obligations are issued or pursuant to which a Credit Enhancement Agreement or a Subordinated Credit Agreement is provided. Legal title to money and investments in the CWSRF and the DWSRF is held by the Board unless or until paid from the CWSRF and the DWSRF. The Trust Agreement shall continue in effect month to month unless terminated by either the Board or the Texas Treasury Safekeeping Trust Company, acting on behalf of the Comptroller, upon thirty (30) days prior written notice with or without cause in the manner set forth in the Trust Agreement.

Cash held as a part of the accounts and subaccounts within the SRFs will be invested and reinvested in Permitted Investments, as instructed by an Authorized Representative, in such a manner to ensure that money required to be expended from any account or subaccount of the SRFs, as the case may be, will be available at the proper time.

See “Appendix F - Summary Of Master Resolution And Third Supplemental Resolution” for a more complete description of matters affecting the investment of funds by the Board.

The following table describes the projected sources of revenues available to pay debt service, projected annual cash flow coverages, and a current and projected debt service schedule that pertains to the Outstanding SRF Bonds, the Series 2020 Bonds and the existing General Obligation Match Bonds (“GO State Match Bonds”). Table 1 below has been prepared by the Board as a forecast of the future operation of the State Revolving Fund and no assurances can be given that actual revenues will meet projections. In addition, no assurances can be given that future revenues for any fiscal year will continue to be received by the Board in amounts comparable to prior periods as set forth in the certificate regarding Designated Pledged SRF Revenues which is a condition to the issuance of the Series 2020 Bonds or additional SRF Bonds. See “Appendix F – Summary Of Master Resolution And Third Supplemental Resolution.” Future revenues may differ from historical revenues for a number of reasons including, but not limited to: (a) defaults by Political Subdivisions; (b) inability to reinvest the proceeds of maturing investments at a rate to provide sufficient revenues; (c) Prepayments by Political Subdivisions; and (d) increases in the interest rates on any variable rate obligations issued by the Board. See “Appendix B - Information Regarding The Clean Water State Revolving Fund And Drinking Water State Revolving Fund” for a more detailed discussion of the CWSRF and the DWSRF.

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PROJECTED CASH FLOW COVERAGE UNDER THE MASTER RESOLUTION * (TABLE 1)
As of February 29, 2020

Master Resolution SRF Program*

SRF PSB Revenue ¹	New SRF PSB Revenue ²	SRF Bond Debt Service ³	New SRF Bond Debt Service ⁴	SRF Debt DSC ⁵	Excess Revenues Available for GO State Match Debt Service ⁶	GO State Match Debt Service ⁷	Total SRF Bond & GO State Match DSC ⁸	Annual Excess Revenue ⁹
\$ 79,893,786 ¹⁰	\$ -	\$ 32,543,250	\$ 2,876,979	2.26	\$ 61,353,112 ¹⁰	\$ 27,370,551	1.27	\$ 33,982,561
233,963,858	3,331,274	44,700,900	30,739,450	3.15	161,854,783	30,845,566	2.23	131,009,217
238,953,151	9,276,781	44,703,150	30,755,200	3.29	172,771,582	29,965,333	2.35	142,806,249
232,378,276	10,966,781	44,687,900	30,757,200	3.23	167,899,956	24,441,111	2.44	143,458,846
231,510,453	11,301,781	44,688,400	30,759,450	3.22	167,364,384	23,348,650	2.46	144,015,734
230,624,314	11,981,781	44,701,150	30,755,200	3.22	167,149,744	20,517,380	2.53	146,632,364
229,954,249	14,341,781	44,702,650	30,757,950	3.24	168,835,430	19,365,539	2.58	149,469,891
228,309,544	18,006,781	44,695,400	30,760,450	3.26	170,860,475	15,896,399	2.70	154,964,075
224,688,805	18,006,781	44,696,650	30,750,700	3.22	167,248,235	12,072,345	2.77	155,175,891
220,248,037	18,006,064	39,997,650	30,752,200	3.37	167,504,251	12,072,369	2.88	155,431,882
236,753,883	18,008,913	34,444,900	30,757,200	3.91	189,560,695	11,076,613	3.34	178,484,082
228,197,973	18,014,685	34,449,150	26,938,200	4.01	184,825,308	7,215,580	3.59	177,609,728
232,851,592	18,024,315	34,453,150	26,933,950	4.09	189,488,807	3,941,383	3.84	185,547,424
234,173,621	18,027,476	34,449,150	26,930,700	4.11	190,821,247	2,370,064	3.96	188,451,183
179,061,926	18,008,936	34,444,650	26,936,200	3.21	135,690,013	1,557,696	3.13	134,132,317
166,589,025	17,995,738	34,451,650	26,932,400	3.01	123,200,713	-	3.01	123,200,713
155,165,601	17,979,135	34,455,550	26,931,000	2.82	111,758,185	-	2.82	111,758,185
147,647,240	17,947,706	34,444,250	26,930,600	2.70	104,220,095	-	2.70	104,220,095
140,690,676	17,916,182	34,448,000	26,934,800	2.58	97,224,058	-	2.58	97,224,058
127,809,500	17,887,237	14,280,000	26,932,000	3.54	104,484,737	-	3.54	104,484,737
115,517,878	17,856,434	-	26,936,000	4.95	106,438,312	-	4.95	106,438,312
105,122,219	17,818,713	-	-	-	122,940,932	-	-	122,940,932
95,346,871	17,780,415	-	-	-	113,127,287	-	-	113,127,287
88,750,190	17,736,759	-	-	-	106,486,949	-	-	106,486,949
75,771,527	17,697,638	-	-	-	93,469,165	-	-	93,469,165
66,825,591	17,652,984	-	-	-	84,478,574	-	-	84,478,574
53,608,653	17,614,138	-	-	-	71,222,791	-	-	71,222,791
42,663,145	17,567,761	-	-	-	60,230,905	-	-	60,230,905
34,454,031	17,524,060	-	-	-	51,978,092	-	-	51,978,092
22,287,582	17,477,993	-	-	-	39,765,575	-	-	39,765,575
7,261,097	17,429,542	-	-	-	24,690,638	-	-	24,690,638
2,466,242	4,788,662	-	-	-	7,254,903	-	-	7,254,903
\$ 4,709,540,536	\$ 493,975,219	\$ 754,437,550	\$ 579,757,829		\$ 3,886,199,932	\$ 242,056,579		\$ 3,644,143,352

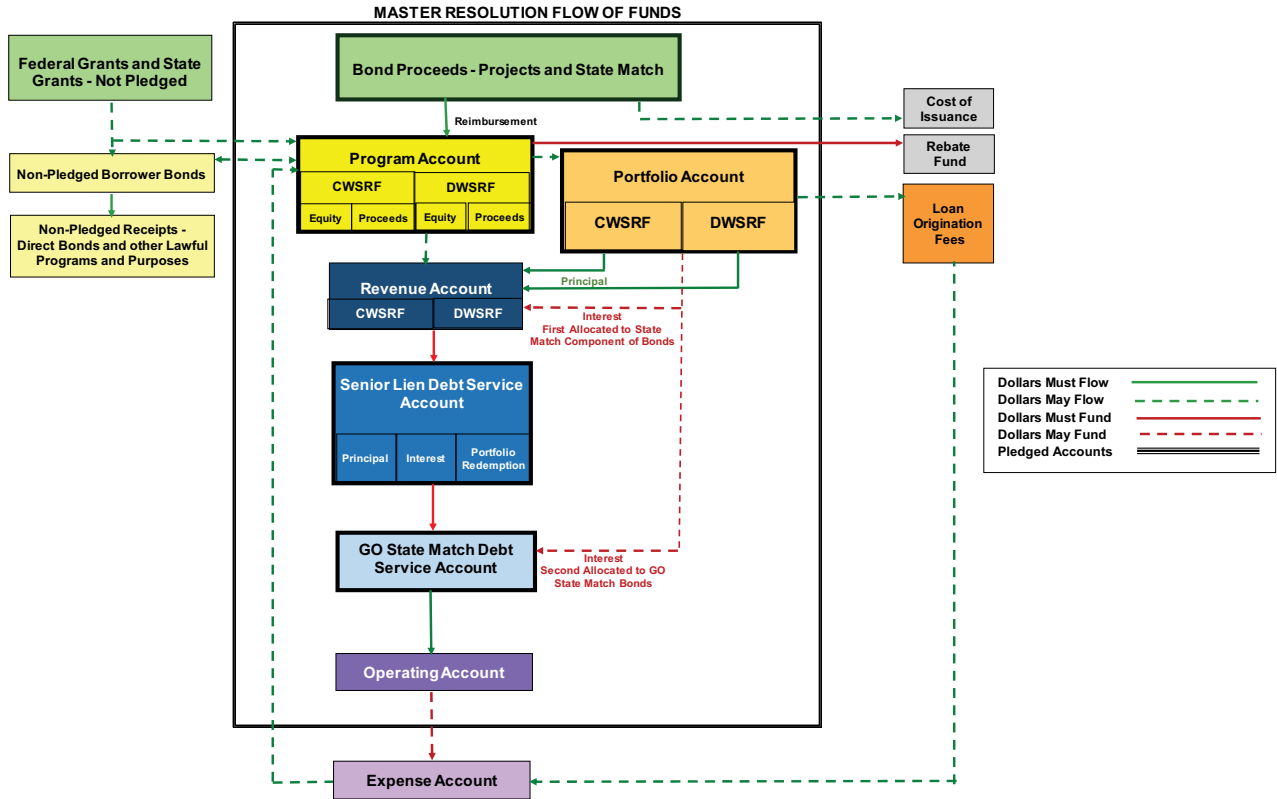
* Preliminary; subject to change.

- (1) Represents pledged Political Subdivision Bond (PSB) revenue received from July 1st through June 30th.
- (2) Projected PSB revenue to be received from PSBs funded from the Series 2020 Bonds.
- (3) Debt service on Outstanding SRF Bonds.
- (4) Projected debt service on \$383 million of Series 2020 Bonds.
- (5) Debt service coverage (DSC) ratio of total pledged PSB revenue to total SRF Bond debt service.
- (6) Represents excess PSB revenue after payment of SRF Bond debt service.
- (7) Represents debt service on General Obligation (GO) State Match Bonds issued by the TWDB, all or any portion of the proceeds of which are transferred to the CWSRF or the DWSRF in order to provide the required State Match of federal capitalization grants for the CWSRF or the DWSRF, respectively.
- (8) Debt service coverage ratio of total pledged PSB revenue to total SRF Bond debt service and GO State Match Bond debt service.
- (9) Represents excess revenue collected during the year after paying SRF Bond debt service and GO State Match Bond debt service.
- (10) SRF PSB revenues and excess revenues available for GO State Match debt service shown in Fiscal Year 2020 include amounts on hand in respective debt service funds.

MASTER RESOLUTION FLOW OF FUNDS

The following diagram provides a graphic depiction of the flow of funds framework created by the Master Resolution. The diagram is provided to illustrate the flow of funds prescribed by the Master Resolution. A complete summary of the flow of funds is included in “Appendix F – Summary of Master Resolution and Third Supplemental Resolution,” and the following diagram is qualified in its entirety by reference to Appendix F of this Official Statement.

By adopting the Master Resolution, the Board created a single, combined (cross-collateralized) financing program to provide funds for the CWSRF and the DWSRF in an efficient manner through the issuance of SRF Bonds. The cross-collateralization of money and other assets of the CWSRF and the DWSRF pursuant to the Master Resolution provides common security for the payment of debt service on such SRF Bonds. See “INTRODUCTION – Cross-Collateralization of State Revolving Funds.”



LEGAL MATTERS

Legal Opinions

The Board will furnish a complete transcript of proceedings incident to the authorization and issuance of the Series 2020 Bonds, including the approving legal opinion of the Attorney General of the State. Based upon an examination of such transcript of proceedings, McCall, Parkhurst & Horton L.L.P. (“Bond Counsel”) will render its approving legal opinion with respect to the Series 2020 Bonds. The proposed form of Bond Counsel’s opinion is set forth in Appendix E. Bond Counsel has not, except as hereinafter noted, assumed any responsibility with respect to this Official Statement or undertaken to verify any of the information contained herein, except that in its capacity as Bond Counsel, it has reviewed the information relating to the Series 2020 Bonds and the Resolution contained under the captions “PLAN OF FINANCE” (except for the subcaption “Sources and Uses”), “THE SERIES 2020 BONDS,” “MASTER RESOLUTION FLOW OF FUNDS,” and “CONTINUING DISCLOSURE OF INFORMATION” (except for the second paragraph under the subcaption “Continuing Disclosure Undertaking of Significant Borrowers”), the information contained in “Appendix A – Related Definitions”, and the information contained in “Appendix F - Summary Of Master Resolution And Third Supplemental Resolution” (except for the financial and statistical information contained under any such captions) and Bond Counsel is of the opinion that the statements and information contained therein are true and accurate in all material respects; further, Bond Counsel has reviewed the statements and information contained under the captions “LEGAL MATTERS” (except for the last two sentences of the first paragraph under the subcaption “Legal Opinions” and the subcaption “No Litigation”), and “TAX MATTERS” in this Official Statement to determine that the information contained under such captions is true and accurate in all materials respects. Certain legal matters will be passed upon for the Board by Bracewell LLP, Houston, Texas, Disclosure Counsel to the Board. Certain legal matters will be passed upon for the Underwriters by their counsel, Winstead PC, San Antonio, Texas, whose legal fee is contingent on the sale and delivery of the Series 2020 Bonds.

The various legal opinions to be delivered concurrently with the delivery of the Series 2020 Bonds express the professional judgment of the law firms rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, such law firms do not become an insurer or guarantor of the expressions of professional judgments, of the transaction opined upon, or of the future performance of the parties to the transaction, nor does the rendering of a legal opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

No Litigation

There is no litigation or other governmental proceeding pending or, to the knowledge of the Board, threatened which seeks to prohibit, restrain or enjoin the issuance, execution and delivery of the Series 2020 Bonds or questions the validity or enforceability of the Series 2020 Bonds or any of the proceedings taken in connection with the issuance thereof.

The State is a party to various legal proceedings relating to its operations and governmental functions but unrelated to the Series 2020 Bonds or the security therefor.

Eligibility for Investment in Texas

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Series 2020 Bonds are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other Political Subdivisions or public agencies of the State of Texas. With respect to investment in the Series 2020 Bonds by municipalities or other political subdivisions or public agencies of the State of Texas, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Series 2020 Bonds be assigned a rating of not less than “A” or its equivalent as to investment quality by a nationally recognized investment rating firm. See “OTHER INFORMATION - Ratings” herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Series 2020 Bonds are legal investments for state banks, savings banks, trust companies with a least \$1 million of capital, and savings and loan associations. The Series 2020 Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value.

No representation is made that the Series 2020 Bonds will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The Board has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Series 2020 Bonds for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Series 2020 Bonds for such purposes.

No Registration or Qualification of Series 2020 Bonds for Sale

No registration statement relating to the Series 2020 Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemptions contained therein. The Series 2020 Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Series 2020 Bonds been registered or qualified under the securities laws of any other jurisdiction. The Board assumes no responsibility for registration or qualification of the Series 2020 Bonds under the securities laws of any jurisdiction in which the Series 2020 Bonds may be offered, sold or otherwise transferred.

TAX MATTERS

Opinion

On the date of initial delivery of the Series 2020 Bonds, McCall, Parkhurst & Horton L.L.P., Bond Counsel to the Board, 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 Series 2020 Bonds for federal income tax purposes will be excludable from the “gross income” of the holders thereof and (2) the Series 2020 Bonds will not be treated as “specified private activity bonds”, the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the “Code”). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Series 2020 Bonds. See “Appendix E – Proposed Form Of Opinion Of Bond Counsel”.

In rendering its opinion, Bond Counsel will rely upon (a) the Board's federal tax certificate, and (b) covenants of the Board in the Third Supplemental Resolution with respect to arbitrage, the application of the proceeds to be received from the issuance and sale of the Series 2020 Bonds and certain other matters. Failure of the Board to comply with these representations or covenants could cause the interest on the Series 2020 Bonds to become includable in gross income retroactively to the date of issuance of the Series 2020 Bonds.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Series 2020 Bonds in order for interest on the Series 2020 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 Series 2020 Bonds to be included in gross income retroactively to the date of issuance of the Series 2020 Bonds. The opinion of Bond Counsel is conditioned on compliance by the Board with the covenants and the requirements described in the preceding paragraph, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Series 2020 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 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 Series 2020 Bonds.

A ruling was not sought from the Internal Revenue Service by the Board with respect to the Series 2020 Bonds or the facilities financed or refinanced with the proceeds of the Series 2020 Bonds. Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the representations of the Board that it deems relevant to render such opinion and is not a guarantee of a result. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Series 2020 Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an audit is commenced, under current procedures the Internal

Revenue Service is likely to treat the Board as the taxpayer and the holders of the Series 2020 Bonds 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 Series 2020 Bonds may be less than the principal amount thereof or one or more periods for the payment of interest on the Series 2020 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 Series 2020 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 (as defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the 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 Series 2020 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 Series 2020 Bonds. This discussion is based on Existing Law, which is subject to change or modification, retroactively.

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

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE SERIES 2020 BONDS.

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Series 2020 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 Series 2020 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 Series 2020 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 Series 2020 Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Series 2020 Bonds will be sent to each registered holder and to the Internal Revenue Service. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner's social security number or other taxpayer identification number (“TIN”), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient’s federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances, and in respect of Non-U.S. Holders, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

Future and Proposed Legislation

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Series 2020 Bonds under federal or State law and could affect the market price or marketability of the Series 2020 Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Series 2020 Bonds should consult their own tax advisors regarding the foregoing matters.

CONTINUING DISCLOSURE OF INFORMATION

Continuing Disclosure Undertaking of the Board

In the Third Supplemental Resolution, the Board has agreed to provide certain updated financial information and operating data annually and timely notice of certain events for the benefit of the owners of the Series 2020 Bonds. The Board is required to observe the agreement for so long as it remains obligated to advance funds to pay the Series 2020 Bonds. This information will be available from the Municipal Securities Rulemaking Board (the “MSRB”) through its Electric Municipal market Access (“EMMA”) system, accessible at <http://emma.msrb.org>.

Annual Reports

The Board will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes Table 1 – PROJECTED CASH FLOW COVERAGE UNDER THE MASTER RESOLUTION, “Appendix D – Summary of Political Subdivision Bonds”, and “Appendix G – Unaudited Financial Statements of the CWSRF and DWSRF”. The Board will update and provide this information within 195 days after the end of each fiscal year ending in or after 2020.

The financial information and operating data to be provided may be set forth in full in one or more documents or may be included by specific reference to any document available to the public that has been provided to the MSRB or filed with the SEC, as permitted by the Rule. The updated information will include audited financial statements, if the Board or the State, as appropriate, commissions an audit and it is completed by the required time. If audited financial statements are not available by the required time, the Board will provide unaudited financial statements within the required time and audited financial statements when and if the audit report becomes available. Any such financial statements will be prepared in accordance with generally accepted accounting principles for governmental entities or such other accounting principles as the Board may be required to employ from time to time pursuant to State law or regulation.

Notice of Certain Events

The Board will notify the MSRB in a timely manner, not in excess of ten (10) Business Days (as defined in Appendix A) after the occurrence of any of the events listed below. The Board will provide notice of any of the following events with respect to the Series 2020 Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2020 Bonds, or other material events affecting the tax status of the Series 2020 Bonds; (7) modifications to rights of holders of the Series 2020 Bonds, if material; (8) Series 2020 Bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Series 2020 Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the Board; (13) the consummation of a merger, consolidation, or acquisition involving the Board or the sale of all or substantially all of the assets of the Board, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action, or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) the appointment of a successor trustee or the change of name of the trustee, if material; (15) incurrence of a Financial Obligation of the Board, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Board, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Board, any of which reflect financial difficulties. In addition, the Board will provide timely notice of any failure by the Board to provide information, data, or financial statements in accordance with its agreement described above under “CONTINUING DISCLOSURE OF INFORMATION – Annual Reports.”

For the purposes of the event numbered 12 in the preceding paragraph, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Board in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Board, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Board.

As used in events numbered 15 and 16 above, the term “Financial Obligation” means: (i) a debt obligation; (ii) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii), however, the term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Continuing Disclosure Undertaking of Significant Borrowers

The Board covenants to obtain from each Significant Borrower an agreement, whether by a resolution, order or ordinance adopted by such Significant Borrower, pursuant to which the Significant Borrower will provide certain updated annual financial information and operating data to the MSRB annually, such financial information and operating data relating to the enterprise fund of the Significant Borrower from which the Significant Borrower is obligated to make Repayments to the Board. For purposes of the aforesaid agreement, the term “Significant Borrower” shall mean any Political Subdivision whose outstanding aggregate principal amount of bonds issued by such Political Subdivision and held in the Portfolio Account as of the date of adoption of the Third Supplemental Resolution, comprises at least 20% in principal amount of all Political Subdivision Bonds held in the Portfolio Account.

As of the date of this Official Statement, there are no Significant Borrowers. No Political Subdivision is expected to become a Significant Borrower as a result of the acquisition of Political Subdivision Bonds by the Board with the proceeds of the Series 2020 Bonds.

Availability of Information

The Board has agreed to provide the foregoing financial and operating information only as described above. The Board will be required to file such information using the MSRB’s EMMA system. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Limitations and Amendments

The Board has agreed to update information and to provide notices of certain events only as described above. The Board has not agreed to provide other information that may be relevant or material to a complete presentation of the Board’s financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The Board makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Series 2020 Bonds at any future date. The Board 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 such agreement, although holders of Series 2020 Bonds may seek a writ of mandamus to compel the Board to comply with its agreements.

The Board may amend its continuing disclosure agreement 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 Board if the agreement, as amended, would have permitted an underwriter to purchase or sell Series 2020 Bonds in the offering described herein in compliance with the Rule and either the holders of a majority in aggregate principal amount of the outstanding Series 2020 Bonds consent or any person unaffiliated with the Board (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Series 2020 Bonds. If the Board so amends its agreement, it must include with the next financial information and operating data provided in accordance with its agreement described above under “Annual Reports” an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of information and data provided.

OTHER INFORMATION

Ratings

The Series 2020 Bonds are rated “AAA” by Fitch Ratings and “AAA” by S&P Global Ratings, a Standard & Poor’s Financial Services LLC business respectively, to the Series 2020 Bonds. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such rating companies and the Board and the Underwriters make no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating companies if, in the judgment of any or all companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings, or any of them, may have an adverse effect on the market price of the Series 2020 Bonds.

Underwriting

The Underwriters have agreed, subject to certain conditions, to purchase the Series 2020 Bonds from the Board, at an underwriting discount of \$ _____. The Underwriters will be obligated to purchase all of the Series 2020 Bonds if any Series 2020 Bonds are purchased. The Series 2020 Bonds to be offered to the public may be offered and sold to certain dealers (including the Underwriters and other dealers depositing Series 2020 Bonds into investment trusts) at prices lower than the public offering prices of such Series 2020 Bonds, and such public offering prices may be changed, from time to time, by the Underwriters.

The Underwriters have provided the following paragraphs for inclusion in this Official Statement:

Certain of the Underwriters may have entered into distribution agreements with other broker-dealers (that have not been designated by the Board as Underwriters) for the distribution of the Series 2020 Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the Board, for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Board, the State or the Political Subdivisions. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

Information Contained in Official Statement

The financial and other information contained herein have been obtained from the Board's records and other sources which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

Financial Advisor

Hilltop Securities Inc. is employed as Financial Advisor to the Board in connection with the issuance of the Series 2020 Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Series 2020 Bonds is contingent upon the issuance and delivery of the Series 2020 Bonds. Hilltop Securities Inc., in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Series 2020 Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

The Financial Advisor to the Board has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the Board and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

Forward Looking Statements

The statements contained in this Official Statement, and in any other information provided to the reader by the Board that are not purely historical, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the Board's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the Board on the date hereof, and the Board assumes no obligation to update any such forward-looking statements. It is important to note that the Board's actual results could differ materially from those in such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement would prove to be accurate.

Approval of Official Statement

The Third Supplemental Resolution approves the form and content of this Official Statement, and authorizes its further use in the reoffering of the Series 2020 Bonds by the Underwriters. Questions regarding this Official Statement may be directed to Georgia Sanchez, Director, Debt and Portfolio Management and Development Fund Manager, Texas Water Development Board, 1700 North Congress Avenue, Austin, Texas 78701; Telephone: (512) 475-4584; Electronic Mail: georgia.sanchez@twdb.texas.gov.

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APPENDIX A
RELATED DEFINITIONS

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RELATED DEFINITIONS

MASTER RESOLUTION

“Additional State Revolving Fund” means any state revolving fund (other than the CWSRF established pursuant to Section 15.604, Texas Water Code, and the DWSRF established pursuant to Section 15.6041, Texas Water Code, as amended) established by the Board pursuant to the SRF Act.

“Annual Debt Service Requirements” means, for any Fiscal Year, the principal of and interest on all Covered Debt coming due at stated maturity (or that could come due on demand of the owner thereof other than by acceleration or other demand conditioned upon default by the Board on such Covered Debt, or be payable in respect of any required purchase of such Covered Debt by the Board) in such Fiscal Year, and, for such purposes, any one or more of the following rules shall apply at the election of the Board:

(i) Committed Take Out. If the Board has entered into a Credit Enhancement Agreement constituting a binding commitment within normal commercial practice to discharge any of its Covered Debt at its stated maturity (or, if due on demand, at any date on which demand may be made) or to purchase any of its Covered Debt at any date on which such Covered Debt is subject to required purchase, all under arrangements whereby the Board's obligation to repay the amounts advanced for such discharge or purchase constitutes “Funded Covered Debt,” then the portion of the Covered Debt deemed to be “Funded Covered Debt” committed to be discharged or purchased shall be excluded from such calculation and the principal of and interest on the Funded Covered Debt incurred for such discharging or purchase that would be due in the Fiscal Year for which the calculation is being made, if incurred at the stated maturity or purchase date of the Funded Covered Debt to be discharged or purchased, shall be added;

(ii) Balloon Covered Debt. If the principal (including the accretion of interest resulting from original issue discount or compounding of interest) of any series or issue of Funded Covered Debt due (or payable in respect of any required purchase of such Funded Covered Debt by the Board) in any Fiscal Year either is equal to at least 25% of the total principal (including the accretion of interest resulting from original issue discount or compounding of interest) of such Funded Covered Debt or exceeds by more than 50% the greatest amount of principal of such series or issue of Funded Covered Debt due in any preceding or succeeding Fiscal Year (such principal due in such Fiscal Year for such series or issue of Funded Covered Debt being referred to herein as “Balloon Covered Debt”), the amount of principal of such Balloon Covered Debt taken into account during any Fiscal Year shall be equal to the debt service calculated using the original principal amount of such Balloon Covered Debt amortized over the Term of Issue on a level debt service basis at an assumed interest rate equal to the rate borne by such Balloon Covered Debt on the date of calculation;

(iii) Consent Sinking Fund. In the case of Balloon Covered Debt (as defined in clause (ii) above), if an Authorized Representative shall deliver to the Board a certificate providing for the retirement of (and the instrument creating such Balloon Covered Debt shall permit the retirement of), or for the accumulation of a sinking fund for (and the instrument creating such Balloon Covered Debt shall permit the accumulation of a sinking fund for), such Balloon Covered Debt according to a fixed schedule stated in such certificate ending on or before the Fiscal Year in which such principal (and redemption premium, if any) is due, then the principal of (and, in the case of retirement, or to the extent provided for by the sinking fund accumulation, the redemption premium, if any, and interest and other debt service charges on) such Balloon Covered Debt shall be computed as if the same were due in accordance with such schedule, provided, that this clause (iii) shall apply only to Balloon Covered Debt for which the installments previously scheduled have been paid or deposited to the sinking fund established with respect to such Covered Debt on or before the times required by such schedule; and provided, further that this clause (iii) shall not apply where the Board has elected to apply the rule set forth in clause (ii) above;

(iv) Prepaid Covered Debt. Principal of and interest on Covered Debt, or portions thereof, shall not be included in the computation of the Annual Debt Service Requirements for any Fiscal Year for which such principal or interest are payable from funds on deposit or set aside in trust for the payment thereof at the time of such calculations (including without limitation capitalized interest and accrued interest so

deposited or set aside in trust) with a financial institution acting as fiduciary with respect to the payment of such Covered Debt;

(v) Variable Rate. As to any Covered Debt that bears interest at a variable interest rate that cannot be ascertained at the time of calculation of the Annual Debt Service Requirement then, at the option of the Board, either (1) an interest rate equal to the average rate borne by such Covered Debt (or by comparable debt in the event that such Covered Debt has not been outstanding during the preceding twenty-four (24) months) for any twenty-four (24) month period ending within thirty (30) days prior to the date of calculation, or (2) an interest rate equal to the lesser of (A) the thirty (30) year Tax-Exempt Revenue Bond Index (as most recently published in *The Bond Buyer*), shall be presumed to apply for all future dates, unless such index is no longer published in *The Bond Buyer*, in which case an index of tax-exempt revenue bonds with maturities of at least twenty (20) years that is published in a newspaper or journal with national circulation may be used for this purpose or (B) the maximum net effective interest rate permitted by State law. If two series of Covered Debt that bear interest at variable interest rates, or one or more maturities within a series, of equal par amounts, are issued simultaneously with inverse floating interest rates providing a composite fixed interest rate for such Covered Debt taken as a whole, such composite fixed rate shall be used in determining the Annual Debt Service Requirement with respect to such Covered Debt;

(vi) Guarantee. In the case of any guarantee, no obligation will be counted if the Board does not anticipate in its annual budget that it will make any payments on the guarantee. If, however, the Board is making payments on a guarantee or anticipates doing so in its annual budget, such obligation shall be treated as Covered Debt and calculations of Annual Debt Service Requirements with respect to such guarantee shall be made assuming that the Board will make all additional payments due under the guaranteed obligation. If the entity whose obligation is guaranteed cures all defaults and the Board no longer anticipates making payments under the guarantee, the guaranteed obligations shall not be included in the calculation of Annual Debt Service Requirements;

(vii) Short-Term Debt. With respect to any Covered Debt issued in the form of Short-Term Debt, the interest on such Covered Debt shall be calculated in the manner provided in clause (v) of this definition (if such Short-Term Debt bears interest at a variable interest rate that cannot be ascertained at the time of calculation and the maturity schedule shall be calculated in the manner provided in clause (ii) of this definition; and

(viii) Credit Enhancement Agreement Payments. If the Board has entered into an Credit Enhancement Agreement in connection with an issue of Covered Debt, payments due under the Credit Enhancement Agreement (other than payments for fees and expenses), for either the Board or the Enhancement Provider, shall be included in such calculation, except to the extent that the payments are already taken into account under (i) through (vii) above and any payments otherwise included above under (i) through (vii) that are to be replaced by payments under a Credit Enhancement Agreement, from either the Board or the Credit Enhancement Provider, shall be excluded from such calculation.

With respect to any calculation of historic data, only those payments actually made in the subject period shall be taken into account in making such calculation and, with respect to prospective calculations, only those payments reasonably expected to be made in the subject period shall be taken into account in making the calculation.

“Attestor” means the Executive Administrator of the Board.

“Authorized Representative” means each of the Executive Administrator, the Chief Financial Officer and the Development Fund Manager of the Board, together with any officer or other employee of the Board at the time designated to act on behalf of the Board by written certificate submitted to the Fiscal Agent by the Executive Administrator, the Chief Financial Officer or the Development Fund Manager of the Board and containing such officer’s or employee’s specimen signature.

“Authorized Signer” means the Chairman of the Board.

“Board” means the Texas Water Development Board, a duly created and existing agency of the State, together with any successor to its rights, duties and obligations hereunder.

“Bond Act” means Subchapter I of Chapter 17 of the Texas Water Code, Vernon’s Texas Codes Annotated.

“Bond Counsel” means any attorney or firm of attorneys of nationally recognized standing on the subject of municipal bonds acceptable to the Board.

“Bondholder”, “Holder” or “Holder of an SRF Bond” shall have the meaning provided in the Supplemental Resolution designating the Series or Program Series of SRF Bonds.

“Business Day” means any day other than (i) a Saturday or Sunday, (ii) a day on which banking institutions in the city or cities in which the designated office of any Fiscal Agent or Credit Enhancement Provider are located and authorized by law or executive order to close, (iii) any day on which the Federal Reserve Bank of Dallas is closed, (iv) a day on which the a securities depository for a Series or Installment of SRF Bonds is closed or (v) a day on with the New York Stock Exchange, or any successor securities exchange, is closed.

“Chapter 1371” means Chapter 1371, Texas Government Code, or any successor or supplemental statutory provision relating to the subject matter thereof.

“Code” means the Internal Revenue Code of 1986, the Treasury Regulations, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes any applicable successor section or provision and such applicable Treasury Regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Collateral Documents” means all documents, certificates, resolutions, orders, commitments, agreements, instruments and opinions adopted, approved, made, produced or entered into by a Political Subdivision, or others, in connection with any particular issue of Political Subdivision Bonds.

“Comptroller” means the Comptroller of Public Accounts of the State.

“Coverage Requirement for SRF Bonds” means an amount equal to 105% of the Annual Debt Service Requirements for Covered Debt in any Fiscal Year.

“Covered Debt” means all outstanding SRF Bonds.

“Credit Enhancement Agreement” means any loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitment to purchase an obligation, purchase or sale agreement, interest rate swap agreement, cap or floor agreement, currency swap agreement or commitment or other agreement authorized by the Board in connection with the authorization, issuance, sale, resale, security, exchange, payment, purchase, remarketing, or redemption of SRF Bonds, interest on SRF Bonds, or both (or any other obligation, or the interest on such other obligation, or both), as otherwise authorized by the Bond Act or Chapter 1371, entered into by the Board with any other Person, which is secured by a pledge of and lien on the Security for the SRF Bonds in the manner provided in the Master Resolution and the Supplemental Resolution authorizing the SRF Bonds (or the resolution authorizing such other obligations) that are the subject of such Credit Enhancement Agreement and is authorized, recognized and approved by the Board as a “Credit Enhancement Agreement”. By its adoption of a Supplemental Resolution, the Board may approve one or more Credit Enhancement Agreements for any Series, Program Series or Installment of SRF Bonds designated and issued thereunder. Further, to the extent permitted by law, the Board may approve one or more Credit Enhancement Agreements in anticipation of or subsequent to the authorization and issuance of any SRF Bonds benefiting from or otherwise related to such Credit Enhancement Agreement(s).

“Credit Enhancement Provider” means the Person, if any, that is the Credit Enhancement Provider then obligated under any Credit Enhancement Agreement.

“CWSRF” means the State Water Pollution Control Revolving Fund, administered by the Board and established pursuant to Section 15.604 of the SRF Act. The CWSRF is a fund outside of the State Treasury.

“CWSRF Bond Proceeds Subaccount” means the subaccount so designated in the Master Resolution.

“CWSRF Bonds” means bonds, notes or other obligations or evidences of indebtedness authorized to be issued in Series and Installments from time to time under the Master Resolution issued to augment the CWSRF.

“CWSRF Equity Subaccount” means the subaccount so designated in the Master Resolution.

“CWSRF Expense Account” means the account so designated in the Master Resolution.

“CWSRF General Obligation Match Bonds” means the State’s general obligation bonds heretofore or hereafter issued by the Board, all or any portion of the proceeds of which were or shall be transferred to the CWSRF pursuant to a Transfer Resolution, in order to provide the required State matching of capitalization grant funds received by the State for deposit into the CWSRF pursuant to the Federal Clean Water Act.

“CWSRF Master Resolution” means the “Amended and Restated Master Resolution Authorizing a Financing Program (2013) to Provide Funds to the State Water Pollution Control Revolving Fund; Approving and Authorizing Texas Water Development Board State Revolving Fund Revenue Bonds to be Issued in Various Series and to be Sold and Delivered in Various Forms and in Installments; Providing for Credit Enhancement Agreements; Making Certain Covenants and Agreements in Connection Therewith; and Resolving Other Matters”, adopted by the Board on June 20, 2013, and as amended by the Board on March 1, 2018.

“CWSRF Portfolio Account” means the account so designated in the Master Resolution.

“CWSRF Program Account” means the account so designated in the Master Resolution.

“CWSRF Revenue Account” means the account so designated in the Master Resolution.

“CWSRF Subordinate Obligations” means any bonds, notes, agreements or other obligations or evidences of indebtedness (other than CWSRF General Obligation Match Bonds or Other SRF Obligations) issued or incurred by the Board from time to time pursuant to proceedings other than the Master Resolution, which are secured by a pledge of and lien on the Security for the SRF Bonds that is junior and subordinate to the lien of the Master Resolution securing payment of the SRF Bonds.

“Defeasance Obligations” means any investment that is authorized for the purpose of defeasing an obligation of the Board pursuant to State law.

“Designated Pledged CWSRF Revenues” means all Pledged CWSRF Revenues other than Sale Proceeds and Prepayments of CWSRF Bonds.

“Designated Pledged DWSRF Revenues” means all Pledged DWSRF Revenues other than Sale Proceeds and Prepayments of DWSRF Bonds.

“Designated Pledged SRF Revenues” means the Designated Pledged CWSRF Revenues and the Designated Pledged DWSRF Revenues.

“Designated Rating Agency” means any Rating Agency, identified by an Authorized Representative as a Designated Rating Agency for purposes of the Master Resolution, which has issued and currently maintains a rating on the SRF Bonds in exchange for good and valuable consideration paid by the Board.

“Dollars” or “\$” means lawful currency of the United States.

“DWSRF” means the Safe Drinking Water Revolving Fund administered by the Board and established pursuant to Section 15.6041 of the SRF Act. The DWSRF is a fund outside of the State Treasury.

“DWSRF Bond Proceeds Subaccount” means the subaccount so designated in the Master Resolution.

“DWSRF Bonds” means bonds, notes or other obligations or evidences of indebtedness authorized to be issued in Series and Installments from time to time under the Master Resolution issued to augment the DWSRF.

“DWSRF Equity Subaccount” means the account so designated in the Master Resolution.

“DWSRF Expense Account” means the account so designated in the Master Resolution.

“DWSRF General Obligation Match Bonds” means the State’s general obligation bonds heretofore or hereafter issued by the Board, all or any portion of the proceeds of which were or shall be transferred to the DWSRF pursuant to a Transfer Resolution, in order to provide the required State matching of capitalization grant funds received by the State for deposit into the DWSRF pursuant to the Federal Drinking Water Act.

“DWSRF Portfolio Account” means the account so designated in the Master Resolution.

“DWSRF Program Account” means the subaccount so designated in the Master Resolution.

“DWSRF Revenue Account” means the subaccount so designated in the Master Resolution.

“DWSRF Subordinate Obligations” means any bonds, notes, agreements or other obligations or evidences of indebtedness (other than DWSRF General Obligation Match Bonds or Other SRF Obligations) issued or incurred by the Board from time to time pursuant to proceedings other than the Master Resolution, which are secured by a pledge of and lien on the Security for the SRF Bonds that is junior and subordinate to the lien of the Master Resolution securing payment of the SRF Bonds.

“Effective Date” means March 1, 2018.

“EPA” means the United States Environmental Protection Agency, together with any successor to its rights, duties and obligations under the Federal Clean Water Act or the Federal Drinking Water Act.

“Event of Default” means any of the following events:

(a) Default in the payment of any interest on any Bond when and as the same shall have become due and payable;

(b) Default in the payment of the principal of or any redemption premium on any Bond when and as the same shall become due, whether at the stated maturity date or the redemption or tender date thereof (pursuant to any mandatory sinking fund requirement or purchase obligation set forth in a Supplemental Resolution);

(c) Default in the observance or performance of any other of the covenants, agreements or conditions on the part of the Board included in the Master Resolution or any Supplemental Resolution or in the SRF Bonds and the continuance thereof for a period of thirty (30) days after written notice to the Board and the Credit Enhancement Providers, if any, given by the Holders of not less than twenty-five percent (25%) in aggregate principal amount of the outstanding SRF Bonds; or

(d) The occurrence of any Event of Default under a Supplemental Resolution (which may include events of default in connection with a Credit Enhancement Agreement authorized by a Supplemental Resolution).

“Federal Clean Water Act” means Title VI of the Federal Water Pollution Control Act of 1972, as amended by the Water Quality Act of 1987 (33 United States Code §§ 1251 et seq.), as the same may be amended.

“Federal Drinking Water Act” means the Safe Drinking Water Act, 42 U.S.C. Section 300f et seq., as the same may be amended.

“Financing Program” means the financing program established by the Board pursuant to the Master Resolution and pursuant to which the Board has (i) authorized the issuance of SRF Bonds pursuant to Supplemental Resolutions and (ii) authorized the establishment of one or more Program Periods during which SRF Bonds of a Program Series may be issued in one or more Installments, in an aggregate principal amount not to exceed the amount permitted under the terms of the related Supplemental Resolution, all for the purposes authorized under the Master Resolution.

“Fiscal Agent” means any fiscal agent, issuing agent, paying agent, remarketing agent, auction agent, market agent, broker-dealer, trustee or other similar agent appointed pursuant to a Supplemental Resolution and serving in one or more of such or similar capacities in accordance with such Supplemental Resolution.

“Fiscal Year” means the period of twelve (12) months from and including September 1 of any calendar year to and including August 31 of the next following calendar years, provided, that the Fiscal Year of the issuer may be changed to another twelve-month period to coincide with a change in the Fiscal Year of other State agencies.

“Funded Covered Debt” means all Covered Debt that matures by its terms (in the absence of the exercise of any earlier right of demand), or is renewable at the option of the Board to a date, more than one year after the original creation, assumption, or guarantee of such Covered Debt.

“General Obligation Match Bond Interest and Sinking Account” means the account so designated in the Master Resolution.

“General Obligation Match Bonds” means, collectively, CWSRF General Obligation Match Bonds and DWSRF General Obligation Match Bonds.

“Government Obligations” means (a) direct obligations of the United States of America for the payment of which the full faith and credit of the United States of America is pledged and (b) obligations issued by a Person controlled or supervised by and acting as an instrumentality of the United States of America, the payment of the principal of and premium, if any, and interest on which is fully guaranteed as a full faith and credit obligation of the United States of America (including any securities described in (a) or (b) issued or held in book-entry form on the books of the Department of the Treasury of the United States of America), which obligations, in either case, are not subject to redemption prior to maturity at less than par at the option of anyone other than the holder.

“Installment” or “Installments” means each separate series of the SRF Bonds, issued from time to time during a Program Period pursuant to the terms of the Master Resolution and the Supplemental Resolution designating a Program Series. Each Installment of SRF Bonds shall be treated as a separate series of SRF Bonds for all purposes of the Master Resolution and the related Supplemental Resolution, including without limitation, for purposes of calculating Average Annual Debt Service Requirements.

“Issue Date” means for any SRF Bond the date on which such Bond is delivered to the purchaser or purchasers thereof upon original issuance thereof.

“Master Resolution” means the resolution adopted by the Board on March 1, 2018, governing the issuance of SRF Bonds, as the same may be amended or supplemented from time to time.

“Operating Account” means the account so designated in the Master Resolution.

“Operating Expenses” means the current expenses of operating and administering the CWSRF incurred by the Board pursuant to the Federal Clean Water Act and the SRF Act, and the DWSRF incurred by the Board pursuant to the Federal Drinking Water Act and the SRF Act.

“Other SRF Obligations” means any obligations (other than Subordinate Obligations and General Obligation Match Bonds) secured in whole or in part by a pledge of a lien on all or a portion of the Security for the SRF Bonds;

provided, however, that the pledge of and lien on the security granted to any Other SRF Obligation may not be prior or superior to the pledge of and lien on the Security for the SRF Bonds granted to the SRF Bonds or the Subordinate Obligations.

“Payment Date” means a date payments of interest on or principal of SRF Bonds by their terms are scheduled to be due and owing.

“Permitted Investments” means, to the extent permitted by law, the following:

(a) direct obligations of or obligations the principal of and interest on which are guaranteed by the United States;

(b) direct obligations of or obligations guaranteed by agencies or instrumentalities of the United States government;

(c) obligations of the State or of cities, counties and other political subdivisions of the State, except Political Subdivision Bonds, which have been rated as to investment quality by one or more nationally recognized investment rating firms and which have received ratings of not less than ‘A’ or its equivalent from each Designated Rating Agency and all such firms with ratings for such obligations;

(d) fully collateralized direct security repurchase agreements with an agreed upon rate (made only with state or national banks doing business in the State which have been rated as to investment quality by one or more nationally recognized investment rating firms and which have received ratings of not less than ‘A’ or its equivalent from each Designated Rating Agency and all such firms with ratings for such banks or with primary dealers as approved by the Federal Reserve System) pursuant to which the Board buys, holds in its possession or the possession of a financial institution acting solely as agent for the Board until the termination date, and then sells back any of the following securities, obligations or participation certificates (the “Collateral”), under arrangements whereby the Collateral is monitored daily such that if at any time the aggregate market value of the Collateral falls below 100% of the repurchase agreement principal and interest outstanding, in case the Collateral is described in (i) or (ii) below, or 101% of the repurchase agreement principal and interest outstanding, in case the collateral is described in (iii) below, the Board is entitled to require a transfer of cash or other acceptable Collateral so that the cash and the aggregate market value of all such Collateral will thereupon equal or exceed the required 100% or 101%, as appropriate:

(i) United States government securities;

(ii) direct obligations of or obligations the principal of and interest on which are guaranteed by the United States; and

(iii) direct obligations of or obligations guaranteed by agencies or instrumentalities of the United States government;

(e) reverse security repurchase agreements with a defined termination date of not more than 90 days and an agreed upon rate (made only with state or national banks doing business in the State which have been rated as to investment quality by one or more nationally recognized investment rating firms and which have received ratings of not less than “A” or its equivalent from each Designated Rating Agency and all such firms with ratings for such banks or with primary dealers as approved by the Federal Reserve System) pursuant to which the Board sells, and on the termination date buys back, any of the following securities, obligations or participation certificates:

(i) United States government securities;

(ii) direct obligations of or obligations the principal of and interest on which are guaranteed by the United States; and

(iii) direct obligations of or obligations guaranteed by agencies or instrumentalities of the United States government;

(f) bankers acceptances that are eligible for purchase by the Federal Reserve System, do not exceed two hundred seventy (270) days to maturity and are issued by a bank that has received the highest short-term credit rating by each Designated Rating Agency and all nationally recognized investment rating firms with ratings for such bank;

(g) commercial paper that does not exceed two hundred seventy (270) days to maturity and has received the highest short-term credit rating by each Designated Rating Agency and all nationally recognized investment rating firms with ratings for such commercial paper;

(h) direct obligations or obligations guaranteed by the Inter-American Development Bank, the International Bank for Reconstruction and Development (the World Bank), the African Development Bank, the Asian Development Bank, or the International Finance Corporation, that have received the highest credit rating by each Designated Rating Agency and all nationally recognized investment rating firms with ratings for such obligations;

(i) mutual funds composed of obligations described in (a) through (g) above, which are rated not less than 'Am' or its equivalent from each Designated Rating Agency;

(j) guaranteed investment contracts, pursuant to which securities described in (a), (b), and (d) above are to be acquired; and

(k) such other investments as may be legally authorized investments for the CWSRF or the DWSRF which are specified in a Supplemental Resolution.

“Person” or words importing persons, means firms, associations, partnerships (including without limitation, general and limited partnerships), limited liability companies, joint ventures, societies, estates, trusts, corporations, public or governmental bodies, other legal entities and natural persons.

“Pledged CWSRF Revenues” means (i) all Repayments, (ii) all other amounts received by the Board under any Collateral Documents, (iii) all Sale Proceeds, and (iv) all amounts received by the Board as income, profits or gain on investments of money held in the CWSRF (other than moneys received from federal capitalization grants under the Federal Clean Water Act held in the CWSRF Expense Account).

“Pledged DWSRF Revenues” means (i) all Repayments, (ii) all other amounts received by the Board under any Collateral Documents, (iii) all Sale Proceeds, and (iv) all amounts received by the Board as income, profits or gain on investments of money held in the DWSRF (other than moneys received from federal capitalization grants under the Federal Drinking Water Act held in the DWSRF Expense Account).

“Pledged SRF Revenues” means, collectively, Pledged CWSRF Revenues and Pledged DWSRF Revenues.

“Political Subdivision” means any municipality, intermunicipal, interstate or State agency or any other public entity (including specifically a Water Supply Corporation) eligible for assistance under the SRF Act; provided, that any of the foregoing is eligible for assistance under applicable federal law.

“Political Subdivision Bonds” means bonds, notes, or other securities issued by and any debt or other contractual obligations, including loan agreements with the Board, incurred by a Political Subdivision and heretofore and hereafter acquired by the Board in carrying out the purposes of the CWSRF or the DWSRF pursuant to the SRF Act.

“Portfolio Redemption Account” means the account so designated in the Master Resolution.

“Prepayments” means all amounts received by the Board from payment of principal of Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account, in the case of CWSRF Bonds, and the

DWSRF Portfolio Account, in the case of DWSRF Bonds, which amounts are received prior to the stated maturity date or dates or any scheduled mandatory redemption dates of such Political Subdivision Bonds and Government Obligations.

“Program Period” means the period beginning and ending on the dates identified in a Supplemental Resolution during which SRF Bonds of a Program Series may be issued in one or more Installments for any lawful purpose specified in the related Supplemental Resolution.

“Program Series” means SRF Bonds, issued in one or more Installments, from time to time during a Program Period established pursuant to the terms of the Master Resolution and the related Supplemental Resolution.

“Program Termination Date” means the date determined by the Board in a Supplemental Resolution as the last day of a Program Period.

“Rating Agency” means any nationally recognized statistical rating organization (as defined by Rule 15c3-1 of the General Rules and Regulations under the Securities Exchange Act of 1934) designated by an Authorized Representative.

“Repayments” means all amounts received by the Board from the payment of principal of and redemption premium, if any, and interest on Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account, in the case of CWSRF Bonds, and the DWSRF Portfolio Account, in the case of DWSRF Bonds, including, without limitation, all Prepayments.

“Restricted Repayments” means moneys deposited to the credit of the CWSRF Equity Subaccount or the DWSRF Equity Subaccount, as the case may be, representing Repayments on Political Subdivision Bonds, the purchase of which was funded with proceeds of a Series or Installment of SRF Bonds issued as tax-exempt obligations under the Code.

“Sale Proceeds” means the gross proceeds (other than accrued interest) resulting from the sale of Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account, in the case of CWSRF Bonds, and the DWSRF Portfolio Account, in the case of DWSRF Bonds.

“Security for the SRF Bonds” means: (i) all Pledged SRF Revenues; (ii) all Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account (except for those Political Subdivision Bonds released in accordance with the provisions of the Master Resolution), all amounts in the CWSRF Revenue Account and the CWSRF Program Account pending disbursement thereof; (iii) all Political Subdivision Bonds and Government Obligations held in the DWSRF Portfolio Account (except for those Political Subdivision Bonds released in accordance with provisions of the Master Resolution), all amounts in the DWSRF Revenue Account and the DWSRF Program Account pending disbursement thereof; (iv) all amounts held in the Portfolio Redemption Account; and (v) all of the proceeds of the foregoing, including, without limitation, investments thereof.

“Senior Bond Interest and Sinking Account” means the account so designated in the Master Resolution.

“Senior Interest Subaccount” means the subaccount so designated in the Master Resolution.

“Senior Principal Subaccount” means the subaccount so designated in the Master Resolution.

“Series” means a separate series of SRF Bonds as specified by or pursuant to the terms of a Supplemental Resolution.

“Short-Term Debt” means all bonds, notes, commercial paper or other obligations issued or incurred pursuant to the Master Resolution that mature in less than 365 days. In the event Short-Term Debt is issued as a line of credit, lending commitment, commercial paper program, direct purchase program, or similar program, the full amount of such facility, commitment or program shall not be treated as Short-Term Debt to the extent that such facility, commitment or program remains available but undrawn.

“SRF Act” means Subchapter J of Chapter 15 of the Texas Water Code, Vernon’s Texas Codes Annotated, as amended.

“State” means the State of Texas.

“SRF Bond” or “SRF Bonds” means bonds, notes or other obligations or evidences of indebtedness authorized to be issued in Series and Installments from time to time under the Master Resolution and that are secured by security superior to the lien on and pledge of security granted to Subordinate Obligations. The CWSRF Bonds and the DWSRF Bonds are collectively referred to as SRF Bonds in the Master Resolution.

“Subordinate Obligations” means, collectively, CWSRF Subordinate Obligations and DWSRF Subordinate Obligations.

“Subordinated Credit Agreement” means any loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitment to purchase an obligation, purchase or sale agreement, interest rate swap agreement, cap or floor agreement, currency swap agreement or commitment or other agreement authorized by the Board in connection with the authorization, issuance, sale, resale, security, exchange, payment, purchase, remarketing, or redemption of bonds, interest on bonds, or both (or any other obligation, or the interest on such other obligation, or both), as otherwise authorized by the Bond Act or Chapter 1371, entered into by the Board with any other Person, which is secured by a pledge of and lien on the Security for the SRF Bonds that is junior and subordinate to the Security for the SRF Bonds in favor of the SRF Bonds, as may be provided in any master resolution and related supplemental resolution authorizing any Subordinate Obligations, General Obligation Match Bonds or Other SRF Obligations that are the subject of such Subordinated Credit Agreement and is authorized, recognized and approved by the Board as a “Subordinated Credit Agreement”. By its adoption of a master resolution or supplemental resolution, the Board may approve one or more Subordinated Credit Agreements for any Subordinate Obligations, General Obligation Match Bonds or Other SRF Obligations designated and issued thereunder. Further, to the extent permitted by law, the Board may approve one or more Subordinated Credit Agreements in anticipation of or subsequent to the authorization and issuance of any bonds benefitting from or otherwise related to such Subordinated Credit Agreement(s).

“Subordinated Credit Provider” means the Person, if any, that is the Subordinated Credit Provider then obligated under any Subordinated Credit Agreement.

“Supplemental Resolution” means any resolution adopted by the Board specifying the designation and aggregate principal amount for any Series or Program Series of SRF Bonds and, if applicable, approving one or more Credit Enhancement Agreements for some or all of the SRF Bonds of such Series or Program Series to secure all of the SRF Bonds of such Series or Program Series; it being acknowledged that if a Credit Enhancement Agreement is provided for a Series or Installment of SRF Bonds, such Credit Enhancement Agreement must secure all of the SRF Bonds of such Series or Installment, but that different Credit Enhancement Agreements may secure different Installments of SRF Bonds.

“Term of Issue” means with respect to any Balloon Covered Debt, including, without limitation, commercial paper, a period of time equal to the greater of (i) the period of time commencing on the date of issuance of such Balloon Covered Debt and ending on the final maturity date of such Balloon Covered Debt or the maximum maturity date in the case of commercial paper or (ii) twenty-five (25) years.

“Transfer Date” means the last Business Day of each month in which the Board shall transfer (i) Transferred SRF Revenues as described in the Master Resolution and from any Additional State Revolving Fund, (ii) Designated Pledged CWSRF Revenues from the CWSRF Revenue Account as determined by an Authorized Representative, and (iii) Designated DWSRF Revenues from the DWSRF Revenue Account as determined by an Authorized Representative, and deposit the same to the credit of the those accounts and subaccounts as directed in the Master Resolution, in the amounts and in the order of priority as directed in the Master Resolution.

“Transfer Resolutions” means the resolutions heretofore and hereafter adopted by the Board authorizing the transfer of CWSRF General Obligation Match Bond proceeds to the CWSRF or the transfer of DWSRF General Obligation Match Bond proceeds to the DWSRF, as the case may be.

“Transferred SRF Revenues” means any revenues transferred from an Additional State Revolving Fund to the CWSRF or the DWSRF, as provided for in the Master Resolution.

“Treasury Regulations” means all applicable temporary, proposed and final regulations and procedures promulgated under the Code or promulgated under the Internal Revenue Code of 1954, to the extent applicable to the Code.

“Trust Agreement” means the Funds Management and Investment Agreement, effective January 1, 2007, as amended between the Board and the Texas Treasury Safekeeping Trust Company, acting on behalf of the Comptroller, relating to the custody and administration of the CWSRF and the DWSRF, together with any amendments or supplements thereto.

“Unrelated SRF Prepayments” means: (i) Prepayments derived from Political Subdivision Bonds or Government Obligations related to a Series or Installment of SRF Bonds or Subordinate Obligations issued as tax-exempt obligations under the Code, other than the Series or Installment of SRF Bonds or Subordinate Obligations then being redeemed or (ii) Prepayments derived from Political Subdivision Bonds or Government Obligations related to General Obligation Match Bonds issued as tax-exempt obligations under the Code.

“Water Resource Fund” means the Texas Water Resources Fund administered by the Board and established pursuant to the Bond Act. The Water Resources Fund is a fund in the State Treasury.

“Water Supply Corporation” means a nonprofit water supply corporation created and operating under Chapter 67 of the Texas Water Code.

THIRD SUPPLEMENTAL RESOLUTION

“Agency Agreement” means the Paying Agent/Registrar Agreement between the Board and The Bank of New York Mellon Trust Company, N.A., as Agent, or any agreement between the Board and any successor Agent, as any such agreement may be amended or supplemented from time to time.

“Agent” means the paying agent appointed pursuant to the Third Supplemental Resolution and serving in such capacities in accordance with the Third Supplemental Resolution; and “principal office” of the Agent means the office thereof designated in writing to the Board; provided, that the Agent may designate separate principal offices for all other Series of SRF Bonds issued under the Master Resolution.

“Agent Member” means a member of, or participant in, the Depository.

“Authorized Denomination” shall mean \$5,000 or any integral multiple thereof.

“Bond Purchase Agreement” means the agreement in substantially the form attached to the Third Supplemental Resolution as Exhibit C, between the Board and the Underwriters (acting through their duly designated representative), relating to the sale of the Series 2020 Bonds to the Underwriters for the price and subject to the terms and conditions set forth therein.

“Bondholder”, “Holder” or “Holder of a SRF Bond” means (i) the record owner of any Bond shown on the Register and (ii) so long as the Bonds are registered in accordance with the provisions of the Third Supplemental Resolution, the Depository.

“Book-entry form” or “book-entry system” means, with respect to the Series 2020 Bonds, a form or system, as applicable, under which (i) the ownership of beneficial interests in Series 2020 Bonds may be transferred only through a book-entry and (ii) physical Series 2020 Bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Holder, with the physical Series 2020 Bond certificates “immobilized” in the custody of the Depository or of the Agent on behalf of the Depository. The book-entry system is maintained by and is the responsibility of the Depository and not the Agent. The book-entry is the record that identifies, and records the

transfer of the interests of, the owners of beneficial (book -entry) interests in the Series 2020 Bonds.

“Business Day” means any day other than (i) a Saturday or Sunday, (ii) a legal holiday, or (iii) a day on which banking institutions in the city in which the designated office of the Agent is located and authorized by law or executive order to close.

“Chapter 1371” means Chapter 1371, Texas Government Code.

“Computation Amount” means the surplus proceeds (rounded to the next higher \$5,000 denomination) equal to the remainder of (i) thirty percent (30%) of the Net Proceeds less proceeds of the Series 2020 Bonds directly or indirectly used to make loans or grants to Political Subdivisions as of the last day of the One-Year Computation Period (but not less than zero) or (ii) ninety-five percent (95%) of the Net Proceeds less the proceeds of the Series 2020 Bonds directly or indirectly used to make loans or grants to Political Subdivisions as of the last day of the Three-Year Computation Period (but not less than zero).

“Counsel” means an attorney, or firm of attorneys, admitted to practice law before the highest court of any state in the United States of America or the District of Columbia, including Bond Counsel.

“CWSRF Match Bonds” means the principal amount of Series 2020 Bonds issued to provide matching funds for federal capitalization grants for the CWSRF, as certified to in writing by an Authorized Representative.

“Date of Delivery” means the date of delivery of the Series 2020 Bonds to the Underwriters.

“Depository” means The Depository Trust Company (a limited purpose trust company), New York, New York (“DTC”), until any successor Depository shall have become such pursuant to the applicable provisions of the Master Resolution and, thereafter, “Depository” shall mean the successor Depository. Any Depository shall be a securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book-entry system to record ownership of beneficial interests in Series 2020 Bonds, and to effect transfer of Series 2020 Bonds, in book-entry form.

“Designated Rating Agency” means any Rating Agency, identified by an Authorized Representative as a Designated Rating Agency for purposes of the Third Supplemental Resolution, which has issued a rating on the SRF Bonds in exchange for good and valuable consideration paid by the Board.

“DTC Participant” means the securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants.

“DWSRF Match Bonds” means the principal amount of Series 2020 Bonds issued to provide matching funds for federal capitalization grants for the DWSRF, as certified to in writing by an Authorized Representative.

“Financing Program” means the subordinate lien financing program established by the Board pursuant to the Master Resolution and pursuant to which the Board shall (i) authorize the issuance of SRF Bonds pursuant to a Supplemental Resolution or (ii) establish one or more Program Periods during which SRF Bonds may be issued in one or more Installments, in an aggregate principal amount not to exceed the amount permitted under the terms of the related Supplemental Resolution, all for the purposes authorized under the Master Resolution.

“First Supplemental Resolution” means the First Supplemental Resolution authorizing the issuance, sale and delivery of the Series 2018 Bonds, as the same may be amended or supplemented from time to time as permitted thereby.

“Fitch” means Fitch Ratings, Inc. and its successors and assigns; and, if such company shall no longer perform the functions of a securities rating agency, “Fitch” shall be deemed to refer to any other nationally recognized securities rating agency designated by an Authorized Representative by notice to the Agent.

“Interest Payment Date” means any interest payment date as so identified in the Bond Purchase Agreement.

“Letter of Representations” means the Blanket Letter of Representations between the Board and the Depository, or another such Letter of Representations if determined necessary by an Authorized Representative, each as amended or supplemented from time to time.

“Master Resolution” has the meaning assigned to that term in the recitals to the Third Supplemental Resolution.

“Maturity Date” means with respect to any Series 2020 Bond, the scheduled date or dates of final payment of such Series 2020 Bond, as so identified in the Bond Purchase Agreement.

“Moody’s” means Moody’s Investors Service, Inc., and its successors and assigns; and, if such company shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated by an Authorized Representative by notice to the Agent.

“MSRB” means the Municipal Securities Rulemaking Board.

“Net Proceeds” means the amounts received from the sale of the Series 2020 Bonds less proceeds used to pay costs of issuance, including any underwriters’ compensation, proceeds used to pay interest on Series 2020 Bonds during all or any portion of the One-Year Computation Period or the Three-Year Computation Period, as the case may be, and proceeds deposited to a reasonably required reserve or replacement fund.

“One-Year Computation Period” means the period ending on the last day of the one year period commencing on the Date of Delivery.

“Opinion of Bond Counsel” means any opinion of Bond Counsel and, as the context may require, any such opinion with respect to the excludability of interest on the Series 2020 Bonds, from gross income for federal income tax purposes and any other matters as required pursuant to the Third Supplemental Resolution. No such opinion delivered pursuant hereto shall be deemed unsatisfactory when required as a condition to any provision hereunder because such opinion states that interest on the Series 2020 Bonds which are the subject of the opinion is an item of tax preference or is includable in determining alternative minimum taxable income under the Code.

“Outstanding”, when used with reference to the Series 2020 Bonds at any date as of which the amount of outstanding Series 2020 Bonds is to be determined, means all Series 2020 Bonds which have been authenticated and delivered by the Agent hereunder, except:

- (a) Series 2020 Bonds canceled or delivered for cancellation at or prior to such date;
- (b) Series 2020 Bonds deemed to be paid in accordance with the Master Resolution;
- (c) Series 2020 Bonds in lieu of which others have been authenticated under Sections 2.09 and 2.10 of the Third Supplemental Resolution; and
- (d) For purposes of any consent, request, demand, authorization, direction, notice, waiver or other action to be taken by the holders of a specified percentage of outstanding Series 2020 Bonds under the Third Supplemental Resolution, all Series 2020 Bonds held by or for the account of the Board, except that for purposes of any such consent, request, demand, authorization, direction, notice, waiver or action the Agent shall be obligated to consider as not being outstanding only Series 2020 Bonds known by the Agent by actual notice thereof to be so held.

“Outstanding SRF Bonds” means the Series 2018 Bonds and the Series 2019 Bonds.

“Principal Payment Date” means any principal payment date as so identified in the Bond Purchase Agreement, including any scheduled mandatory sinking fund payment date.

“Rating Agency” means any nationally recognized statistical rating organization (as defined by Rule 15c3-1 of the General Rules and Regulations under the Securities Exchange Act of 1934) designated by an Authorized Representative by notice to the Agent.

“Record Date” means the close of business on the last Business Day of the month preceding an Interest Payment Date.

“Register” means the books kept and maintained by the Agent for the registration and transfer of Series 2020 Bonds pursuant to the Third Supplemental Resolution.

“Rule” means SEC Rule 15c2-12.

“S&P” means S&P Global Ratings, a Standard & Poor’s Financial Services LLC business, and its successors and their assigns; and, if such company shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by an Authorized Representative by notice to the Agent.

“SEC” means the United States Securities and Exchange Commission.

“Second Supplemental Resolution” means the Second Supplemental Resolution authorizing the issuance, sale and delivery of the Series 2019 Bonds, as the same may be amended or supplemented from time to time as permitted thereby.

“Series 2018 Bonds” means the SRF Bonds issued pursuant to the First Supplemental Resolution.

“Series 2019 Bonds” means the SRF Bonds issued pursuant to the Second Supplemental Resolution.

“Series 2020 Bonds” means the SRF Bonds issued pursuant to the Third Supplemental Resolution.

“Significant Borrower” means any Political Subdivision whose outstanding aggregate principal amount of bonds issued by such Political Subdivision and held in the Portfolio Account comprises at least twenty percent (20%) in aggregate principal amount of all Political Subdivision Bonds held in the CWSRF Portfolio Account or the DWSRF Portfolio Account, as the case may be.

“Third Supplemental Resolution” means the Third Supplemental Resolution authorizing the issuance, sale and delivery of the Series 2020 Bonds, as the same may be amended or supplemented from time to time as permitted thereby.

“Three-Year Computation Period” means the period ending on the last day of the three year period commencing on the Date of Delivery.

“Underwriters” means Siebert Williams Shank & Co. LLC together with other firms designated in the Bond Purchase Agreement, as the underwriters for the Series 2020 Bonds.

APPENDIX B

**INFORMATION REGARDING THE
CLEAN WATER STATE REVOLVING FUND
AND THE
DRINKING WATER STATE REVOLVING FUND**

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STATE REVOLVING FUNDS

Federal Overview

Title VI of the Federal Water Pollution Control Act of 1972, as amended by the Water Quality Act of 1987, as amended, 33 U.S.C. 1251 *et seq.* (the “Federal Clean Water Act”), established a clean water (wastewater) state revolving fund program. Under this program, each state is required to establish a revolving fund administered by the state or an instrumentality of the state in order to accept from the United States Environmental Protection Agency (“EPA”) federal grants for eligible projects, including the construction of publicly-owned treatment works, storm water management, reduction of demand for publicly-owned treatment works capacity through water conservation, efficiency, or reuse, nonpoint source pollution control projects and other authorized purposes pursuant to the Federal Clean Water Act (“CWSRF Capitalization Grants”). As a condition to receiving a CWSRF Capitalization Grant, the revolving fund established by a state is required to be perpetual, into which the CWSRF Capitalization Grant must be deposited, and a state must provide state matching funds at least equal to 20% of the CWSRF Capitalization Grant. Historically, proceeds of general obligation bonds issued by the Board have been used to provide the matching funds. Funds in a state revolving fund are permitted to be applied to provide financial assistance to eligible Political Subdivisions in a number of ways, including making direct loans, buying or refinancing local debt obligations, and providing loan guarantees.

In 1996, amendments to the Federal Safe Drinking Water Act, 42 U.S.C. Section 300f *et seq.*, as supplemented and amended (the “Federal Drinking Water Act” and together with the Federal Clean Water Act, the “Federal Act”), established a safe drinking water revolving fund program. Under this program, each state is required to establish a revolving fund administered by the state or an instrumentality of the state in order to accept from the EPA federal grants for eligible drinking water projects pursuant to the Federal Safe Drinking Water Act (“DWSRF Capitalization Grants,” and together with CWSRF Capitalization Grants, “Federal Capitalization Grants”). As a condition to receiving a DWSRF Capitalization Grant, the revolving fund established by a state is required to be perpetual, into which the DWSRF Capitalization Grant must be deposited, and a state must provide state matching funds at least equal to 20% of the DWSRF Capitalization Grant. Historically, proceeds of general obligation bonds issued by the Board and general revenues of the State have been used to provide such matching funds. The Drinking Water State Revolving Fund (the “DWSRF”) Political Subdivision Bonds serve to protect the public health and to achieve compliance with the Federal Drinking Water Act. The safe drinking water revolving fund is used to provide financial assistance to publicly-owned or privately owned water systems in connection with the planning, design, development, construction, repair, extension, improvement, remodeling, alteration, rehabilitation, reconstruction or acquisition of all or a portion of a public water system.

State matching funds provided to obtain CWSRF Capitalization Grants and DWSRF Capitalization Grants are referred to herein as “State Match.”

CWSRF Program. In 1987, legislation was adopted in the State establishing a program to comply with the state revolving fund requirements set forth in the Federal Clean Water Act. State law (codified in Subchapter J of Chapter 15 of the Texas Water Code), established the state water pollution control revolving fund (the “CWSRF”) to implement Title VI of the Federal Clean Water Act. This legislation designates the Board as the state instrumentality to apply for and administer CWSRF Capitalization Grants that are available through the Federal Clean Water Act. Projects which are eligible to be financed through the CWSRF are generally wastewater system improvements although the Water Resources Reform and Development Act of 2014 (Pub. Law 113-121) expanded considerably the projects eligible to be financed through the CWSRF.

The CWSRF is permanent and is not subject to federal fiscal year or state fiscal year limitations. The Board has been designated as the entity to make application to the EPA for CWSRF Capitalization Grants relating to the CWSRF program, and has overall responsibility for all financial and technical administration of the CWSRF program and providing financial assistance to eligible political subdivisions for eligible projects.

DWSRF Program. In 1997, legislation was adopted in the State establishing a program to comply with the state revolving fund requirements set forth in the Federal Drinking Water Act. Subchapter J of Chapter 15 of the Texas Water Code was amended to establish the DWSRF to implement the 1996 amendments to the Federal Drinking Water Act. This legislation designates the Board as the state instrumentality to apply for and administer DWSRF

Capitalization Grants that are available through the Federal Drinking Water Act. Projects which are eligible to be financed through the DWSRF are generally limited to drinking water system improvements and refinancing debt incurred for qualifying drinking water system improvements.

The DWSRF is permanent and is not subject to fiscal year limitations. The Board has been designated as the entity to make application to the EPA for DWSRF Capitalization Grants relating to the DWSRF program, and has overall responsibility for all financial and technical administration of the DWSRF program and providing financial assistance to eligible borrowers for eligible projects.

As of November 30, 2019, the Board has received the following Federal Capitalization Grants, including grant funds received under the American Recovery and Reinvestment Act of 2009, and funded the required State Match contributions:

	<u>CWSRF</u>	<u>DWSRF</u>	<u>Total</u>
Capitalization Grants, net of transfers	\$ 2,394,824,141	\$ 1,557,714,350	\$ 3,952,538,491
State Match	<u>423,140,456</u>	<u>299,414,925</u>	<u>722,555,381</u>
Total	<u>\$ 2,817,964,597</u>	<u>\$ 1,857,129,275</u>	<u>\$ 4,675,093,872</u>

	<u>CWSRF</u>	<u>DWSRF</u>	<u>Total</u>
Revenue Bonds Outstanding	\$ 243,420,000	\$ 258,665,000	\$ 502,085,000
GO State Match Bonds Outstanding	<u>115,163,516</u>	<u>82,964,256</u>	<u>198,127,772</u>
Total	<u>\$ 358,583,516</u>	<u>\$ 341,629,256</u>	<u>\$ 700,212,772</u>

Availability of Federal Capitalization Grants

The federal government authorized appropriations for CWSRF Capitalization Grant funds in Federal Fiscal Years 1989 through 1994 under the Federal Clean Water Act to enable states to establish and capitalize their state revolving funds. Although appropriations under the Federal Clean Water Act expired in 1994, Congress has continued to appropriate funds for Federal Capitalization Grants through Federal Fiscal Year 2020 by means of budgetary appropriation. No assurances can be given that Congress will continue to appropriate funds for Federal Capitalization Grants after Federal Fiscal Year 2020 or that any such grants will be deposited into either the CWSRF or the DWSRF. If federal financial support ceases, it is anticipated that state revolving funds such as the CWSRF and the DWSRF will be maintained by non-federal sources of funding including Repayments on Political Subdivision Bonds.

Agreements with and Requirements of EPA

Federal Capitalization Grant Agreements. In connection with the receipt of Federal Capitalization Grants, the Board has entered into a series of annual agreements with the EPA. The agreements set forth the objectives of the SRFs and any specific program requirements. The agreements also set forth the responsibilities of the Board which include the management of the financial aspects of the SRFs, the environmental and project construction aspects of the SRFs. Annually, the Board prepares an Intended Use Plan (“IUP”) that describes how program funds are expected to be used to support the overall goals of the programs and includes projects the Board expects to finance from the SRFs. The EPA conducts annual performance reviews of the SRFs to ensure compliance with EPA guidelines and future state eligibility for Federal Capitalization Grants. The Board periodically submits various reports and documentation for review by the EPA. The current IUP was filed by the Board with the EPA on August 14, 2019.

CWSRF Capitalization Grants or DWSRF Capitalization Grants are provided to the Board through payments made to the Board’s account on the EPA’s Automated Clearing House Payment System. In accordance with the requirements of the current annual agreement between the Board and EPA, in order to receive CWSRF Capitalization Grants or DWSRF Capitalization Grants, the State will, by Board resolution, make a binding commitment to deposit from lawfully available sources the required state match of 20 percent of the capitalization grant payment on or before the time the payment is received.

Equivalency (“Crosscutter”) Requirements. There are a number of federal laws, executive orders, and federal policies that apply to projects and activities receiving federal financial assistance, regardless of whether the federal laws authorizing the assistance make them applicable. These federal authorities related to the environment, social policies, and economic policies are referred to as cross-cutting authorities or crosscutters. Crosscutters (the “Crosscutter Requirements”) apply to all equivalency projects and activities assisted with CWSRF funds and beginning in State Fiscal Year 2020, apply to all equivalency projects and activities assisted with DWSRF funds. The federal anti-discrimination laws, however, apply to all projects. The Board designates a group of projects elected to follow Crosscutter Requirements, in an amount not less than the Federal Capitalization Grants received, as the case may be, in order to comply with the federal requirements. Projects funded from the CWSRF and the DWSRF that are subject to the Crosscutter Requirements are referred to by the Board as equivalency projects and Political Subdivision Bonds for equivalency projects currently receive lower interest rates.

Non-Equivalency Project Requirements. All other CWSRF and DWSRF funded projects (Non-Equivalency) are required to be developed in accordance with certain EPA guidelines and state law regarding financial, engineering and other construction practices that are similar to the requirements a project seeking funding in the public market would experience.

Priority System

All projects are evaluated by the Board to determine eligibility for program funding. The Board determines the projects that will receive various funding and interest rate options based on criteria established annually in the programs’ annual IUP. An initial group of projects, based on rank order, is invited to submit applications. These projects would fulfill the program requirements and goals of the CWSRF and DWSRF, such as providing additional subsidization and meeting reserve requirements. For subsequent invitations, applications are accepted on a “first-come-first-served” basis, and projects may be added to the IUP later in the fiscal year.

Additional Subsidies

The annual Federal Capitalization Grant may require that an additional subsidy be provided to eligible borrowers. Currently, the Board has elected to provide this additional subsidy in the form of principal forgiveness. For CWSRF and DWSRF programs, both the maximum permissible amount and any minimum required amount of additional subsidy to be provided is established in the authorizing statutes and the annual federal appropriations act. In order to meet the additional subsidy requirement, the Board offers opportunities for principal forgiveness. The CWSRF program currently offers principal forgiveness for Disadvantaged Communities, Green projects, and Emergency Relief projects. The DWSRF programs offers principal forgiveness for Disadvantaged Communities, Green projects, Very Small Systems, and Urgent Need projects.

Composition of Political Subdivision Bonds

The particular Political Subdivision Bonds (also referred to herein as “PSBs”) acquired by the Board and held within the CWSRF and the DWSRF will vary. No assurances can be given that the profile of Political Subdivision Bonds at any time in the future will remain similar to that at the time of issuance of the Series 2020 Bonds. See “Appendix D - Summary Of Political Subdivision Bonds” for a description of the Political Subdivision Bonds held in the CWSRF Portfolio Account and DWSRF Portfolio Account as of August 31, 2019. The Board does not require the political subdivision to obtain a rating from a rating agency for the Political Subdivision Bonds to be eligible for purchase by the Board.

Procedures for Purchase of Political Subdivision Bonds

Project review and recommendation for approval is conducted by teams that include engineers, project managers, financial analysts, environmental review staff, attorneys and other technical staff. In addition, Board support staff observe the progress of the projects.

During submission of an application for funding, prospective applicants must submit preliminary engineering and environmental documentation which will identify the potential environmental impacts known at that time, engineering feasibility, and eligibility of the project as well as the project’s ability to conform with State requirements

for design and wastewater treatment operations. The application documents will also demonstrate how State and federal loan program requirements and other applicable State and federal requirements will be satisfied during the design and construction of the project. Additionally, the financial analysts review the application and evaluate the financial, economic and demographic conditions of the applicant to evaluate the ability of the applicant to repay the loan. This review and evaluation is incorporated into a recommendation prepared by the staff and presented to the Board for consideration.

Upon Board approval, a loan commitment is offered by the Board to the eligible borrower which obligates the Board to purchase Political Subdivision Bonds upon compliance with various requirements as outlined in the commitment letter by the Board and upon the availability of funds by the Board.

Under Board rules, an eligible borrower may be required to execute a “financing agreement” prior to the pricing in the public debt markets of bonds to be sold by the Board. Such financing agreements include performance obligations on the part of the eligible borrower and the Board provisions to allow for the cancellation by the eligible borrower; compensation to the Board for any costs and loan origination risks assumed by the Board; and conditions under which the Executive Administrator may extend or cancel the financing agreement.

Attorney General Approval of Political Subdivision Bonds

Prior to purchasing Political Subdivision Bonds pledged as security for the SRF Bonds, the office of the General Counsel for the Board reviews and approves the legal instruments relating to the project. The Attorney General of Texas also reviews the Political Subdivision Bonds for legality; the Board may not purchase Political Subdivision Bonds unless the Political Subdivision Bonds have received an approving opinion from the Attorney General of the State. Upon approval by the Attorney General of the State, the Comptroller of Public Accounts of the State (“Comptroller”) registers the securities, and the Political Subdivision Bonds issued by the Political Subdivision are valid, binding and incontestable against a statutory challenge, as provided by the Texas Water Code.

The Board’s Regional Water Project Development teams monitor the construction of all projects to ensure that projects are built in accordance with the approved plans and specifications and in conformity with state and federal requirements. The Board’s Financial Compliance staff monitors all eligible borrowers in order to ensure that each complies with its bond resolution and finance-related covenants and regulations including such matters as (a) authorized uses of bond proceeds, (b) flow of funds required by bond documents, (c) auditing and financial reporting, (d) ongoing financial stability and solvency and (e) system insurance coverage.

Political Subdivision Bond Rates Below Bond Rate

The interest rate charged to each Political Subdivision will be determined in accordance with the rules of the Board which may be subject to change from time to time (see “Lending Policy and Terms of Political Subdivision Bonds,” below) and the annual IUP. The interest rate on SRF Bonds (including the Series 2020 Bonds) may affect the interest rate subsidy the Board establishes each year under various funding options specified in the IUP. In the event the Board has insufficient funds to pay principal or interest on the Series 2020 Bonds, Political Subdivisions are not required to pay amounts in excess of the interest rate on the Political Subdivision Bonds purchased by the Board. In particular, Political Subdivisions are not required to make up revenue shortfalls of the Board resulting from payment defaults of other Political Subdivisions or from insufficient investment earnings.

Credit of Eligible Borrowers

Some eligible borrowers may not have or may not be able to obtain ratings on their outstanding debt obligations. Eligible borrowers need not have ratings or obtain credit ratings on their Political Subdivision Bonds purchased by the Board. In some instances, the Political Subdivision’s authorization of the Political Subdivision Bonds reserves the right to issue obligations with a lien on the security pledged senior to the lien supporting the Political Subdivision Bonds purchased by the Board. A number of specific and general conditions may adversely affect the ability of eligible borrowers to repay their loans. An economic downturn or recession may adversely affect an eligible borrower’s ability to generate revenues from one or all sources securing its Political Subdivision Bonds including, without limitation, property taxes.

Lending Policy and Terms of Political Subdivision Bonds

The Board establishes the financial terms and conditions of Political Subdivision Bonds, including the type of obligation purchased. The Board may consider any relevant factors in establishing the terms and conditions, including the creditworthiness of the eligible borrowers. The Board must determine that an eligible borrower has the ability to repay the debt service on the entity's bonds. For the CWSRF program, in accordance with the Federal Clean Water Act and the Board's rules, the maximum term is 30 years, provided it does not exceed the projected useful life of the project. For the DWSRF program, in accordance with the Federal Drinking Water Act and the Board's rules, the maximum term is 30 years, provided it does not exceed the expected design life of the project. Pursuant to the Federal Clean Water Act, Federal Drinking Water Act and the SRF Act, the Board can initiate Political Subdivision Bonds at or below market interest rates, including interest-free Political Subdivision Bonds.

The Board offers eligible borrowers a fixed rate of interest on Political Subdivision Bonds purchased. Fixed interest rates for the CWSRF program Political Subdivision Bonds under the State Fiscal Year 2020 IUP are calculated at 165 basis points (1.65%) lower than the eligible borrower's alternative cost of funds if the eligible borrower is complying with the Crosscutter Requirements (Equivalency projects) and 130 basis points (1.30%) lower than the eligible borrower's alternative cost of funds if the eligible borrower is not complying with the Crosscutter Requirements (Non-Equivalency projects). Fixed interest rates for the DWSRF program Political Subdivision Bonds under the State Fiscal Year 2020 IUP are calculated at 155 basis points (1.55%) lower than the eligible borrower's alternative cost of funds if the eligible borrower is complying with the Crosscutter Requirements (Equivalency projects) and 125 basis points (1.25%) lower than the eligible borrower's alternative cost of funds if the eligible borrower is not complying with the Crosscutter Requirements (Non-Equivalency projects). See "Agreements with and Requirements of EPA – Equivalency ("Crosscutter") Requirements" and "Agreements with and Requirements of EPA - Non-Equivalency Project Requirements" herein. An eligible borrower's alternative cost of funds is calculated based on the market pricing for the type of security the eligible borrower is providing to the Board and the underlying credit rating of the security pledged for the Political Subdivision Bond. See "Political Subdivision Bonds" herein for more information on the different types of security pledges accepted by the Board. This aspect of the interest rate policy is intended to provide a subsidy level that is equitable across a range of credit profiles. The Board's interest rate policy is subject to change by the Board.

Political Subdivision Bonds

Pursuant to the Texas Water Code, Political Subdivision Bonds purchased by the Board can be payable from a pledge of ad valorem taxes, water system net revenues, wastewater system net revenues, net revenues of a combined water and wastewater system or any combination of pledges of taxes, assessments and/or utility system(s) (including gas or electric) revenues. The Board has purchased some Political Subdivision Bonds, the security of which has a lien on and pledge of revenues subordinate to outstanding and future debt of the Political Subdivision. The Board anticipates continuing its practice of purchasing some Political Subdivision Bonds with a subordinate lien pledge. For Political Subdivision Bonds payable solely from revenues, including those with subordinate lien revenue pledges, the Board generally requires a reserve fund of one year's average annual debt service and a coverage test to be met for the issuance of any additional bonds.

The Board also requires each eligible borrower to maintain adequate insurance coverage on the project being constructed and to provide annual audited financial statements. The Board continually monitors the portfolio for delinquent accounts. If a payment is three days late, the collection process begins with calls to the eligible borrower and/or paying agent bank. Negotiations continue daily until the payment is collected. No late bond payments have exceeded 37 days past the scheduled due date. Most late payments fall in the three to ten day range. **To date, there have been no payment defaults on the Political Subdivision Bonds currently on deposit in the DWSRF Portfolio Account or on deposit in the CWSRF Portfolio Account.**

Currently, the Political Subdivision Bonds held within the CWSRF Portfolio Account and the DWSRF Portfolio Account include a range of credits. Below is a description of four categories of the security pledges of the Political Subdivision Bonds held within the CWSRF Portfolio Account and the DWSRF Portfolio Account. Political Subdivisions need not have ratings or obtain credit ratings on Political Subdivision Bonds purchased by the Board. See "Appendix D – Summary Of Political Subdivision Bonds."

General Obligations. When a Political Subdivision issues a general obligation, its full faith and credit are pledged to secure payment when due of the principal of and interest on the obligation. State law requires the eligible borrower to levy taxes that will be collected in amounts and at the times sufficient to make debt service payments. If the eligible borrower fails to make a payment when due, the owner of a general obligation, such as the Board, can bring suit for mandamus to require the tax levy to be collected and applied to debt service. General obligations typically require voter approval.

The tax levy described above may be limited depending upon the type of eligible borrower issuing the general obligations. Water districts, including municipal utility districts, operating pursuant to Article XVI, Section 59 of the Texas Constitution are authorized to issue bonds payable from ad valorem taxes unlimited as to rate or amount. However, general obligation bonds issued by municipalities are payable from a limited ad valorem tax.

Municipalities which operate pursuant to the home rule charter provisions of Article XI, Section 5 of the Texas Constitution are limited to a tax rate of not to exceed \$2.50 per \$100 assessed valuation for all municipal purposes, including the payment of debt service on bonds. The home rule charter approved by the voters of the municipalities may, and often does, provide for a lower tax rate limitation. There are requirements set forth in Article XI, Section 5 of the Texas Constitution which must be satisfied in order for a municipality to be eligible to seek home rule status including a requirement that a municipality contain a population of more than 5,000 inhabitants and that the municipality hold an election at which a majority of the voters approve adoption of a home rule charter. A Type A general law municipality with a population of 5,000 or less is limited to a tax rate of not to exceed \$1.50 per \$100 assessed valuation for all municipal purposes; provided, however, under certain circumstances a tax rate not to exceed \$0.25 per \$100 assessed valuation may be imposed. A general law municipality with a population of 5,000 or more is limited to a tax rate of not to exceed \$2.50 per \$100 assessed valuation for all municipal purposes.

Revenue Obligations. When an eligible borrower issues a revenue obligation, the obligation is a limited obligation payable solely from the revenues that are specifically pledged. Revenue bonds are not a debt of the issuer, but solely a charge upon the properties of the systems so encumbered. The holder of such revenue bonds does not have the right to demand payment out of any funds raised or to be raised by taxation.

Municipalities, including home rule and general law municipalities, are authorized pursuant to Chapter 1502, Texas Government Code, as amended, to issue bonds payable from the revenues of their electric system, water system, sewer system or sanitary disposal equipment and appliances or natural gas system, parks and or swimming pools, any combination of the forgoing, or all such systems. The expense of operation and maintenance of the systems, including, without limitation, all salaries, labor, materials, interest, repairs and extensions necessary to render efficient service is a first lien against the revenues of such systems. Pursuant to State law, municipalities must charge and collect a rate sufficient to pay all operating, maintenance, depreciation, replacement, betterment, interest charges and all debt service requirements relating to such system.

Combination General Obligation and Revenue Obligations. Combination General Obligation and Revenue Obligations, which may be in the form of bonds or certificates of obligation, are payable from a combination of ad valorem property taxes, with the same tax rate limitations as discussed above under “General Obligations,” and revenues from various types of systems such as waterworks, sewer, gas and electric or any combination thereof as authorized pursuant to Chapter 1502, Texas Government Code and as discussed above under “Revenue Obligations.” The revenue pledge may be limited to surplus revenues only or may include all net revenues after the payment of necessary operation and maintenance expenses.

Contract Revenue Bonds. When an eligible borrower issues Contract Revenue Bonds, the bonds are a limited obligation payable solely from the payments to be received pursuant to a contract. Certain eligible borrowers are authorized pursuant to State law to issue bonds payable from contract payments due from the beneficiary of the facilities constructed with the proceeds of the bonds issued. In the instance of the CWSRF and DWSRF, a municipality is typically the contracting party which is responsible for debt service payments on the bonds. Generally such contract payments are payable as an operation and maintenance expense of a municipality’s waterworks and sewer system and therefore have a first lien on the revenues of such systems and are paid prior to paying debt service on any obligations of a municipality payable from the same type of revenue pledge.

As of the date of this Official Statement, there are no Significant Borrowers. No Political Subdivision is expected to become a Significant Borrower as a result of the acquisition of Political Subdivision Bonds by the Board with the proceeds of the Series 2020 Bonds.

SRF Administration Costs

CWSRF

Pursuant to the current provisions of the Federal Clean Water Act, the maximum annual amount of the CWSRF that may be used to cover the reasonable costs of administering the fund is the greatest of the following: 1. an amount equal to four percent of all CWSRF Capitalization Grants received by the Board less any amounts that have been used in previous years to cover administrative expenses; 2. \$400,000; or 3. one-fifth of one percent of the current valuation of the CWSRF. The current Board policy on origination fees for funding provided pursuant to the State Fiscal Year 2020 IUP assesses a one-time fee of 175 basis points (1.75%) of the CWSRF loan amount, not including the amount of the loan origination fee. An origination fee is not assessed on the principal forgiveness amount.

In 1995, the Texas Legislature passed legislation authorizing the Board to charge eligible borrowers seeking financial assistance from the CWSRF an origination fee and an annual fee. This legislation also authorized the Board to establish a fund (the "CWSRF Administrative Cost Recovery Fund") to finance the costs of administration of the CWSRF. The CWSRF Administrative Cost Recovery Fund must be held outside the State Treasury and separate from the CWSRF. The Board must use money deposited to the credit of the CWSRF Administrative Cost Recovery Fund to pay the Board's costs of administering the CWSRF, including the cost of servicing debt obligations of eligible borrowers funded from the CWSRF. The Board may transfer moneys on deposit in the CWSRF Administrative Cost Recovery Fund to the CWSRF to the extent necessary to prevent a default in the payment of debt service on SRF Bonds or Subordinate Obligations. Moneys so transferred, however, shall not constitute Pledged SRF Revenues under the Resolution.

In December 2006, the Board established the Expense Account within the CWSRF to hold moneys derived from CWSRF Capitalization Grants that will be used to pay costs of operating and administering the CWSRF ("Operating Expenses of the CWSRF"). The Master Resolution created the CWSRF Expense Account. The CWSRF Expense Account is held by the Comptroller outside the State Treasury, separate and apart from all other funds and accounts of the Comptroller, including the other accounts within the CWSRF. The Board may transfer CWSRF Capitalization Grant funds to the CWSRF Expense Account in an amount allowable under law. Such transfers will be made no later than the last Business Day of each month in an amount not to exceed the amounts permitted under the Federal Clean Water Act. Moneys in the CWSRF Expense Account may be used for the purpose of paying Operating Expenses of the CWSRF.

In the Federal Fiscal Year 2002 Appropriations Act, legislation was enacted to allow loan origination and servicing fees (the "fees") collected from Political Subdivisions and funded by the proceeds of CWSRF PSBs to be excluded from the amount eligible for administration of the CWSRF program under the Federal Act. Federal appropriations have continued to allow this exclusion. If future legislation is not enacted to allow the fees to be funded from the proceeds of CWSRF PSBs without counting against the administrative amounts of the CWSRF, then it is anticipated that the Board will require Political Subdivisions to pay the fees from sources other than the proceeds of CWSRF PSBs.

DWSRF

Pursuant to the current provisions of the Federal Drinking Water Act, the maximum annual amount of the DWSRF that may be used to cover the reasonable costs of administering the fund, and to provide technical assistance to public water systems, is the amount of any fees collected by the State, regardless of the source; and the greatest of (1) \$400,000, (2) one-fifth of one percent of the current valuation of the DWSRF, and (3) an amount equal to four percent of all grant awards to the DWSRF. The current Board policy on origination fees for funding provided pursuant to the State Fiscal Year 2020 IUP assesses a one-time fee of 200 basis points (2.00%) of the DWSRF loan amount, not including the amount of the loan origination fee. An origination fee is not assessed on the principal forgiveness amount.

In 1995, the Texas Legislature passed legislation authorizing the Board to charge eligible borrowers seeking financial assistance from the DWSRF an origination fee and an annual fee. This legislation also authorized the Board to establish a fund (the “DWSRF Administrative Cost Recovery Fund”) to finance the costs of administration of the DWSRF. The Administrative Cost Recovery Fund must be held outside the State Treasury and separate from the DWSRF. The Board must use money deposited to the credit of the Administrative Cost Recovery Fund to pay the Board’s costs of administering the DWSRF, including the cost of servicing debt obligations of eligible borrowers funded from the CWSRF. The Board may transfer moneys on deposit in the Administrative Cost Recovery Fund to the DWSRF to the extent necessary to prevent a default in the payment of debt service on the Series 2020 Bonds or Subordinate Obligations. Moneys so transferred, however, shall not constitute Pledged SRF Revenues under the Resolution.

In December 2006, the Board established the Expense Account within the DWSRF to hold moneys derived from DWSRF Capitalization Grants that will be used to pay costs of operating and administering the DWSRF (“Operating Expenses of the DWSRF”). The Master Resolution created the DWSRF Expense Account. The DWSRF Expense Account is held by the Comptroller outside the State Treasury, separate and apart from all other funds and accounts of the Comptroller, including the other accounts within the DWSRF. The Board may transfer DWSRF Capitalization Grant funds to the DWSRF Expense Account in an amount allowable under law. Such transfers will be made no later than the last Business Day of each month in an amount not to exceed the amounts permitted under the Federal Drinking Water Act. Moneys in the DWSRF Expense Account may be used for the purpose of paying Operating Expenses of the DWSRF.

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APPENDIX C

**INFORMATION REGARDING THE
TEXAS WATER DEVELOPMENT BOARD**

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TEXAS WATER DEVELOPMENT BOARD

General

The Board is an agency of the State and was created by constitutional amendment in 1957. Its mission is to provide leadership, information, education, and support for planning, financial assistance, and outreach for the conservation and responsible development of water for Texas. The Board is responsible for long-range water planning in the State. The Board is primarily responsible for the State's financial programs associated with the water industry, including the establishment of policy for the financial programs.

The Board initially was given authorization to issue as general obligations of the State \$200,000,000 in "Water Development Bonds" for the "construction of dams, reservoirs and other water storage projects." Subsequent amendments to the Constitution and enabling legislation expanded the types of water-related facilities eligible for Board financial assistance to include all components of water supply, wastewater (sewage) conveyance and treatment, flood control, municipal solid waste management and agricultural water conservation projects. The Board may also execute contracts with any agency of the United States for the acquisition and development of storage facilities in the State and reservoirs constructed by the federal government, which contracts constitute general obligations of the State.

The primary focus of the Board prior to 1985 was to provide loans to assist communities that found it a hardship to obtain funding from other sources. Constitutional amendments and legislative changes implemented in 1985 broadened the eligibility criteria to include regional water, wastewater, municipal solid waste management, flood control projects, and water projects that involved the conversion from a ground water supply source to a surface supply. In 1987, with the creation of the CWSRF, all political subdivisions (no hardship or regional criteria required) became eligible to apply for financial assistance for wastewater treatment projects. In 1989, a constitutional amendment and legislation authorized the Board to provide loan and grant assistance to construct potable water supply and sanitary sewer systems in impoverished areas through the Economically Distressed Areas Program ("EDAP").

Since 1957, the Legislature and the voters of the State have approved constitutional amendments increasing the Board's bond issuance authority and authorized funding purposes, such that under the various Sections in Article III of the State Constitution (Sections 49-c, 49-d, 49-d-1, 49-d-2, 49-d-5, 49-d-6 and 49-d-7, referred to herein as the "Development Fund I Constitutional Provisions"), the Board was authorized to issue up to \$2.48 billion in Water Development Bonds to augment the Texas Water Development Fund ("Development Fund I"). Pursuant to such authorization, the Board has issued \$1,467,190,000 of Water Development Bonds. Development Fund II ("Development Fund II") was established pursuant to Section 49-d-8, which was approved by the voters of the State on November 4, 1997. Development Fund II is a fund in the State Treasury separate and legally distinct from Development Fund I. All of the liabilities and assets formerly held in the Texas Water Development Fund I have been transferred to Development Fund II.

Organizational Structure

In addition to its constitutional and statutory responsibilities in providing and administering Development Fund II and other financial programs, the Board is responsible for establishing policy in connection with the State Revolving Fund programs administered by the EPA. The Board also is responsible for administering the State Water Implementation Fund for Texas ("SWIFT") and the issuance of revenue bonds through the State Water Implementation Revenue Fund for Texas ("SWIRFT") to provide financial assistance to political subdivisions in implementing the State Water Plan. The Board is primarily responsible for the State's financial programs associated with the water and wastewater industry including the establishment of policy for the financial programs and the employment of an Executive Administrator.

Board Members

The Board is composed of three full-time members who are appointed by the Governor and confirmed by the Texas Senate, and will serve staggered six-year terms. A person appointed to the Board may not serve for more than two six-year terms. In accordance with State law, the Board must appoint the Executive Administrator of the Board.

The Board meets at least monthly in Austin, Texas and holds additional meetings as needed. The Board considers financial assistance applications from eligible applicants, awards grants for water-related research and planning, and conducts other Board business, such as approving the State Water Plan.

The members of the Board currently are:

Peter M. Lake, Chairman. Appointed to the Board by Governor Greg Abbott effective December 15, 2015. Mr. Lake has held a variety of financial roles in a number of industries. He served as director of research and head of automated trading at Gambit Trading, a member firm of the Chicago Board of Trade and the Chicago Mercantile Exchange, leading the firm's market research initiatives and directing the development of its first automated trading programs. He also traded interest rate derivatives, primarily focusing on U.S. Treasury bond futures. Additionally, Mr. Lake served as director of business development for Lake Ronel Oil Company, where he focused on financial analysis of upstream oil and gas opportunities. Mr. Lake was director of special operations for VantageCap Partners and played a key role in the due diligence, valuation and transactional aspects of the successful divestment of the firm's primary investment. Mr. Lake was born and raised in Tyler, Texas. He graduated with a bachelor of arts in public policy with a specialization in economics from the University of Chicago, and he earned a master's of business administration from Stanford University's Graduate School of Business. Mr. Lake's term expires February 1, 2021.

Kathleen Jackson, Member. Appointed to the Board by Governor Rick Perry effective March 18, 2014, and reappointed to a new term by Governor Greg Abbott on March 9, 2017. Ms. Jackson has a diverse background representing agricultural, environmental, industrial and wholesale-supply interests, which includes developing and implementing water management strategies for Southeast Texas. As a registered professional engineer, Ms. Jackson served as public affairs manager for one of the world's largest petroleum and petrochemical producers. Additionally, she was involved in production agriculture with her late husband, who ran a cattle operation and farmed rice. She served as a past member of the Lower Neches Valley Authority Board of Directors, the Texas Water Conservation Association, and participated on the Sabine and Neches Rivers Bay and Estuary Environmental Flows Assessment Program Stakeholders Committee. She is also a board member and past president of the Lamar Institute of Technology Foundation, a sustaining member of the Junior League of Beaumont, a member of the Texas Farm Bureau, past president of the American Cancer Society of North Jefferson County, and a past board member of Junior Achievement of the Golden Triangle. Ms. Jackson received a bachelor's degree in chemical engineering from North Carolina State University. Ms. Jackson's term expires February 1, 2023.

Brooke T. Paup, Member. Appointed to the Board by Governor Greg Abbott, effective February 22, 2018 and reappointed to a new term by Governor Greg Abbott, on February 6, 2019. Ms. Paup most recently served as the Director of Legislative Affairs for the Texas Comptroller of Public Accounts and is formerly the Deputy Division Chief of Intergovernmental Relations for the Office of the Attorney General. While with the Office of the Attorney General, Ms. Paup was a Special Assistant for Policy and Research on public finance and legislative and special litigation issues, including SWIFT and SWIRFT. Ms. Paup is a member of the Texas State Bar and holds a Juris Doctorate from Texas Tech School of Law and is an alumna of Texas A&M University with a Bachelor's of Arts degree. Ms. Paup has been appointed for a term set to expire February 1, 2025.

Key Staff Members

Jeff Walker, Executive Administrator. Mr. Walker was named Executive Administrator of the TWDB on May 19, 2016. He has served in various positions at the TWDB for more than 25 years, including as an agricultural conservation specialist, a financial analyst, a non-point source coordinator, and director of Project Development. In his most recent role as Deputy Executive Administrator of Water Supply and Infrastructure, his areas of responsibility included state water planning, project development, financial assistance, project funds disbursement, financial program administration, water use and population projections, facility needs assessment, project inspection, and reporting. Mr. Walker holds a Master of Business Administration from Texas State University and a Bachelor of Science in Agricultural Economics from Texas A&M University.

Amanda Lavin, Assistant Executive Administrator. Ms. Lavin has more than 25 years of experience in public financing of infrastructure projects in Texas. She previously served as assistant deputy for the office of Water Supply and Infrastructure and helped supervise the implementation of the SWIRFT program. Prior to joining the TWDB, Ms. Lavin was a financial advisor to various political subdivisions in the Austin and Houston areas.

Jessica Peña Zuba, Deputy Executive Administrator, Water Supply and Infrastructure. Ms. Zuba joined the TWDB in July 2001. She was named the Deputy Executive Administrator of Water Supply and Infrastructure in May 2016. Prior to this role, she served as the director of Regional Water Planning and Development, which entailed managing six multi-disciplined regional teams that implement water and wastewater projects across the state. Her past positions at the TWDB also include team manager for the Northeast Region of the state and financial analyst. Ms. Zuba holds a Bachelor's degree in Business Administration with the distinction of magna cum laude from St. Edward's University.

Rebecca Trevino, Chief Financial Officer. Ms. Trevino joined the Board as its Chief Financial Officer in August 2016. Prior to this appointment, she served as the Deputy Chief Financial Officer for the Texas Health & Human Services Commission. Ms. Trevino has served in various financial leadership roles during her career, including that of Chief Financial Officer for the Texas Department of Assistive and Rehabilitative Services and the Texas Water Development Board. She holds a Bachelor of Business Administration degree in Accounting from The University of Texas at Austin and is a Certified Public Accountant.

Georgia Sanchez, Director, Debt and Portfolio Management, and Development Fund Manager. Ms. Sanchez joined the TWDB in March 2017. She previously served more than 23 years with the City of Austin, Texas in roles including Assistant Treasurer and Investment Officer, where she managed cash, investments, and debt programs, and Corporate Budget Manager, overseeing the implementation of the city's Capital Improvements Plan. She holds a Bachelor of Business Administration degree in International Business from The University of Texas at Austin.

Joe Reynolds, Interim General Counsel. Joe Reynolds serves as Interim General Counsel of the TWDB having previously served as Assistant General Counsel working primarily with state and federal funding programs and groundwater issues. Before joining the TWDB in March 2007, Reynolds practiced in the areas of oil & gas, utility law, healthcare, and water law. Reynolds is a graduate of St. John's College in Santa Fe, the University of Texas School of Library and Information Science, and Baylor University School of Law with a focus on the practice of administrative law.

Financial Assistance Programs other than the CWSRF and DWSRF Programs

Below is a brief summary of additional financial assistance programs, other than CWSRF and DWSRF, administered by the Board and funded with general revenues or the proceeds of general obligation bonds of the State.

Texas Water Development Funds.

Development Fund I and Development Fund II are used to provide loans to eligible applicants for the construction of local or regional water supply, wastewater treatment, flood control and municipal solid waste management projects. These funds are funded through the issuance of general obligation bonds issued by the Board on behalf of the State of Texas pursuant to Sections 49-c, 49-d, 49-d-1, 49-d-2, 49-d-5, 49-d-6, 49-d-7, 49-d-8, 49-d-9, 49-d-10, 49-d-11, and 49-d-14 of Article III of the Texas Constitution. Development Fund I is no longer active, and the Board has no current intention to issue bonds to augment Development Fund I. The Board has established the following major accounts within Development Fund II: the EDAP Account, the Financial Assistance Account, and the State Participation Account. The Board has also established the EDAP Bond Payment Account, the Financial Assistance Bond Payment Account, the State Participation Bond Payment Account, and other accounts (including specifically the Water Infrastructure Fund Bond Payment Account) necessary for the proper administration of Development Fund II, as determined by the Board. See "2019 Constitutional Amendments" below for a discussion of voter approval of general obligation bonds in support of EDAP.

Water Assistance Fund.

The Water Assistance Fund is funded through appropriations made by the Legislature, and provides grants and loans at an interest rate set by Board rule to eligible political entities for water supply and treatment projects, wastewater treatment projects, flood control projects, purchasing an interest in reservoirs and providing grants up to

100% of funding for water research, and matching grants for flood protection and regional water supply and wastewater feasibility planning.

Water Infrastructure Fund

In 2001, the Legislature added provisions to Chapter 15 of the Texas Water Code creating the Water Infrastructure Fund in furtherance of the public purpose of conserving and developing the water resources of the State. The Water Infrastructure Fund may be used (i) to make loans to political subdivisions for projects to conserve, mitigate, convey and develop water resources of the State (“WIF Projects”); (ii) to make grants, low interest loans, or zero interest loans to political subdivisions for WIF Projects to serve areas outside metropolitan statistical areas in order to ensure that the projects are implemented, or for WIF Projects to serve economically distressed areas; (iii) to make loans for planning and design costs, permitting costs and other costs associated with State or federal regulatory activities with respect to WIF Projects; (iv) as a source of revenue or security for the payment of principal and interest on bonds issued by the Board if the proceeds of the sale of such bonds will be deposited in the Water Infrastructure Fund; and (v) to pay the necessary and reasonable expenses of the Board in administering the Water Infrastructure Fund. In 2003, the previously mentioned provisions were designated within Chapter 15 of the Texas Water Code as Subchapter Q.

The Board may direct the Comptroller of Public Accounts of the State (“Comptroller”) to transfer amounts to the Water Infrastructure Fund to provide financial assistance under the Texas Water Code for the purposes provided in Subchapter Q, specifically for the uses described above, as listed in Section 15.974, Texas Water Code, as amended. Subchapter Q further provides that the Water Infrastructure Fund may be used as a source of revenue for the repayment of debt service on “Financial Assistance Bonds,” the proceeds of which have been deposited into the Water Infrastructure Fund.

Rural Water Assistance Fund.

Chapter 15, Subchapter R, of the Texas Water Code authorizes and governs the Rural Water Assistance Fund (“RWAFF”), which is a special fund in the State Treasury. The RWAFF may be used, among other purposes, to (i) provide low interest loans to Rural Political Subdivisions (as defined below) for water or water related projects and for water quality enhancement projects, including the construction of infrastructure facilities for wholesale or retail water and sewer service, desalination projects, the purchase or lease of well water fields; the construction of infrastructure facilities for wholesale purchase or lease of rights to produce groundwater; onsite or wetland wastewater treatment facilities; and interim financing of construction projects, (ii) finance water projects in the State Water Plan or regional water plan or (iii) enable a Rural Political Subdivision to obtain water or wastewater service supplied by larger political subdivisions or to finance the consolidation or regionalization of neighboring political subdivisions, or both. The RWAFF may also be used to (a) contract for outreach, financial, planning, and technical assistance to assist Rural Political Subdivisions in obtaining financial assistance from any source for any purpose that could be funded by the RWAFF and (b) buy down interest rates on loans or provide grants to Rural Political Subdivisions. A “Rural Political Subdivision” is a nonprofit water supply or sewer service corporation, district, or municipality with a service area of 10,000 or less in population; or that otherwise qualifies for financing from a federal agency; or a county in which no urban area exceeds 50,000 in population.

The Board may direct the Comptroller to transfer amounts from the Financial Assistance Account to the RWAFF to provide financial assistance under the Texas Water Code for the purposes provided in Subchapter R, specifically for the uses described above, as listed in Section 15.994, Texas Water Code, as amended. Subchapter R further provides that the RWAFF may be used as a source of revenue for the repayment of debt service on Financial Assistance Bonds, the proceeds of which have been deposited into the RWAFF.

Texas Agricultural Water Conservation Bond Program.

Article III, Section 50-d of the Constitution (adopted in 1985) authorizes the Board to issue general obligation Texas Agricultural Water Conservation Bonds. Subchapter J was added to Chapter 17 of the Texas Water Code, implementing the Agricultural Water Conservation Bond Program and creating the Agricultural Water Conservation Fund (the “Agriculture Fund”).

Money in the Agriculture Fund may be used to provide grants to State agencies to fund conservation programs or conservation projects, provide grants or loans to certain political subdivisions for conservation programs or conservation projects, provide linked deposits to certain financial institutions for loans to certain entities and individuals for conservation projects, pay for the Board's conservation programs, pay costs of issuance for and debt service due on Texas Agricultural Water Conservation Bonds, and to pay the Board's related administrative expenses. Conservation programs, certain costs of which may be financed from the Agriculture Fund, include: (a) agricultural water conservation technical assistance programs; (b) research, demonstration, technology transfer, or educational programs relating to agricultural water use and conservation; (c) precipitation enhancement programs; and (d) any other agricultural water conservation program defined by Board rule. Conservation projects, certain costs of which may be financed from the Agriculture Fund, include projects that: (a) improve water use efficiency; (b) prepare irrigated land for conversion to dry land conditions; (c) prepare dry land for more efficient use of precipitation; (d) purchase and fund the acquisition and installation of devices on public or private property to indicate the amount of water withdrawn for irrigation; (e) prepare and maintain land to be used for brush control activities; and (f) implement any other agricultural water conservation project defined by Board rule.

State Water Implementation Fund for Texas Program.

Pursuant to Subchapter C of Chapter 16 of the Texas Water Code, the Legislature directed the Board to prepare, develop, formulate, and adopt a comprehensive state water plan (the "State Water Plan") prior to January 2002. Thereafter, the Board has been responsible for preparing, developing, formulating and adopting a State Water Plan before the end of each successive five-year period. For purposes of developing the State Water Plan, the State is divided into 16 regional water planning areas. Each regional water planning group for each regional water planning area must prepare a regional water plan and submit the plan to the Board for approval. Upon adoption of the State Water Plan, the Board is required to deliver the State Water Plan to the Governor, the Lieutenant Governor and the Speaker of the Texas House of Representatives, and present the adopted State Water Plan for review to the appropriate legislative committees in the Legislature. The 2017 State Water Plan was adopted by the Board on May 19, 2016. The 2017 State Water Plan is available on the website of the Board, at <http://www.twdb.texas.gov/waterplanning/swp/2017/index.asp>.

In 2013, the 83rd Regular Session of the Legislature enacted enabling legislation to implement provisions relating to the proposed constitutional amendments that created SWIFT and SWIRFT to enhance the ability of the State to provide financial assistance for projects to implement the State Water Plan. With the adoption of the two amendments to the Texas Constitution as described below, the plan envisioned by the Legislature was implemented. Revenue bonds issued to support the "State Water Implementation Fund for Texas Program" are issued through the SWIRFT.

At an election held on November 5, 2013, the voters of Texas approved constitutional amendments which added two new sections to Article III of the Constitution. Generally, Section 49-d-12 provided for the appropriation of \$2 billion from the State's economic stabilization fund to create and fund SWIFT as a special fund in the state treasury outside the general revenue fund of the State. Section 49-d-13 created SWIRFT as a special fund in the state treasury outside the general revenue fund of the State.

Section 49-d-12 provides that money in SWIFT shall be administered, without further appropriation, by the Board for the purpose of implementing the State Water Plan. In addition, Section 49-d-12 authorizes the Legislature to authorize the Board to enter into bond enhancement agreements to provide a source of revenue or security for general obligation bonds or revenue bonds issued by the Board, the proceeds of which are used to finance State Water Plan projects, provided, that the bond enhancement agreements do not exceed the capacity of SWIFT to fully support such agreements. Moneys to be made available under the terms of a bond enhancement agreement are contributed solely from SWIFT. Subchapter G of Chapter 15 of the Texas Water Code provides that the Board has legal title to the money and investments of SWIFT to be used without further appropriation for the sole purpose of implementing the State Water Plan. Responsibility for the management and investment of SWIFT is conferred on the Texas Treasury Safekeeping Trust Company, a special-purpose trust company incorporated by the Comptroller under authority granted by Subchapter G of Chapter 404, Texas Government Code, which holds and invests SWIFT for and in the name of the Board.

The goal of the State Water Implementation Fund for Texas Program is to achieve funding of approximately \$27 billion of water projects over 50 years from 2015 and that the original \$2 billion capitalization of SWIFT is available in perpetuity. Subchapter G of Chapter 15 of the Texas Water Code provides that in each five year period between adoptions of a new State Water Plan, the Board shall undertake to apply not less than 10 percent of SWIFT funds to support projects that are for rural political subdivisions or agricultural water conservation, and 20 percent of SWIFT funds to support projects, including agricultural irrigation projects, that are designed for water conservation or reuse.

In accordance with State law, \$2 billion from the State's economic stabilization fund was appropriated and transferred to SWIFT. As of February 29, 2020, \$711,191,003 has been transferred from SWIFT to provide a source of revenue or security for SWIRFT revenue bonds issued by the Board, as further described below. SWIFT is administered by the Texas Treasury Safekeeping Trust Company ("TTSTC"). According to information available from TTSTC, as of December 31, 2019 SWIFT has a balance of approximately \$1.7 billion. Information relating to the administration of SWIFT by the TTSTC can be found at its website, TTSTC.org.

Section 49-d-13 authorizes the Legislature to authorize the Board to issue bonds and enter into related credit agreements that are payable from revenues available to SWIRFT. Obligations issued or incurred pursuant to Section 49-d-13 are special obligations payable solely from amounts in SWIRFT. Moneys in SWIRFT consist of moneys transferred or deposited to the credit of SWIRFT by law; the proceeds of any fee or tax that may be imposed by the State in the future that by statute is dedicated for deposit to the credit of SWIRFT; any other revenue that the Legislature dedicates for deposit to SWIRFT; investment earnings on amounts credited to SWIRFT; bond proceeds, including proceeds from revenue bonds issued for SWIRFT; repayments of political subdivision obligations made from SWIRFT; money from the sale, transfer, or lease of a project acquired, constructed, reconstructed, developed, or enlarged with money from SWIRFT; and money disbursed to SWIRFT from SWIFT.

The Board may use money in SWIRFT (i) as a source of revenue or security for the payment of the principal of and interest on revenue bonds issued by the Board under Subchapter H of Chapter 15 of the Texas Water Code, other bonds issue by the Board if the proceeds of SWIRFT revenue bonds will be deposited in the SWIRFT, (ii) to acquire political subdivision obligations or other assets from another fund or account administered by the Board, or (iii) to pay necessary and reasonable costs incurred by the Board in administering SWIRFT. Money deposited to the credit of SWIRFT must be invested as determined by the Board. Subchapter H of Chapter 15 of the Texas Water Code also authorizes that Board to issue revenue bonds for the purpose of providing money for SWIRFT. Revenue bonds issued under Subchapter H of Chapter 15 of the Texas Water Code are special obligations of the Board payable only from and secured by designated income and receipts of SWIRFT, and do not constitute indebtedness of the State.

As of November 30, 2019, the Board has issued ten series of SWIRFT revenue bonds, aggregating \$5,709,995,000 in principal amount outstanding. The following entities are Significant Borrowers under the SWIRFT revenue bond indentures: Tarrant Regional Water District; Lone Star Regional Water Authority; Palo Pinto County Municipal Water District No. 1; North Harris County Regional Water Authority; Sabine River Authority of Texas; North Fort Bend Water Authority; and the North Texas Municipal Water District (the "District"). The District finances improvements pursuant to wholesale regional water supply contracts with various municipal counterparties ("Member Cities"). Four of the District's Member Cities, the Cities of Garland, Mesquite, Plano, and Richardson, filed a petition in 2016 with the Public Utility Commission of Texas (the "PUC") to appeal wholesale water rates charged by the District to the Member Cities. On February 27, 2020, the PUC determined that certain wholesale water rates charged by the District adversely affect the public interest within the meaning of the PUC's rules. However, on April 17, 2020, the PUC met in open meeting and reversed its decision for a cost of service hearing. The PUC issued an Order directing the parties to mediation. The parties are to agree on a mediator by May 7, 2020, or the PUC will appoint one at its May 14, 2020 open meeting. According to the District's EMMA filing dated February 28, 2020, the District has advised that it is unable to make any predictions as to the substantive requirements of any final preliminary order, as to when the cost of service hearing will commence, or as to any potential result of such hearing. Neither the State of Texas nor the Board are parties to the petition or any related hearings. All pleadings in the PUC actions are available at the PUC's website, www.puc.texas.gov. All of the District's event notices related to the PUC actions can be accessed through the MSRB's EMMA system.

2019 Constitutional Amendments

House Joint Resolution 4 – A constitutional amendment was submitted to the voters of Texas pursuant to House Joint Resolution 4 (“HJR 4”) proposing to add Section 49-d-14 to Article III of the Texas Constitution. At an election held on November 5, 2019, the voters of Texas approved the submitted amendment. This amendment creates the Flood Infrastructure Fund (“FIF”) as a special fund in the State treasury outside the general revenue fund. The FIF will be administered by the TWDB and will provide financing for drainage, flood mitigation, or flood control projects in conjunction with a one-time transfer of \$793 million from the State’s economic stabilization fund, commonly called the “Rainy Day Fund.”

Senate Joint Resolution 79 – A constitutional amendment was submitted to the voters of Texas pursuant to Senate Joint Resolution 79 (“SJR 79”) proposing to add Section 49-d14 to Article III of the Texas Constitution. At an election held on November 5, 2019, the voters of Texas approved the submitted amendment. This amendment authorizes the TWDB to issue general obligation bonds at its determination and on a continuing basis for the EDAP account of the Development Fund II in amounts such that the aggregate principal amount of the bonds issued under this authority does not exceed \$200 million. As defined by law, the proceeds of these bonds shall be used to provide financial assistance for the development of water supply and sewer service projects in the economically distressed areas of the state. In addition, the Legislature passed Senate Bill 2452 (“SB 2452”) proposing several programmatic changes to EDAP. Among other changes, SB 2452 reduces the maximum amount of EDAP grants within the program from 90% to 70% and establishes a prioritization system for EDAP applications.

Cybersecurity

The State’s Office of the Chief Information Security Officer, in conjunction with the Statewide Information Security Advisory Committee, created a strategic plan for the State that focuses on cybersecurity initiatives. The plan, adopted January 2018, addresses the goals of engagement, tooling, staffing, response and outreach. In addition to compliance with such plan, the Board has adopted information technology policies and procedures, including risk management policies and procedures that are reviewed and updated annually. The Board employs other routine and standard processes that ensure the security of information resources as well, such as an annual controlled penetration test, a biennial Information Security Risk Assessment conducted by a 3rd-party and a Board Security Plan that is updated every two years. There have been no material cybersecurity incidents that have impacted the operation or financial condition of the Board.

Sunset Review of the Board

The Board is subject to review, but not abolishment, under the Texas Sunset Act, Chapter 325, Texas Government Code (the “Sunset Act”), by the Sunset Advisory Commission (the “Commission”). The Board was most recently reviewed in 2011 and is subject to review every 12th year thereafter. The Legislature, however, is not prohibited from considering legislation addressing the programs performed by the Board prior to such date. Pursuant to the Sunset Act, the Commission is required to make recommendations to the Legislature regarding the reorganization, consolidation or transfer of programs administered by the Board. The Sunset Act further prohibits the Legislature from enacting legislation which would in any way affect the Board’s continuing obligations, including the Series 2020 Bonds.

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APPENDIX D

SUMMARY OF POLITICAL SUBDIVISION BONDS

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**SUMMARY OF POLITICAL SUBDIVISION BONDS
AS OF AUGUST 31, 2019**

The Political Subdivision Bonds listed under the headings CWSRF Political Subdivision Bonds and DWSRF Political Subdivision Bonds are held in the CWSRF Portfolio Account and DWSRF Portfolio Account, respectively, which were created by the Master Resolution adopted by the Board on March 1, 2018, and Repayments of such Political Subdivision Bonds will be Security for the SRF Bonds, available to make debt service payments on the Outstanding SRF Bonds, including the Series 2020 Bonds.

CLEAN WATER STATE REVOLVING FUND POLITICAL SUBDIVISION BONDS SUMMARY

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Abilene	COMB TAX & SPLS REV C/O, SER 2018	02/15/39	18,370,000
Acton MUD	UTIL SYS REV BDS SER 2018	05/01/38	7,820,000
Acton MUD	UTIL SYS REV BDS NEW SER 2017	05/01/28	495,000
Agua SUD	WW & SS REV BDS SER 2015	08/01/45	7,700,000
Agua SUD	WW & SS REV BDS SER 2014A	08/01/44	2,180,000
Alamo	WWKS & SS REV BD, SER 2018	03/01/47	10,335,000
Alamo	WW & SS REV BDS SER 2017	03/01/37	910,000
Alamo	WW & SS REV BDS SER 2007	03/01/27	1,925,000
Alba	COMB TAX & SURPLUS REV C/O SER 2018	08/15/48	985,000
Aledo	TAX & WW & SS SURPLUS REV C/O SER 2012	08/15/42	1,585,000
Aledo	TAX & WW & SS SURPLUS REV C/O 2011A	08/15/42	2,880,000
Aledo	TAX & WW & SS SURPLUS REV C/O SER 2010A	08/15/42	1,810,000
Alice	COMB TAX & SURPLUS REV C/O SER 2010	02/01/41	1,550,000
Alice	COMB TAX & SURPLUS REVENUE C/O SER 2009	02/01/41	3,207,000
Alton	COMB TAX & REV C/O SER 2017	08/15/47	475,000
Alvord	TAX & WW & SS SURPLUS REV C/O SER 2004A	10/01/23	125,000
Amarillo	WW & SS REV BDS NEW SER 2018A	04/01/38	11,885,000
Amarillo	WW & SS REV BDS NEW SER 2014	04/01/33	6,170,000
Anahuac	COMB TAX & REV C/O SER 2017B	10/15/47	11,210,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Angelina & Neches RA	CONTRACT REV BDS (ANGELINA CO FWSD #1 WASTEWATER PROJECT) SER 2017	10/01/47	1,395,000
Angelina & Neches RA	CONTRACT REV BDS (ANGELINA CO FWSD #1 WASTEWATER PROJ) SER 2016	10/01/45	1,805,000
Angelina & Neches RA	CONTRACT REV BDS (ANGELINA CO FWSD # 1 WASTEWATER PROJ) SER 2014	10/01/24	125,000
Anthony	COMB TAX & SURPLUS REV C/O SER 2009A	08/15/39	3,280,000
Aransas Pass	COMB TAX & SUB LIEN REV C/O SER 2005	02/01/25	415,000
Arcola	TAX & REV C/O SER 2008A	03/01/38	1,060,000
Arlington	WTR & WSTWTR SYS REV BD, SER 2019C	06/01/39	4,435,000
Arlington	W & WW SYS REV BDS SER 2018	06/01/37	4,405,000
Arlington	W & WW SYS REV BDS SER 2017	06/01/36	4,265,000
Arlington	W & WW SYS REV BDS SER 2016	06/01/36	1,765,000
Arlington	W & WW SYS REV BDS SER 2014	06/01/34	2,555,000
Arlington	W & WW SYS REV BDS SER 2010	06/01/30	7,635,000
Austin	W & WW SYS REV BDS SER 2010	11/15/41	24,385,000
Azle	WW & SS REV BDS SER 2010	02/01/30	8,905,000
Bacliff MUD	U/L TAX BDS SER 2004	09/01/25	2,010,000
Bacliff MUD	U/L TAX BDS SER 2002	09/01/23	1,475,000
Bedford	COMB TAX & REV C/O SER 2012	02/01/32	420,000
Bell Co WCID # 2	UTIL SYS REV BD SER 2008	09/01/29	680,000
Blanco	COMB TAX & SPLS REV C/O, SER 2019	08/15/48	2,465,000
Blanco	COMB TAX & SURPLUS REV C/O SER 2017B	08/15/47	3,050,000
Bonham	COMB TAX & SPLS REV C/O, SER 2019A	02/15/49	4,810,000
Bonham	COMB TAX & SURPLUS REV C/O SER 2016	02/15/46	3,570,000
Bonham	COMB TAX & REV CO SRS 2005A	02/15/26	570,000
Brady	COMB TAX & SPLS WWKS & SS REV C/O, SER 2019A	09/01/50	8,400,000
Brady	COMB TAX & SPLS WWKS & SS REV C/O, SER 2019B	09/01/50	2,035,000
Brady	COMB TAX & SURPLUS WASTEWATER & ELEC SYS REV C/O SER 2012	09/01/24	750,000
Breckenridge	COMB TAX & SURPLUS REV C/O SER 2013	03/15/44	715,000
Bridgeport	COMB TAX & REV C/O SER 2003	08/15/22	400,000
Brownsboro	COMB TAX & REV C/O SER 2004	08/15/24	210,000
Bryan	WW & SS REV BDS NEW SER 2011	07/01/30	11,925,000
Buffalo Gap	COMB TAX & REV C/O SER 2011	11/15/41	330,000
Burnet	COMB TAX & SURPLUS REV C/O SER 2012	02/01/42	7,830,000
Burnet	COMB TAX & SURPLUS REV C/O SER 2010	02/01/40	8,265,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Caddo Mills	COMB TAX & SURPLUS REV C/O SER 2012	08/15/41	3,735,000
Cameron	COMB TAX & SURPLUS REV C/O SER 2016B	03/01/42	10,690,000
Cameron	COMB TAX & SURPLUS REV C/O SER 2012	03/01/32	600,000
Cameron	COMB TAX & SURPLUS REV C/O SER 2004	02/01/24	615,000
Cameron	COMB TAX & SURPLUS REV C/O SER 2003-A	02/01/24	230,000
Castroville	UTIL SYS REV BDS SER 2017	08/01/47	1,405,000
Castroville	UTIL SYS REV BDS SER 2015B	08/01/45	7,930,000
Castroville	UTIL SYS REV BDS SER 2015	08/01/35	2,460,000
Castroville	UTIL SYS REV BDS SER 2013A	02/01/23	160,000
Center	COMB TAX & REV C/O WW & SS SURPLUS REV SER 2012	02/15/35	1,670,000
Cibolo Creek MA	REV BDS SER 2012	07/10/37	19,015,000
Cibolo Creek MA	REV BDS SER 2010	07/10/31	1,780,000
Cibolo Creek MA	REV BDS SER 2002	07/10/22	260,000
Cisco	COMB TAX & SURPLUS REV C/O SER 2018B	02/15/49	1,550,000
Cisco	COMB TAX & REV C/O SER 2014	02/15/24	250,000
Cleveland	COMB TAX & REV C/O SER 2011	03/01/31	1,555,000
Cleveland	COMB TAX & REV C/O SER 2009	03/01/29	335,000
Colorado City	COMB TAX & SPLS REV C/O, SER 2019	03/15/39	2,650,000
Comanche	COMB TAX & SURPLUS REV C/O SER 2013A	09/01/44	680,000
Commerce	COMB TAX & REV C/O SER 2010C	02/15/40	2,455,000
Commerce	COMB TAX & REV C/O SER 2007	08/15/27	800,000
Cotulla	COMB TAX & REV C/O SER 2017A	02/01/47	3,350,000
Cranfills Gap	COMB TAX & REV C/O SER 2001	09/01/21	125,000
Cushing	WW & SS REV BDS SER 2014	09/01/44	470,000
Cypress Creek UD	U/L TAX BDS SER 2018A	09/01/47	2,970,000
Dallas	WWKS & SS REV BD, SER 2019A	10/01/48	22,000,000
Dallas	WW & SS REV BDS SER 2018A	10/01/47	22,000,000
Del Rio	COMB TAX & REV C/O, SER 2019A	06/01/48	500,000
Del Rio	COMB TAX & REV C/O, SER 2019C	06/01/48	5,500,000
Del Rio	COMB TAX & REV C/O SER 2012A	06/01/42	4,260,000
DeLeon	COMB TAX & REV C/O SER 2009	02/15/29	1,150,000
Dell City	COMB TAX & SURPLUS REV C/O SER 2014	02/15/24	50,000
Detroit	WW & SS REV BDS SER 2000	07/01/20	75,000
Dublin	COMB TAX & SPLS UTIL SYS REV C/O, SER 2018	12/15/48	2,900,000
Early	COMB TAX & SURPLUS REV C/O SER 2015	02/15/46	8,135,000
East Cedar Creek FWSD	UTIL SYS REV BDS SER 2004	01/01/25	565,000
Eastland	COMB TAX & SURPLUS REV C/O SER 2017	02/15/37	6,105,000
Eastland	COMB TAX & REV C/O, SER 2008-A	02/15/29	585,000
Edinburg	UTIL SYS JR LIEN REV BDS SER 2008	03/01/29	2,350,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
El Campo	TAX & SURPLUS REV C/O SER 2015	02/01/25	90,000
El Paso	MUN DR UTIL SYS REV BDS SER 2009A	03/01/31	1,290,000
Eldorado	COMB TAX & SURPLUS REV C/O SER 2016	08/01/36	500,000
Eldorado	COMB TAX & SURPLUS REV C/O SER 2013A	08/01/35	920,000
Ennis	COMB TAX & REV C/O SER 2018A	02/01/38	4,295,000
Eules	WW & SS REV BDS SER 2018	07/15/38	2,660,000
Eules	WW & SS REV BDS SER 2015B	07/15/35	2,020,000
Evadale WCID # 1	TAX & REV BDS SER 2001	07/01/22	315,000
Fairfield	COMB TAX & REV C/O SER 2002	09/01/22	1,075,000
Farmersville	TAX & UTIL SYS SURPLUS REV C/O SER 2017	06/15/37	5,560,000
Farwell	COMB TAX & WW & SS SURPLUS REV C/O SER 2018	02/15/38	1,425,000
Fort Bend Co FWSD # 1	U/L TAX BDS SER 2010	08/15/39	4,265,000
Fort Bend Co FWSD # 1	SAN SEWER SYS U/L TAX BDS SER 2006A	08/15/27	3,195,000
Fort Worth	W & SS REV BDS SER 2017	02/15/47	15,095,000
Fort Worth	W & SS REV BDS SER 2015	02/15/35	31,660,000
Fort Worth	WATER & SS REV BDS SER 2010B	02/15/30	16,515,000
Fort Worth	W & SS SUB LIEN REV BDS SER 2007A	03/01/27	15,860,000
Gatesville	UTIL SYS REV BD, SER 2019	09/01/39	10,000,000
Gladewater	COMB TAX & SURPLUS REV C/O SER 2017B	08/15/37	3,740,000
Granbury	COMB TAX & SPLS REV C/O, SER 2018B	08/15/48	34,950,000
Grand Prairie	WTR & WSTWTR SYS REV BD, NEW SER 2019	01/15/39	3,180,000
Grand Prairie	W & WW SYS REV BDS SER 2017	01/15/30	4,330,000
Greater Texoma UA	CONTRACT REV BDS, SER 2019 (CITY OF POTTSBORO PROJ)	06/01/49	8,420,000
Greater Texoma UA	CONTRACT REV BDS SER 2018 (CITY OF GUNTER PROJ)	08/15/38	2,195,000
Greater Texoma UA	CONTRACT REV BDS SER 2017 (CITY OF ECTOR PROJ)	10/01/47	470,000
Greater Texoma UA	CONTRACT REV BDS SER 2016 (CITY OF SADLER PROJECT)	10/01/41	155,000
Greater Texoma UA	CONTRACT REV BDS SER 2015 (CITY OF WHITEWRIGHT PROJECT)	10/01/35	565,000
Greater Texoma UA	CONTRACT REV BDS SER 2015A (CITY OF SHERMAN PROJECT)	10/01/35	3,155,000
Greater Texoma UA	CONTRACT REV BDS SER 2014B (CITY OF VAN ALSTYNE PROJ)	06/01/34	1,390,000
Greater Texoma UA	CONTRACT REV BDS SER 2014 (CITY OF SHERMAN PROJECT)	10/01/34	1,465,000
Greater Texoma UA	CONTRACT REVENUE BONDS SERIES 2014 (CITY OF KRUM PROJECT)	08/15/41	1,830,000
Greater Texoma UA	CONTRACT REV BDS SER 2012 (CITY OF KRUM PROJ)	08/15/41	2,500,000
Greater Texoma UA	CONTRACT REV BDS SER 2009B (CITY OF MELISSA PROJECT)	06/01/29	895,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Greater Texoma UA	CONTRACT REV BDS SER 2009A (CITY OF SHERMAN PROJECT)	10/01/29	2,720,000
Greater Texoma UA	CONTRACT REV BDS SER 2009 (CITY OF SHERMAN PROJECT)	10/01/29	1,735,000
Greater Texoma UA	CONTRACT REV BDS SER 2007 (CITIES OF ANNA & MELISSA PROJ)	06/01/28	1,880,000
Greater Texoma UA	CONTRACT REV BDS SER 2006 (CITIES OF ANNA & MELISSA PROJ)	06/01/26	1,685,000
Greater Texoma UA	CONTRACT REV BDS SER 2006 (CITY OF POTTSBORO PROJECT)	06/01/26	180,000
Greater Texoma UA	CONTRACT REV BDS SER 2000	07/01/20	65,000
Greenville	WW & SS REV BDS SER 2008	02/15/30	12,065,000
Groesbeck	COMB TAX & REV C/O SER 2007	02/15/27	800,000
Harris Co MUD # 33	U/L TAX BDS SER 2012	03/01/36	1,935,000
Harris Co MUD # 46	U/L TAX BDS SER 2009	05/01/32	1,865,000
Harris Co MUD # 50	WWKS & SS U/L COMB TAX & REV BD, SER 2018	03/01/47	2,705,000
Harris Co MUD # 50	WW & SS COMB U/L TAX & REV BDS SER 2015	03/01/34	1,985,000
Harris Co MUD # 50	WW & SS COMB U/L TAX & REV BDS SER 2007	03/01/28	800,000
Harris Co MUD # 148	U/L TAX BDS SER 2009A	04/01/31	1,780,000
Harris Co WCID # 36	U/L TAX BDS SER 2008	09/15/28	2,950,000
Harris Co WCID # 89	U/L TAX BDS SER 2009	10/01/26	3,220,000
Hidalgo Co MUD # 1	WW & SS REV BDS SER 2012	02/15/32	1,030,000
Hidalgo Co MUD # 1	WW & SS REV BDS SER 2008A	02/15/39	2,370,000
Honey Grove	COMB TAX & REV C/O SER 99	09/01/19	75,000
Houston	COMB UTIL SYS 1ST LN REV BD, SER 2019A	11/15/48	64,685,000
Houston	PUB IMP BDS, SER 2018A	03/01/41	44,065,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2018A	11/15/47	64,680,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2017A	11/15/46	63,720,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SERIES 2016A	11/15/45	57,660,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2015A	11/15/44	48,370,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2014A	11/15/43	56,225,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2013A	11/15/42	40,215,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2012E	11/15/42	40,870,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2011C	11/15/40	52,525,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2011B	11/15/40	20,440,000
Houston	COMB UTIL SYS FIRST LIEN REV REF BDS SER 2010A	11/15/39	11,520,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Houston	COMB UTIL SYS FIRST LIEN REV & REF BDS SER 2008C	11/15/37	42,800,000
Hudson	COMB TAX & UTIL SYS SURPLUS REV C/O SER 2017	08/15/36	3,375,000
Hudson	COMB TAX & UTIL SYS SURPLUS REV C/O SER 2015	08/15/35	335,000
Huntington	COMB TAX & SURPLUS REV C/O SER 2017	02/01/37	1,080,000
Huntington	COMB TAX & SURPLUS REV C/O SER 2014	02/01/24	75,000
Hurst	TAX & WW & SS (SURPLUS PLEDGE) REV C/O SER 2018	08/15/38	1,300,000
Hutto	TAX & SUBORD LIEN WW & SS REV C/O SER 2014	08/01/39	19,190,000
Hutto	TAX & WW & SS SUB LIEN REV C/O SER 2011A	08/01/36	1,945,000
Ingram	COMB TAX & SURPLUS REV C/O SER 2014	02/15/43	1,110,000
Ingram	COMB TAX & SURPLUS REV C/O SER 2013	02/15/23	80,000
Ingram	COMB TAX & SURPLUS REV C/O SER 2009	02/15/39	554,000
Jarrell	COMB TAX & REV C/O SER 2017	08/01/42	11,175,000
Jarrell	TAX & REV C/O SER 2008	08/01/38	1,245,000
Jarrell	TAX & REV C/O SER 2006	08/01/26	4,345,000
Jasper Co WCID # 1	U/L TAX BD, SER 2018	03/15/43	1,480,000
Jefferson	COMB TAX & SURPLUS REV C/O SER 2016B	02/15/37	1,480,000
Jefferson Co WCID # 10	UTIL SYS REV BDS SER 2017	08/15/37	910,000
Jefferson Co WCID # 10	U/L TAX BDS SER 2010	08/15/30	1,845,000
Johnson City	TAX & SURPLUS REV C/O SER 2015	08/01/35	835,000
Keller	COMB TAX & SURPLUS REV C/O'S SER 2012	02/15/32	4,050,000
Kermit	COMB TAX & REV C/O SER 2008	02/15/28	2,325,000
Kerr County	COMB TAX & SPLS REV C/O, SER 2018 (CENTER POINT/EAST KERR COUNTY WSTWTR SYS PROJ)	02/15/47	4,330,000
Kerr County	COMB TAX & SURPLUS REV C/O SER 2016	02/15/41	5,295,000
Kerr County	C/O SER 2012A	02/15/22	190,000
Kerrville	COMB TAX & SPLS REV C/O, SER 2018A	08/15/50	8,000,000
Kirbyville	TAX & LIGHT & POWER SURPLUS REV C/O SER 2015	08/15/35	1,115,000
La Joya	WW & WASTEWATER SYS FIRST LIEN REV BDS SER 2009	09/01/39	3,170,000
La Joya	WW & WASTEWATER SYS FIRST LIEN REV BDS SER 2007	03/01/27	907,000
La Porte	C/O SER 2017	03/15/37	9,710,000
Laguna Madre WD	WWKS & SS REV BD, SER 2019	03/01/34	5,425,000
Laguna Madre WD	WW & SS REV BDS SER 2016	03/01/36	4,975,000
Lake Worth	UTIL SYS REV BDS SER 2009	02/01/30	164,000
Laredo	WW & SS REV BDS SER 2015B	03/01/45	19,375,000
Laredo	SUBORD WW & SS REV BDS SER 2012	03/01/42	38,830,000
Liberty	UTIL SYS REV BDS SER 2016A	03/01/26	630,000
Liberty	TAX & REV C/O SER 2007	03/01/28	4,090,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Littlefield	COMB TAX & REV C/O SER 2006	02/15/27	920,000
Llano	COMB TAX & SURPLUS REV C/O SER 2018A	09/15/38	3,390,000
Llano	COMB TAX & SURPLUS REV C/O SER 2018C	09/15/38	630,000
Lorena	COMB TAX & REV C/O SER 2007	07/01/28	1,225,000
Los Fresnos	COMB TAX & SUBORD LIEN REV C/O SER 2015A (CLEAN WATER STATE REVOLVING FUND)	02/01/25	575,000
Los Fresnos	COMB TAX & SUBORD LIEN REV C/O SER 2009	02/01/39	4,025,000
Lower Valley WD	UTIL SYS REV BDS SER 2007	09/15/27	10,845,000
Lubbock	WTR & WSTWTR SYS REV BD, SER 2019	02/15/39	19,635,000
Lubbock	TAX & WW SYS SURPLUS REV C/O SER 2017	02/15/37	31,500,000
Marfa	WW & WASTEWATER SYS REV BD SER 2007	03/15/26	600,000
Marlin	COMB TAX & SURPLUS REV C/O SER 2012	07/01/42	2,790,000
Marlin	COMB TAX & REV C/O SER 2005A	07/01/26	1,250,000
McAllen	WWKS & SS REV BD, SER 2018-A	02/01/48	7,000,000
McAllen	WW & SS REV BDS SER 2016	02/01/47	7,070,000
McAllen	WW & SS REV BDS SER 2015	02/01/45	37,160,000
McAllen	WW & SS REV BDS SER 2013	02/01/43	5,625,000
McAllen	WW & SS REV BDS SER 2013B	02/01/23	1,230,000
McAllen	WW & SS REV BDS SER 2012	02/01/22	395,000
McAllen	WW & SS REV BDS SER 2009	02/01/40	28,420,000
Memorial Point UD	WW REV BDS SER 2016	04/01/36	1,860,000
Mercedes	UTIL SYS REV BDS SER 2013	02/15/33	2,455,000
Mercedes	COMB TAX & SUB LIEN REV C/O SER 2008	02/15/21	745,000
Mercedes	COMB TAX & SUBORD LIEN REV C/O SER 2006	02/15/26	435,000
Mission	WW & SS JR LIEN REV BDS SER 2015	02/15/44	14,670,000
Montgomery	TAX & SURPLUS REV C/O SER 2017A	03/01/37	990,000
Mount Calm	W & WW SYS REV BDS SER 98	09/01/19	5,000
Mount Vernon	COMB TAX & SURPLUS REV C/O SER 2013	09/01/43	430,000
Nacogdoches	WW&SS REV BDS SER 2004	03/01/25	3,295,000
North Fort Bend WA	W SYS JR LIEN REV BDS SER 2018A	12/15/40	2,070,000
North Fort Bend WA	W SYS JR LIEN REV BDS SER 2016A	12/15/40	9,080,000
NW Harris Co MUD # 22	WW & SS COMB U/L TAX & REV BDS SER 2015	04/01/30	2,310,000
Oak Ridge North	COMB TAX & REV C/O SER 2009	04/01/34	3,710,000
Olney	COMB TAX & REV C/O SER 2015	09/01/46	2,340,000
Olney	COMB TAX & REV C/O SER 2014	09/01/24	180,000
Orange Co WCID # 1	REV NOTES NEW SER 2011	08/15/31	9,870,000
Orange Co WCID # 1	U/L TAX BDS SER 2009	02/15/22	1,300,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Orange Co WCID # 2	WW & SS REV BDS SER 2013	03/01/23	200,000
Paducah	COMB TAX & REV C/O SER 2008	02/15/38	735,000
Palestine	WW & SS REV BDS SER 2009	07/15/29	340,000
Palestine	WW & SS REV BDS SER 2007	07/15/27	2,115,000
Palestine	WW & SS REV BDS SER 2006	07/15/25	315,000
Palestine	WW & SS JR LIEN REV BDS SER 2003	07/15/22	1,200,000
Pearland	W & SS REV BDS SER 2016B	09/01/25	8,635,000
Pearland	W & SS REV BDS SER 2016C	09/01/45	46,380,000
Pecos City	WW & WASTEWATER SYS REV BDS SER 2008	03/15/34	4,125,000
Pine Village PUD	WW & SS COMB U/L TAX & REV BDS SER 2000-B	03/01/20	190,000
Point	COMB TAX & REV C/O SER 2005	07/01/24	370,000
Port Arthur	COMB TAX & REV C/O SER 2015A	02/15/25	4,245,000
Quinlan	COMB TAX & SURPLUS REV C/O SER 2017	02/15/37	1,590,000
Ralls	UTIL SYS REV BDS SER 2014	02/01/24	75,000
Ranger	COMB TAX & SURPLUS REV C/O SER 2012	02/15/23	120,000
Raymondville	COMB TAX & SUB LIEN REV C/O SER 2010	04/01/40	1,000,000
Redwater	COMB TAX & REV C/O SER 2005	06/01/26	200,000
Rio Grande City	COMB TAX & REV C/O SER 2013 (TAXABLE)	02/15/33	1,490,000
Rio Grande City	COMB TAX & REV C/O SER 2007A	02/15/30	1,595,000
River Oaks	COMB TAX & SURPLUS REV C/O SER 2017A	06/15/47	6,600,000
Robstown	S SYS REV BDS SER 2014	12/01/35	410,000
Robstown	S SYS REV BDS SER 2011	12/01/41	2,295,000
Rogers	COMB TAX & SURPLUS REV C/O SER 2017A	08/15/47	2,150,000
Rogers	GO REF BDS SER 2017C	08/15/32	230,000
Roma	COMB TAX & REV C/O SER 2003	05/01/24	367,000
Roma	COMB TAX & REV C/O SER 99-C	05/01/20	220,000
Roscoe	COMB TAX & SURPLUS REV C/O SER 2013	02/15/45	955,000
Roscoe	COMB TAX & REV C/O SER 2007	02/15/27	600,000
Rosenberg	COMB TAX & REV C/O SER 2010	08/01/29	206,000
Roxton	COMB TAX & REV C/O SER 2007	07/01/27	500,000
Sabinal	COMB TAX & REV C/O SER 2010	08/15/25	180,000
San Antonio River Authority	WASTEWATER SYS REV IMP BDS SER 2017	01/01/38	9,080,000
San Antonio River Authority	WASTEWATER SYS REV IMP BDS SER 2013A	01/01/24	2,195,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2016E	05/15/46	13,295,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2014C	05/15/44	32,910,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2013D	05/15/43	50,815,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
San Antonio Water System	W SYS JR LIEN REV BDS SER 2012	05/15/42	15,545,000
San Antonio Water System	W SYS JR LIEN REV & REF BDS SER 2011A	05/15/41	14,540,000
San Antonio Water System	W SYS JR LIEN REV & REF BDS SER 2010A	05/15/40	13,580,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2009	05/15/39	41,210,000
San Antonio Water System	W SYS JR LIEN REV & REF BDS SER 2007	05/15/27	3,625,000
San Augustine	TAX & REV C/O SER 2010	02/15/40	1,010,000
San Jacinto RA	SPEC PROJ REV BDS (THE WOODLANDS WATER SUPPLY SYS & WASTE DISP SYS REPAIR & REHABILITATION PROJ) SER 2017	10/01/42	42,895,000
San Juan	WWKS & SS REV BD, SER 2019	01/01/49	6,645,000
San Juan	WWKS & SS REV BDS, SER 2019A	01/01/49	1,715,000
San Juan	WW & SS REV BDS SER 2018	01/01/48	1,235,000
San Juan	WW & SS REV BDS SER 2017	01/01/47	2,220,000
San Juan	WW & SS SYS REV BDS SER 2012	01/01/22	135,000
San Marcos	COMB TAX & SPLS REV C/O, SER 2018	08/15/38	1,840,000
San Marcos	WW & WASTEWATER SYS REV BDS SER 2017A	08/15/37	4,320,000
San Marcos	WW & WASTEWATER SYS REV BDS SER 2017B	08/15/37	910,000
San Marcos	WW & WASTEWATER SYS REV BDS SER 2015	08/15/25	250,000
Savoy	COMB TAX & SURPLUS REV C/O SER 2018	08/15/48	2,705,000
Seminole	TAX & WW&SS SURPLUS REV C/O SER 2009	02/15/34	1,975,000
Sequoia ID	U/L TAX BDS SER 2016	04/01/35	1,185,000
Sienna Plantation MUD # 1	CONTRACT REV BDS SER 2018	11/01/48	25,010,000
Sonora	COMB TAX & SUBORD LIEN REV C/O SER 2007	12/01/29	3,660,000
Springtown	TAX & WW & SS SURPLUS REV C/O SER 2012A	08/15/32	3,115,000
Stamford	COMB TAX & REV C/O SER 2004	02/15/25	60,000
Stephenville	COMB TAX & SURPLUS REV C/O SER 2018	02/15/39	17,030,000
Sulphur Springs	COMB TAX & SURPLUS REV C/O SER 2016	09/01/46	17,510,000
Sunbelt FWSD	WTR & SEW REV BDS, SER 2018	12/01/48	8,265,000
Taft	COMB TAX & SURPLUS REV C/O SER 2010	03/01/42	4,429,000
Taylor Landing	UTIL SYS REV BDS SER 2007	09/01/28	415,000
Terrell	COMB TAX & WWKS & SS (SPLS PLEDGE) REV C/O, SER 2019A	02/15/49	5,215,000
Trinidad	COMB TAX & REV C/O SER 2007A	01/01/27	215,000
Trinity River Authority	DENTON CREEK REGIONAL WASTEWATER TREATMENT SYS REV BDS SER 2011A	02/01/38	32,130,000
Trinity River Authority	DENTON CREEK REGIONAL WASTEWATER TREATMENT SYS REV BDS SER 2012	02/01/40	12,960,000
Trinity River Authority	MOUNTAIN CREEK REGIONAL WASTEWATER SYS REV BDS SER 2011	08/01/38	9,180,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Trinity River Authority	TEN MILE CREEK SYS REV BDS SER 2011	08/01/34	23,760,000
Trinity River Authority	RED OAK CREEK SYS REV BDS SER 2011	02/01/33	9,470,000
Trinity River Authority	REG WASTEWATER SYS REV BDS SER 2011A	08/01/33	95,895,000
Trinity River Authority	REG WASTEWATER SYS REV BDS SER 2012	08/01/32	57,730,000
Trinity River Authority	DENTON CREEK REGIONAL WASTEWATER TREATMENT SYS REV BDS SER 2011	02/01/38	18,065,000
Trinity River Authority	REG WASTEWATER SYS REV BDS SER 2010A	08/01/43	121,005,000
Trinity River Authority	REG WASTEWATER SYS REV BDS SER 2010	08/01/34	91,795,000
Trinity River Authority	TEN MILE CREEK SYS REV BDS SER 2010	08/01/36	19,320,000
Trinity River Authority	RED OAK CREEK SYS REV BDS SER 2009	02/01/31	6,740,000
Trinity River Authority	DENTON CREEK REGIONAL WASTEWATER TREATMENT SYS REV BDS SER 2009	02/01/36	6,455,000
Trinity River Authority	MOUNTAIN CREEK REGIONAL WASTEWATER SYS REV BDS SER 2009	08/01/32	1,260,000
Trinity River Authority	REG WW SYS REV BDS SER 2009	08/01/21	11,695,000
Valley MUD # 2	COMB U/L TAX & WW & SS REV BDS SER 2018A	02/15/48	3,730,000
Vinton	COMB TAX & SS SURPLUS REV C/O SER 2017	08/15/48	4,940,000
Vinton	COMBTAX & SOLID WASTE SURPLUS REV C/O SER 2016	08/15/46	752,000
Weatherford	TAX & UTIL SYS REV C/O SER 2016	09/01/36	10,130,000
West Tawakoni	TAX & WW & SS SURPLUS REV C/O SER 2013	02/01/23	50,000
Westwood Shores MUD	U/L TAX BDS SER 2010B	05/01/30	1,330,000
Whitesboro	COMB TAX & REV C/O SER 2002	08/15/22	575,000
Wichita Falls	COMB TAX & REV C/O SER 2015	03/01/45	29,775,000
Willis	TAX & REV C/O SER 2010	08/01/31	1,315,000
Wilson	TAX & WW & SS SUPPLUS REV C/O SER 2009	02/15/39	1,230,000
Winnsboro	COMB TAX & W & SS SURPLUS REV C/O SER 2015	08/15/35	840,000
Winnsboro	COMB TAX & REV C/O SER 2005	02/15/25	440,000
Winters	TAX & WW & SS SURPLUS REV C/O SER 2007A	10/01/28	350,000
Yoakum	COMB TAX & SUBORD LIEN REV C/O SER 2008	08/15/31	1,350,000
Yoakum	COMB TAX & SUB LIEN REV C/O SER 2006	08/15/28	3,070,000
Zapata County	COMB TAX & REV C/O SER 2008	02/15/32	4,165,000

DRINKING WATER STATE REVOLVING FUND POLITICAL SUBDIVISION BONDS SUMMARY

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Abilene	COMB TAX & SURPLUS REV C/O SER 2012	02/15/33	1,780,000
Agua SUD	WW & SS REV BDS SER 2014	08/01/34	2,790,000
Agua SUD	WW & SS Rev Bds Ser 2009	08/01/39	2,845,000
Alpine	COMB TAX & REV C/O SER 2005	03/01/36	2,337,000
Alvord	WW&SS SURPLUS REV C/O SER 2005	10/01/25	150,000
Alvord	TAX & WW & SS SURPLUS REV C/O SER 2004	10/01/23	110,000
Amarillo	WW & SS REV NEW BDS SER 2015	04/01/35	13,860,000
Amarillo	WW & SS REV BDS NEW SER 2013	04/01/23	535,000
Amarillo	COMB TAX & REV C/O SER 2009C	05/15/31	10,860,000
Anahuac	COMB TAX & REV C/O SER 2017A	10/15/47	5,070,000
Anahuac	COMB TAX & REV C/O SER 2004	08/01/20	35,000
Anthony	COMB TAX & SURPLUS REV C/O SER 2016	02/15/46	930,000
Anthony	COMB TAX & SURPLUS REV C/O SER 2014	02/15/24	379,000
Arlington	W & WW SYS REV BDS SER 2017B	06/01/37	10,840,000
Ballinger	TAX & WWKS & SS SPLS REV C/O, SER 2018	06/01/30	1,035,000
Ballinger	TAX & WW & SS SURPLUS REV C/O SER 2016	06/01/26	425,000
Ballinger	TAX & WW & SS SURPLUS REV C/O TAXABLE SER 2006	06/01/38	2,435,000
Bandera	COMB TAX & SPLS REV C/O, SER 2018	02/01/48	3,000,000
Bandera Co FWSD # 1	WATER SUPPLY SYS REV NOTES SER 2014	08/15/35	505,000
Bangs	COMB TAX & REV C/O, SER 2018	02/15/49	1,760,000
Baytown Area WA	W SUP CONTRACT REV BDS SER 2006 (CITY OF BAYTOWN PROJ)	05/01/22	2,135,000
Beechwood WSC	W SYS REV BDS SER 2008	07/01/38	895,000
Beeville	COMB TAX & SURPLUS REV C/O SER 2016	02/15/36	2,835,000
Bistone Municipal WSD	WATER SUPPLY REV BDS SER 2013	06/01/34	4,780,000
Blanco	COMB TAX & SURPLUS REV C/O SER 2017A	08/15/47	3,055,000
Blossom	COMB TAX & SURPLUS REV C/O SER 2010	01/01/39	555,000
Bolivar Peninsula SUD	W SYS REV REF BDS SER 2009A	02/15/27	865,000
Bolivar Peninsula SUD	W SYS REV REF BDS SER 2009B	02/15/38	4,360,000
Bolivar Peninsula SUD	W SYS REV REF BDS SER 2009C	02/15/28	1,760,000
Bonham	COMB TAX & SPLS REV C/O, SER 2019B	02/15/49	9,830,000
Bonham	COMB TAX & REV C/O SER 2006	02/15/36	4,165,000
Booker	COMB TAX & SURPLUS REV C/O SER 2017	08/15/37	415,000
Boyd	C/O, SER 2018	09/01/48	720,000
Brady	COMB TAX & SPLS WWKS & SS REV C/O, SER 2019	09/01/50	10,830,000
Brady	COMB TAX & SURPLUS WW SYS REV C/O SER 2013	09/01/24	210,000
Brady	COMB TAX & WW SURPLUS REV C/O SER 2000	05/01/31	2,520,000
Brazosport WA	WATER SUP SYS REG REV BDS SER 2014	09/01/34	12,620,000
Breckenridge	COMB TAX & SURPLUS REV C/O SER 2014	03/15/45	2,180,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Breckenridge	COMB TAX & SURPLUS REV C/O SER 2012	03/15/44	1,455,000
Bright Star-Salem SUD	W SYS REV BDS SER 2009	09/01/30	4,115,000
Brown Co WID # 1	REV BDS SER 2006	02/01/28	10,495,000
Brownwood	COMB TAX & REV C/O SER 2004	03/15/25	2,360,000
Burleson Co MUD # 1	U/L TAX & REV BDS SER 2002	06/01/34	952,000
Burnet	COMB TAX & SURPLUS REV C/O SER 2012A	08/15/22	40,000
Cameron	COMB TAX & SURPLUS REV C/O SER 2016A	03/01/42	8,315,000
Carbon	COMB TAX & SURPLUS REV C/O TAXABLE SER 2014	02/15/35	83,000
Castroville	UTIL SYS REV BDS SER 2015A	08/01/35	2,925,000
Castroville	UTIL SYS REV BDS SER 2013	02/01/23	140,000
Chandler	COMB TAX & SURPLUS REV C/O SER 2018	10/15/42	750,000
Cisco	COMB TAX & SURPLUS REV C/O SER 2018A	02/15/49	4,565,000
Cisco	COMB TAX & REV C/O SER 2008	02/15/38	1,425,000
Cisco	COMB TAX & REV C/O SER 2008A	02/15/38	2,285,000
Coleman	TAX & UTIL SYS SURPLUS REV C/O SER 2008	04/01/39	3,325,000
Comanche	COMB TAX & UTIL SYS SURPLUS REV C/O SER 2013	09/01/43	605,000
Commerce	COMB TAX & REV C/O SER 2010A	02/15/40	1,707,000
Commerce	COMB TAX & REV C/O TAXABLE SER 2010B	02/15/40	354,000
Corpus Christi	JR LIEN REV REF BDS SER 2017	07/15/45	46,105,000
Coryell City WSD	UTIL SYS NET REV BDS SER 2016	10/01/37	1,975,000
Cottonwood Shores	COMB TAX & REV C/O SER 2017	05/01/37	1,290,000
Cotulla	COMB TAX & REV C/O SER 2017B	02/01/47	3,815,000
Crystal Clear SUD	COMB W & SS REV BDS SER 2017	12/01/42	14,495,000
Cypress Creek UD	U/L TAX BDS SER 2018B	09/01/47	2,035,000
Dallas	WWKS & SS REV BD, SER 2019B	10/01/48	44,000,000
Dallas	WW & SS REV BDS SER 2018B	10/01/47	44,000,000
Del Rio	COMB TAX & REV C/O, SER 2019B	06/01/38	3,000,000
Del Rio	COMB TAX & REV C/O SER 2009C	06/01/38	6,855,000
Del Rio	COMB TAX & REV REF BDS SER 2001	06/01/21	540,000
DeLeon	COMB TAX & REV C/O SER 2014	02/15/43	450,000
DeLeon	COMB TAX & REV C/O SER 2013	02/15/23	40,000
Denton Co FWSD # 1A	CONTRACT REV BDS SER 2009	12/15/30	1,940,000
Deport	TAX & UTIL SYS REV C/O SER 2000	09/01/20	50,000
Devine	UTLL SYS REV BDS SER 2018A	02/01/48	2,685,000
Devine	UTLL SYS REV BDS SER 2018B	02/01/48	6,620,000
Dickens	COMB TAX & SURPLUS REV C/O SER 2018	08/15/48	455,000
Eagle Pass	WW & SS REV BDS SER 2018	12/01/47	11,900,000
Eagle Pass	WW & SS REV BDS SER 2016	12/01/46	16,580,000
Eagle Pass	WW & SS REV BDS SER 2013	12/01/42	5,115,000
Eagle Pass	WW & SS REV BDS SER 2004A	12/01/33	3,955,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Eagle Pass	WW & SS REV BDS SER 2003-B	12/01/34	6,155,000
East Cedar Creek FWSD	UTIL SYS REV BDS SER 2007	07/01/27	355,000
East Tawakoni	TAX & W & SS SURPLUS REV C/O SER 2010	01/01/30	765,000
East Tawakoni	TAX & W & SS SURPLUS REV C/O SER 2006	01/01/27	695,000
Eastland	COMB TAX & SPLS REV C/O, SER 2018	02/15/38	690,000
Eastland	COMB TAX & REV C/O SER 2008B	12/01/36	1,610,000
Eastland Co WSD	WTR SUP REV BD, SER 2019	01/01/50	805,000
Eastland Co WSD	WATER SUPPLY REV BDS TAXABLE SER 2012	01/01/44	3,145,000
Edgewood	COMB TAX & REV C/O SER 2009	05/01/39	695,000
Edinburg	UTIL SYS JR LIEN REV BDS SER 2016	03/01/36	4,615,000
Edinburg	UTIL SYS JR REV BDS SER 2014	03/01/34	8,025,000
El Campo	TAX & SURPLUS REV C/O SER 2014A	02/01/24	189,000
El Jardin WSC	WATER REV BDS SER 2003	09/01/33	2,185,000
El Paso Co Tornillo WID	WW & SS REV BDS SER 2008	08/01/38	85,000
Eldorado	COMB TAX & SURPLUS REV C/O SER 2018	08/01/38	1,150,000
Eldorado	COMB TAX & SURPLUS REV C/O SER 2013B	08/01/36	460,000
Elmendorf	COMB TAX & SUBORD LIEN REV C/O SER 2018	08/01/48	10,770,000
Emory	COMB TAX & WW & SS SURPLUS REV C/O SER 2013	07/01/33	536,000
Eules	WWKS & SS REV BDS, SER 2019	07/15/49	9,275,000
Eules	WW & SS REV BDS SER 2015A	07/15/35	3,805,000
Fayetteville	COMB TAX & UTIL SYS SURPLUS REV C/O SER 2016	08/01/35	160,000
Flatonia	COMB TAX & SUB LIEN REV C/O SER 2006	09/01/26	245,000
Fort Worth	W & SS REV BDS SERIES 2010A	02/15/30	23,540,000
Fort Worth	W & SS REV BDS SER 2009	02/15/30	8,845,000
Fort Worth	W & SS SUB LIEN REV BDS SER 2007B	03/01/27	24,095,000
Garland	WTR & SS REV BD, NEW SER 2019	03/01/34	6,670,000
Gladewater	COMB TAX & SURPLUS REV C/O SER 2017A	08/15/37	1,525,000
Goldthwaite	COMB TAX & SURPLUS REV C/O SER 2013	11/01/44	1,340,000
Gordon	COMB TAX & SURPLUS REV C/O TAXABLE SER 2017	03/01/48	450,000
Gorman	COMB TAX & WW & SS SURPLUS REV C/O SER 2018	03/01/48	980,000
Gorman	COMB TAX & WW & SS SURPLUS REV C/O SER 2015	03/01/30	108,000
Granbury	COMB TAX & SPLS REV C/O, SER 2018A	08/15/48	13,810,000
Granbury	COMB TAX & SURPLUS REV C/O SER 2017	08/15/37	14,755,000
Granbury	COMB TAX & SURPLUS REV C/O SER 2016B	08/15/27	2,180,000
Granbury	COMB TAX & SURPLUS REV C/O SER 2015A	08/15/45	15,775,000
Grand Prairie	W & WW SYS REV BDS NEW SER 2014	01/15/30	2,800,000
Greater Texoma UA	CONTRACT REV BDS, SER 2019 (BEAR CREEK UTIL DIST PROJ)	08/15/49	7,490,000
Greater Texoma UA	CONTRACT REV BDS, SER 2018A (CITY OF GUNTER PROJ)	08/15/48	3,405,000
Greater Texoma UA	CONTRACT REV BDS SER 2018 (CITY OF PARADISE PROJECT)	10/01/48	935,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Greater Texoma UA	CONTRACT REV BDS SER 2018 (CITY OF PRINCETON PROJ)	09/01/48	15,200,000
Greater Texoma UA	CONTRACT REV BDS SER 2017 (KRUM, CITY OF PROJECT)	08/15/37	1,110,000
Greater Texoma UA	CONTRACT REV BDS SER 2017 (CITY OF SHERMAN PROJ)	10/01/37	6,830,000
Greater Texoma UA	CONTRACT REV BDS SER 2017 (LAKE KIOWA SPECIAL UTILITY DISTRICT PROJ)	08/15/37	1,935,000
Greater Texoma UA	CONTRACT REV BDS SER 2015B (CITY OF SHERMAN PROJECT)	10/01/35	23,480,000
Greater Texoma UA	CONTRACT REV BDS (CITY OF VAN ALSTYNE PROJECT) SER 2015	06/01/34	2,525,000
Greater Texoma UA	CONTRACT REV BDS SER 2015 (CITY OF SHERMAN PROJECT)	10/01/24	1,675,000
Greater Texoma UA	CONTRACT REV BDS SER 2014 (LAKE KIOWA SPECIAL UTILITY DISTRICT PROJECT)	08/15/34	2,965,000
Greater Texoma UA	CONTRACT REV BDS SER 2014A (CITY OF VAN ALSTYNE PROJ)	06/01/24	255,000
Greater Texoma UA	CONTRACT REV BDS SER 2007 (CITY OF POTTSBORO PROJECT)	06/01/27	830,000
Greater Texoma UA	CONTRACT REV BDS SER 99 (CITY OF PARADISE PROJECT)	10/01/19	25,000
Greenville	WW & SS REV BDS SER 2009	02/15/29	170,000
Groesbeck	COMB TAX & REV C/O SER 2008	02/15/40	1,502,000
Groesbeck	COMB TAX & REV C/O SER 2006	08/15/36	570,000
Groveton	COMB TAX & SPLS REV C/O, SER 2019	08/15/40	660,000
Hamlin	COMB TAX & REV C/O SER 2000	03/01/31	2,280,000
Harris Co MUD # 50	U/L TAX BDS SER 2016	03/01/35	2,130,000
Harris Co MUD # 148	U/L TAX BDS SER 2009B	04/01/31	1,870,000
Harris Co WCID # 36	U/L TAX BDS SER 2014	09/01/34	3,230,000
Harris Co WCID # 36	U/L TAX BDS SER 2007	09/15/27	2,665,000
Hico	COMB TAX & SURPLUS REV C/O SER 2013	08/15/42	1,265,000
Hidalgo Co MUD # 1	WW & SS REV BDS SER 2009	02/15/39	3,795,000
Hillsboro	COMB TAX & SPLS REV C/O, SER 2019	07/01/39	3,130,000
Hondo	COMB TAX & SUBORD LIEN REV C/O SER 2017	08/01/36	4,805,000
Hondo	COMB TAX & SUBORD LIEN C/O SER 2013	02/01/23	200,000
Honey Grove	COMB TAX & SURPLUS REV C/O SER 2016	09/01/45	2,540,000
Honey Grove	COMB TAX & SURPLUS REV C/O TAXABLE SER 2013	03/01/23	82,000
Houston	COMB UTIL SYS FIRST LIEN REV BDS SER 2015B	11/15/34	38,980,000
Houston Co WCID # 1	W SYS REV BD SER 2007	08/01/38	4,320,000
Hubbard	COMB TAX & REV C/O SER 2012	02/15/43	1,290,000
Jefferson	COMB TAX & SURPLUS REV C/O SER 2016A	02/15/37	2,360,000
Johnson County SUD	REV BDS SER 2018	08/15/38	21,080,000
Karnes City	COMB TAX & SUB LIEN REV C/O SER 2007	06/01/37	2,845,000
Kerrville	COMB TAX & SPLS REV C/O, SER 2018B	08/15/49	5,000,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Kirbyville	TAX & LIGHT & POWER SURPLUS REV C/O SER 2018	08/15/38	1,730,000
Kountze	COMB TAX & REV C/O SER 99	03/15/24	245,000
Ladonia	COMB TAX & SURPLUS REV C/O SER 2018	08/15/47	2,785,000
Ladonia	COMB TAX & WW & SS SURPLUS REV C/O SER 2014	02/15/24	100,000
Lake Livingston WSSSC	TAXABLE WATER REV BDS SER 2013	12/01/34	2,850,000
Lake Livingston WSSSC	TAXABLE WATER REV BDS SER 2007	12/01/39	15,180,000
Lamar Co WSD	W SYS REV BDS SER 2010	07/10/39	1,160,000
Lamar Co WSD	W SYS REV BDS SER 2007	07/10/27	2,005,000
Laredo	WW & SS REV BDS SER 2015A	03/01/45	4,045,000
Laredo	SUBORD WW & SS REV BDS SER 2015	03/01/45	4,865,000
Lawn	COMB TAX & WWKS & SS SPLS REV C/O, SER 2018	03/01/49	885,000
Lee Co FWSD # 1	TAX & REV BDS SER 2016	03/01/46	480,000
Liberty	UTIL SYS REV BDS SER 2016B	03/01/26	645,000
Llano	COMB TAX & SURPLUS REV C/O SER 2018B	09/15/38	890,000
Los Fresnos	COMB TAX & SUBORD LIEN REV C/O SER 2015 (DRINKING WATER STATE REVOLVING FUND)	02/01/25	775,000
Lower Neches Valley Authority	WATER SUP CONTRACT REV REF TAXABLE BDS SER 2009	08/01/35	16,050,000
Marlin	COMBTAX & SURPLUS REV C/O SER 2012A	07/01/42	1,560,000
Marlin	COMB TAX & REV C/O SER 2005B	07/01/36	7,230,000
Mason	COMB TAX & SURPLUS REV C/O SER 2018	03/01/49	990,000
McAllen	WWKS & SS REV BDS, SER 2018-B	02/01/48	12,000,000
Melvin	W SYS REV BDS SER 2017	09/01/47	175,000
Menard	COMB TAX & REV C/O SER 2013	03/01/23	220,000
Mexia	COMB TAX & REV C/O SER 2009A	08/15/38	1,780,000
Mexia	COMB TAX & REV C/O TAXABLE SER 2009B	08/15/38	610,000
Mexia	COMB TAX & REV C/O TAXABLE SER 2005	08/15/24	195,000
Mission	WW & SS JR LIEN REV BDS TAXABLE SER 2009	02/15/29	4,565,000
Montgomery	TAX & SURPLUS REV C/O SER 2017B	03/01/37	1,570,000
Moran	COMB TAX & SURPLUS REV C/O SER 2013	02/15/44	155,000
Mount Calm	REV BDS SER 2003	03/01/24	105,000
Mount Pleasant	UTIL SYS REV BDS SER 2008	03/15/33	20,305,000
Mountain Peak SUD	WW & SS REV BDS SER 2009	12/01/29	545,000
Mustang SUD	REV BDS SER 2017B	09/01/47	3,450,000
Nacogdoches	WW & SS REV BDS SER 2006	03/01/23	2,700,000
Nevada SUD	IMP REV BDS SER 2018	05/15/38	1,425,000
New Deal	COMB TAX & SURPLUS REV C/O SER 2017	03/01/48	910,000
North Central Texas MWA	REV BDS SER 2012	07/10/43	4,390,000
Paris	COMB TAX & SURPLUS REV C/O SER 2013	06/15/32	2,005,000
Pearland	WTR & SS REV BDS, SER 2019A	09/01/49	21,000,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Pearland	W & SS REV BDS SER 2018A	09/01/48	8,650,000
Pearland	W & SS REV BDS SER 2017A	09/01/27	9,220,000
Pearland	W & SS REV BDS SER 2017B	09/01/47	11,685,000
Pecos City	COMB TAX & REV C/O SER 2000A	06/15/20	550,000
Pharr	WW & SS REV BDS SER 2013	09/01/42	7,450,000
Pharr	WW & SS REV BDS SER 2007A	09/01/27	8,660,000
Port Arthur	COMB TAX & REV C/O SER 2015B	02/15/25	1,260,000
Port Mansfield PUD	WW & SS REV BDS SER 2016	04/01/46	202,000
Porter SUD	W SYS REV BDS SER 2007	06/01/28	810,000
Possum Kingdom WSC	WATER SYS REV BDS SER 2008	12/15/29	1,045,000
Possum Kingdom WSC	WATER SYS REV BDS SER 2002-A	12/15/23	1,330,000
Ranger	COMB TAX & SURPLUS REV C/O TAXABLE SER 2018B	02/15/49	420,000
Ranger	COMB TAX & SURPLUS REV C/O SER 2018A	02/15/49	570,000
Raymondville	COMB TAX & SUB LIEN REV C/O SER 2014	04/01/33	1,815,000
Red Creek MUD	WWKS SYS REV BDS, SER 2019	09/01/38	1,355,000
Red River Co WSC	WATER SYS REV BDS TAXABLE SER 2011	04/01/41	1,010,000
Reklaw	COMB TAX & WW SYS SURPLUS REV C/O SER 2016	03/01/47	284,000
Reno	COMB TAX & REV C/O SER 2005	01/01/24	475,000
Reno	COMB TAX & REV C/O SER 2004	01/01/24	585,000
Rio Grande City	COMB TAX & REV C/O SER 2007B	02/15/40	8,935,000
Rio Grande City	COMB TAX & REV C/O SER 2007C	02/15/40	7,180,000
Rio Hondo	FIRST LIEN WW & SS REV BDS SER 2016	08/01/36	255,000
Rio Hondo	COMB TAX & UTIL SYS SURPLUS REV C/O SER 2013	08/01/33	903,000
River Oaks	COMB TAX & SURPLUS REV C/O SER 2017B	06/15/47	7,560,000
Robert Lee	COMB TAX & REV C/O SER 2011	12/01/42	628,000
Robert Lee	COMB TAX & REV C/O TAXABLE SER 2011	12/01/42	55,000
Rogers	COMB TAX & SURPLUS REV C/O SER 2017B	08/15/47	2,195,000
Roma	COMB TAX & REV (NO-INTEREST) C/O SER 2000A	11/01/29	807,000
Roscoe	COMB TAX & SPLS REV C/O, SER 2019	02/15/50	1,965,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2018B	05/15/48	10,210,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2016D	05/15/46	11,565,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2015A	05/15/45	67,200,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2014D	05/15/34	17,140,000
San Antonio Water System	W SYS JR LIEN REV BDS SER 2013C	05/15/33	19,090,000
San Juan	WW & SS REV BDS SER 2013-B	01/01/33	1,075,000
San Juan	WW & SS REV BDS SER 2013A	01/01/33	5,035,000
San Saba	COMB TAX & WW & SS SURPLUS REV C/O SER 2014	03/01/24	90,000
Seis Lagos UD	UTIL SYS REV BDS SER 2007	03/01/27	675,000
Seymour	COMB TAX & SURPLUS REV C/O SER 2017	03/01/48	2,060,000
Shallowater	COMB TAX & SPLS NET REV C/O, SER 2019B	02/15/49	1,100,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Smyer	COMB TAX & SURPLUS REV C/O SER 2013	02/15/34	110,000
Sonora	COMB TAX & SUBORD LIEN REV C/O SER 2007A	12/01/29	1,795,000
South Houston	COMB TAX & REV C/O SER 2009	03/01/30	1,255,000
Southmost Regional WA	WATER SUPPLY CONTRACT REV BDS SER 2009A	09/01/39	6,505,000
Southmost Regional WA	WATER SUPPLY CONTRACT REV BDS SER 2009B	09/01/29	2,450,000
Stamford	COMB TAX & SURPLUS REV C/O SER 2016	02/15/46	8,720,000
Stephens Regional SUD	REV BD, SER 2019	08/15/43	885,000
Stephens Regional SUD	REV BDS SER 2011	08/15/42	1,490,000
Surfside Beach	TAX & REV C/O SER 2006	02/15/28	875,000
Sweetwater	COMB TAX & SURPLUS REV C/O SER 2016	08/15/36	4,265,000
Sweetwater	COMB TAX & SURPLUS REV C/O SER 2014	08/15/33	1,460,000
Terrell	COMB TAX & WWKS & SS (SPLS PLEDGE) REVENUE C/O, TAXBL SER 2019B	02/15/49	1,700,000
Tioga	COMB TAX & SURPLUS REV C/O SER 2016	03/15/42	1,030,000
Tioga	COMB TAX & REV C/O SER 2000A	04/01/31	370,000
Trinidad	COMB TAX & REV C/O SER 2007	01/01/37	195,000
Troy	COMB TAX & REV C/O SER 2017	02/01/48	2,045,000
Tyler County SUD	W SYS REV BDS SER 2010	09/01/40	723,000
Tyler County SUD	W SYS REV BDS SER 2009A	09/01/37	825,000
Upper Jasper Co WA	UTIL SYS REV BDS, SER 2019	09/01/44	3,355,000
Upper Leon River MWD	W SYS REV BDS SER 2015A	05/01/47	7,192,000
Upper Leon River MWD	TAXABLE W SYS REV BDS SER 2015B	05/01/47	1,814,000
Upper Leon River MWD	TAXABLE WATER SYS REV BDS SER 2013	05/01/24	410,000
Valley MUD # 2	COMB U/L TAX & WW & SS REV BDS SER 2018B	02/15/48	1,495,000
Victoria Co WCID # 1	U/L TAX & JR LIEN WW & SS REV BDS SER 2008	03/01/29	1,995,000
Wellborn SUD	W SYS REV BDS SER 2007	07/15/27	2,110,000
Wellman	COMB TAX & SURPLUS SYS REV C/O SER 2016	02/15/36	125,000
West Tawakoni	TAX & WW & SS SURPLUS REV C/O SER 2017	02/01/47	1,065,000
West Wise SUD	REV BONDS, SER 2018	08/15/47	13,065,000
White River MWD	WATER SYS REV BDS SER 2013	06/01/43	910,000
Whiteface	COMB TAX & SPLS SYS REV C/O, SER 2019	02/15/39	450,000
Willis	WW & SS REV BDS SER 2012	08/01/43	2,735,000
Willow Park	COMB TAX & W & SS SURPLUS REV C/O SER 2016	02/15/37	905,000
Willow Park	COMB TAX & W & SS SURPLUS REV C/O SER 2014	02/15/35	565,000
Wills Point	COMBO TAX & SPLS REV C/O, SER 2019	02/15/44	4,500,000
Winters	TAX & WW & SS SURPLUS REV C/O TAXABLE SER 2017	04/01/38	570,000
Winters	TAX & WW & SS SURPLUS REV C/O TAXABLE SER 2014	10/01/24	265,000
Winters	TAX & WW & SS SURPLUS REV C/O TAXABLE SER 2007	10/01/38	1,065,000
Wolfe City	TAX & WW & SS SURPLUS REV C/O SER 2009	09/15/41	775,000
Woodbranch Village	COMB TAX & REV C/O SER 2017	08/01/37	1,435,000

POLITICAL SUBDIVISION	BOND DESCRIPTION	FINAL MATURITY	OUTSTANDING BALANCE
Woodsboro	COMB TAX & COMBINED WW & SAN SS SURPLUS REV C/O SER 2008	03/01/28	325,000
Wortham	COMB TAX & REV C/O SER 2013	08/15/33	206,000
Zapata County	COMB TAX & REV C/O SER 2006	02/15/40	10,357,000
Zavala Co WCID # 1	W & S REV BDS SER 2013	01/01/43	650,000

APPENDIX E

PROPOSED FORM OF OPINION OF BOND COUNSEL

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Proposed Form of Opinion of Bond Counsel

*An opinion in substantially the following form will be delivered by
McCall, Parkhurst & Horton L.L.P., Bond Counsel,
upon the delivery of the Bonds, assuming no material changes in facts or law.*

**TEXAS WATER DEVELOPMENT BOARD
STATE REVOLVING FUND REVENUE BONDS, NEW SERIES 2020
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$ _____**

AS BOND COUNSEL for the Texas Water Development Board (the "Issuer"), the issuer of the Bonds described above (the "Bonds"), we have examined into the legality and validity of the issue of bonds described above, which bear interest from the date, mature on the dates, and are subject to redemption, all as specified on the face of the Bonds, all in accordance with the Master Resolution adopted by the Issuer on March 1, 2018 (the "Master Resolution"), and the Third Supplemental Resolution to the Master Resolution adopted by the Issuer on April 9, 2020 (the "Third Supplemental Resolution" and, together with the Master Resolution, the "Bond Resolution"). Terms used herein and not otherwise defined shall have the meaning given in the Bond Resolution.

WE HAVE EXAMINED the applicable and pertinent provisions of the Constitution and laws of the State of Texas, and a transcript of certified proceedings of the Issuer, and other pertinent instruments authorizing and relating to the issuance of the Bonds, including one of the executed Bonds (Bond No. R-1).

BASED ON SAID EXAMINATION, IT IS OUR OPINION that the Bonds have been authorized and issued in accordance with the Constitution and laws of the State of Texas, and constitute valid and binding special obligations of the Issuer secured by and payable solely from the Security for the SRF Bonds described in the Bond Resolution; and that the Bonds are enforceable in accordance with their terms and conditions, except to the extent that the rights and remedies of the owners of the Bonds may be limited by laws now existing or hereafter enacted relating to bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the rights of creditors, and certain equitable remedies, including specific performance, or legal remedies awarded, as may be subject to the exercise of judicial discretion.

IN OUR OPINION, except as discussed below, the interest on the Bonds is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Bonds are not "specified private activity bonds" and that, accordingly, interest on the Bonds will not be included as an individual alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance by the Issuer with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the project refinanced with the proceeds of the Bonds. We call your attention to the fact that if such representations are determined to be inaccurate or if the Issuer fails to comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state or local tax consequences of acquiring, carrying, owning or disposing of the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Bonds, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the Issuer, and, in that capacity, we have been engaged by the Issuer for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the

financial condition or capabilities of the Issuer, or the disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the Issuer as to the current outstanding indebtedness of the Issuer and the Security for the SRF Bonds available for the payment of debt service on the Bonds. Our role in connection with the Issuer's Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the Issuer as the taxpayer. We observe that the Issuer has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

Respectfully,

APPENDIX F

SUMMARY OF MASTER RESOLUTION AND THIRD SUPPLEMENTAL RESOLUTION

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**SUMMARY OF PROVISIONS
OF THE MASTER RESOLUTION AND THE THIRD SUPPLEMENTAL RESOLUTION**

The following statements summarize certain provisions of the Master Resolution and the Third Supplemental Resolution. These statements do not purport to be comprehensive or definitive and are qualified in their entirety by reference to the Master Resolution and the Third Supplemental Resolution, respectively. Copies of the Master Resolution and the Third Supplemental Resolution are available for examination at the offices of the Board.

The following capitalized terms appearing this Official Statement have the meanings set forth Appendix A, unless the context otherwise requires. A reference to any of these terms in the singular number includes the plural and vice versa.

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SUMMARY OF MASTER RESOLUTION

Throughout the Summary of Master Resolution, references are made to the CWSRF Master Resolution and the obligations of the Board in respect to the funding of obligations issued or incurred under the CWSRF Master Resolution that were secured by and payable from CWSRF revenues. As more fully described in “SUMMARY OF THE THIRD SUPPLEMENTAL RESOLUTION – Defeasance of CWSRF Prior Bonds”, the Board has effected the defeasance of all obligations heretofore outstanding under the terms of the CWSRF Master Resolution, and (i) there are no obligations of the Board outstanding under the terms of the CWSRF Master Resolution and (ii) the Board no longer has the authority to issue or incur obligations under the terms of the CWSRF Master Resolution. Such references in the Summary of Master Resolution are of no force and effect as a result of said defeasance.

ESTABLISHMENT OF FINANCING PROGRAM

Establishment of Financing Program

Pursuant to authority conferred by and in accordance with the provisions of the Constitution and the laws of the State, particularly the SRF Act, the Bond Act and Chapter 1371, the Board establishes a financing program to: (i) provide funds, including state matching funds, to augment the CWSRF; (ii) provide funds, including state matching funds, to augment the DWSRF; (iii) fund any reserve or other fund established in connection with the issuance of SRF Bonds; (iv) refund and refinance outstanding SRF Bonds, Subordinate Obligations, General Obligation Match Bonds, and any other obligations (including, but not limited to, Credit Enhancement Agreements and Subordinated Credit Agreements) secured in whole or in part by a pledge of the Security for the SRF Bonds; (v) consolidate revenues and other assets of the CWSRF and the DWSRF to secure Bonds and Subordinate Obligations under authority of State law to cross collateralize any State Revolving Fund administered by the Board, including, without limitation, the CWSRF and the DWSRF; (vi) pay the cost of issuance of SRF Bonds; and (vii) provide funds for any other lawful purpose.

Except as provided in “*Issuance of SRF Bonds and Credit Enhancement Agreements*” in this Appendix F, no limit is imposed as to the principal amount of SRF Bonds that may be issued under the provisions of the Master Resolution.

Security

The Board’s obligation to pay amounts owed in respect of SRF Bonds shall be special obligations of the Board secured by and payable from the sources herein provided. Subject to the prior lien on the Designated Pledged CWSRF Revenues granted in favor of the obligations issued or incurred under the terms of the CWSRF Master Resolution, the Board hereby pledges and grants a lien on: (i) all Pledged SRF Revenues; (ii) all Political Subdivision Bonds and Government Obligations held in the CWSRF Portfolio Account (except such released Political Subdivision Bonds, as described in the Master Resolution), and all amounts in the CWSRF Revenue Account and the CWSRF Program Account pending disbursement thereof; (iii) all Political Subdivision Bonds and Government Obligations held in the DWSRF Portfolio Account (except such released Political Subdivision Bonds, as described in the Master Resolution), and all amounts in the DWSRF Revenue Account and the DWSRF Program Account pending disbursement thereof; (iv) all amounts in the Operating Account pending disbursement thereof; (v) all amounts held in the Portfolio Redemption Account; and (vi) all of the proceeds of the foregoing, including, without limitation, investments thereof (collectively, the “Security for the SRF Bonds”), to secure payment of the principal of, redemption premium, if any, and interest on the SRF Bonds and payment of all amounts due and owing under any Credit Enhancement Agreements.

All SRF Bonds shall be additionally secured by and payable from amounts in the Senior Bond Interest and Sinking Account and from any Credit Enhancement Agreement the Board provides as additional security for any SRF Bonds; provided, that the lien granted to secure payment of amounts due and owing under any such Credit Enhancement Agreement shall not be superior to the lien granted in support of SRF Bonds; and provided, further, that Transferred SRF Revenues deposited to the credit of the Senior Lien Bond Interest and Sinking Account in the manner

provided in the Master Resolution shall not be available to pay amounts due and owing under any such Credit Enhancement Agreement.

The term “Security for the SRF Bonds” does not include (i) the Board’s rights under any federal capitalization grant agreement between the Board and the EPA in accordance with the Federal Clean Water Act and the Federal Drinking Water Act, including, without limitation, the Board’s prospective right to receive federal capitalization grant money under any such agreements, (ii) amounts in the General Obligation Match Bond Interest and Sinking Account, or in any accounts established to provide for the payment of the principal of, redemption premium, if any, and interest on Subordinate Obligations or to maintain reserves to ensure payment of such principal, redemption premium and interest, or (iii) amounts on deposit in either the CWSRF Expense Account or the DWSRF Expense Account available to pay Operating Expenses of the CWSRF or the DWSRF, as the case may be.

SRF Bonds Ratably Secured

(a) All SRF Bonds issued under the Master Resolution are, and are to be, to the extent provided in the Master Resolution, equally and ratably secured by the Security for the SRF Bonds pledged under the Master Resolution without preference; provided, that no Series or Installment of SRF Bonds shall have any right, lien or claim to the security of or payment from any Credit Enhancement Agreement unless such Credit Enhancement Agreement is provided to secure or pay SRF Bonds of such Series or Installment.

(b) Chapter 1208, Texas Government Code, applies to the issuance of SRF Bonds and the pledge of the Security for the SRF Bonds granted by the Board under the Master Resolution, and such pledge is therefore valid, effective and perfected. If State law is amended at any time while the SRF Bonds are outstanding such that the pledge is to be subject to the filing requirements of Chapter 9, Texas Business & Commerce Code, then in order to preserve to the registered owners of the SRF Bonds the perfection of the security interest in said pledge, the Board agrees to take such measures as it determines are reasonable and necessary under State law to comply with the applicable provisions of Chapter 9, Texas Business & Commerce Code, and enable a filing to perfect the security interest in said pledge to occur.

Issuance of SRF Bonds and Credit Enhancement Agreements

The Board reserves and shall have the right and power to issue SRF Bonds and to execute and deliver Credit Enhancement Agreements with respect to any or all of the SRF Bonds for any purpose authorized by law pursuant to the provisions of the Master Resolution and a Supplemental Resolution. SRF Bonds issued in accordance with the Master Resolution shall be secured by and made payable equally and ratably on a parity with all outstanding SRF Bonds from a lien on and pledge of the Security for the SRF Bonds. In addition, the Board’s obligations under any Credit Enhancement Agreement with respect to any or all of the SRF Bonds may be (i) secured by and made payable equally and ratably on a parity with all previously outstanding Credit Enhancement Agreements and the SRF Bonds, from a lien on and pledge of the Security for the SRF Bonds, (ii) secured by and made payable from a lien on and pledge of the Security for the SRF Bonds subordinate to the lien in favor of the SRF Bonds and any related Credit Enhancement Agreements or (iii) any combination of parity and subordinate liens.

COVENANTS AND REPRESENTATIONS

Payment of SRF Bonds

The Board shall promptly pay the principal of, redemption premium, if any, and interest on each Series or Installment of SRF Bonds at the place, on the dates, and in the manner provided in the SRF Bonds and the Supplemental Resolution authorizing the issuance of the SRF Bonds of such Series or Installment.

Authority

The Board represents and warrants that: (i) it is duly authorized under the Constitution and laws of the State, particularly the Bond Act and Chapter 1371, to issue the SRF Bonds, to secure the SRF Bonds through the cross collateralization of revenues and assets held in the CWSRF and the DWSRF under authority of the SRF Act, to execute and deliver at any time any Credit Enhancement Agreement in relation to such SRF Bonds, and to perform the terms

of the Master Resolution; (ii) all action on its part for the adoption of the Master Resolution has been duly taken; (iii) the Master Resolution and the SRF Bonds, upon issuance and authentication, shall be valid and enforceable against the Board in accordance with their terms, except as enforceability may be limited by bankruptcy, insolvency or other similar laws affecting creditors' rights generally; (iv) upon the issuance of the first Series or Installment of SRF Bonds pursuant to the Master Resolution, the Board will not have pledged, granted a lien on or otherwise disposed of the Security for the SRF Bonds except in favor of the General Obligation Match Bonds and the SRF Bonds (including any related Credit Enhancement Agreements); and (v) the adoption and performance of the Master Resolution and issuance of the SRF Bonds are not in contravention of law or any agreement, instrument, indenture or other undertaking to which it is a party or by which it is bound and no other approval, consent or notice from any governmental agency is required. As further provided for and specified in a Supplemental Resolution, the Board may delegate to an Authorized Representative the ability to effect any and all matters with respect to the Master Resolution. Any determination made by an Authorized Representative has the same force and effect as a determination made by the Board.

Political Subdivision Bonds

(a) The Board represents that it is the owner of the Political Subdivision Bonds within the CWSRF Portfolio Account and the DWSRF Portfolio Account and, except as otherwise provided in the Master Resolution, no other party has a continuing right, title or interest in such Political Subdivision Bonds. The Board covenants that any Political Subdivision Bonds hereafter acquired shall be deposited directly in the CWSRF Portfolio Account or the DWSRF Portfolio Account, as applicable.

(b) The Board covenants that in accordance with State law, if there is a default in the payment of principal of or redemption premium, if any, or interest on such Political Subdivision Bonds or any other default as defined in the proceedings authorizing the issuance of such Political Subdivision Bonds, the Board shall institute or cause the Attorney General of the State to institute appropriate proceedings for mandamus or other legal remedies to compel the defaulting Political Subdivisions or their officers, agents and employees to cure the default.

(c) The Board covenants to maintain and service, or cause to be maintained and serviced, the Political Subdivision Bonds held in the CWSRF Portfolio Account and the DWSRF Portfolio Account, as applicable.

Pledged Revenues

So long as any SRF Bond remains outstanding and unpaid, the Board covenants to collect Pledged SRF Revenues sufficient to pay the principal of, redemption premium, if any, and interest on the SRF Bonds and all payments due and owing under any Credit Enhancement Agreement for the SRF Bonds.

State Revolving Funds

(a) The Board represents that the CWSRF is being, and will continue to be, administered in accordance with the SRF Act and the Federal Clean Water Act and the Board covenants to take any action, or refrain from taking any action, as necessary to administer the CWSRF in accordance with all State and federal laws.

(b) The Board represents that the DWSRF is being, and will continue to be, administered in accordance with the SRF Act and the Federal Drinking Water Act and the Board covenants to take any action, or refrain from taking any action, as necessary to administer the DWSRF in accordance with all State and federal laws.

Credit Enhancement Agreements

The Board may authorize the execution and delivery of one or more Credit Enhancement Agreements for any Series or Installment of SRF Bonds in accordance with the terms or requirements of the Supplemental Resolution specifying the designation of such Series or Program Series of SRF Bonds. Each Installment of SRF Bonds comprising a single Program Series may be secured by the same or by separate Credit Enhancement Agreements, containing such terms and conditions as provided in the Supplemental Resolution specifying the designation of such Program Series.

Reservation of Right to Issue Subordinate Obligations and General Obligation Match Bonds

The Board reserves the right to issue Subordinate Obligations and General Obligation Match Bonds to augment either the CWSRF or the DWSRF, in such amounts, on such dates and having such terms as the Board may determine; provided, that the Subordinate Obligations and the General Obligation Match Bonds shall not be secured by, or payable from any moneys drawn under, any Credit Enhancement Agreement that provides for the payment of or security for the SRF Bonds. The Board further reserves the right execute and deliver a Subordinated Credit Agreement with respect to Subordinate Obligations or General Obligation Match Bonds; provided, that such Subordinated Credit Agreements shall be secured by a lien on and pledge of the Security for the SRF Bonds inferior to the prior lien on and pledge of the Security for the SRF Bonds in favor of the Bonds and any Credit Enhancement Agreements executed in connection with the issuance of SRF Bonds.

FUNDS AND ACCOUNTS

Fund Accounts; Trust Agreement

(a) The accounts and subaccounts within the CWSRF established under the terms of the CWSRF Master Resolution shall be maintained for so long as the obligations issued or incurred by the Board under the terms of the CWSRF Master Resolution are outstanding. In addition, the Operating Account is established and is held by the Comptroller, as custodian for the Board.

(b) The Board hereby establishes the following accounts and subaccounts within the CWSRF:

(i) the CWSRF Portfolio Account;

(ii) the CWSRF Revenue Account;

(iii) the CWSRF Program Account (and within the CWSRF Program Account the CWSRF Bond Proceeds Subaccount and the CWSRF Equity Subaccount).

(c) The Board hereby establishes the following accounts and subaccounts within the DWSRF:

(i) the DWSRF Portfolio Account;

(ii) the DWSRF Revenue Account;

(iii) the DWSRF Program Account (and within the DWSRF Program Account the DWSRF Bond Proceeds Subaccount and the DWSRF Equity Subaccount).

(d) The Board hereby establishes the following accounts and subaccounts within the CWSRF, for the benefit of the holders of the SRF Bonds, Subordinate Obligations and General Obligation Match Bonds:

(i) the Senior Bond Interest and Sinking Account (and within the Senior Bond Interest and Sinking Account the Senior Interest Subaccount and the Senior Principal Subaccount);

(ii) the Portfolio Redemption Account; and

(iii) the General Obligation Match Bond Interest and Sinking Account.

Portfolio Accounts

All Political Subdivision Bonds and Government Obligations acquired for the CWSRF or the DWSRF will be promptly deposited into the CWSRF Portfolio Account or the DWSRF Portfolio Account, as applicable, and held therein until paid (except as to those Political Subdivision Bonds released pursuant to the provisions of the Master Resolution).

Revenue Accounts

All Pledged CWSRF Revenues and all Pledged DWSRF Revenues shall be credited to the CWSRF Revenue Account or the DWSRF Revenue Account, as applicable, immediately upon receipt by the Comptroller for the account of the Board. All such revenues shall be held therein pending transfer in accordance with the flow of funds provisions of the Master Resolution. Sale Proceeds and Prepayments of SRF Bonds issued to augment the CWSRF or DWSRF shall be held therein and separately accounted for pending transfer.

Senior Bond Interest and Sinking Account and Subaccounts.

Money in the Senior Interest Subaccount shall be used to pay interest on the SRF Bonds, to make any required payments or reimbursements under any Credit Enhancement Agreement relating to interest payments on any SRF Bonds, to pay principal on SRF Bonds issued to fund state matching funds, to pay the fees and expenses of any Fiscal Agent and, except as provided in the next succeeding sentence, to make other payments due and owing under any Credit Enhancement Agreement for or relating to any SRF Bonds. Money in the Senior Principal Subaccount shall be used to pay principal of and redemption premium, if any, on any SRF Bonds on any redemption date (other than the principal of SRF Bonds paid from the Portfolio Redemption Account) or at maturity (other than to pay principal on SRF Bonds issued to fund state matching funds) and to make any required payments or reimbursements under any Credit Enhancement Agreement relating to principal payments on any SRF Bonds.

Money in the Senior Bond Interest and Sinking Account is pledged to secure payment of (i) all SRF Bonds issued under the Master Resolution, (ii) all amounts due and owing under any Credit Enhancement Agreement for or relating to any SRF Bonds and (iii) all fees and expenses of any Fiscal Agent for any Series or Installment of SRF Bonds. The foregoing notwithstanding, Transferred SRF Revenues are not pledged to secure payment of amounts due and owing under any Credit Enhancement Agreement relating to SRF Bonds.

Money in the Senior Bond Interest and Sinking Account and the subaccounts therein shall be used for the payment of amounts due and owing under any Credit Enhancement Agreement for or relating to any SRF Bonds, as provided by the terms of such Credit Enhancement Agreement, on a parity with the SRF Bonds.

Portfolio Redemption Account

To the extent that SRF Bonds or Subordinate Obligations are subject to redemption prior to maturity, subject to certain limitations set forth in the Master Resolution, money in the Portfolio Redemption Account shall be used for the purpose of paying the principal of SRF Bonds and Subordinate Obligations, in whole or in part on any Business Day, at a redemption price equal to the principal amount of the SRF Bonds or Subordinate Obligations to be redeemed plus accrued and unpaid interest thereon to the redemption date.

General Obligation Match Bond Interest and Sinking Account

Money in the General Obligation Match Bond Interest and Sinking Account shall be used for transfer pursuant to the Transfer Resolutions for the payment of principal of and interest on General Obligation Match Bonds, the proceeds of which were deposited into the CWSRF or the DWSRF, as the case may be.

Operating Account

The Operating Account has been established by the Board, and shall be maintained for so long as any SRF Bonds or Credit Enhancement Agreements remain outstanding and in effect. Money in the Operating Account shall be used to pay Operating Expenses in accordance with the provisions of the Master Resolution.

Program Accounts

Proceeds from the sale of SRF Bonds to be used to finance the acquisition of Political Subdivision Bonds purchased for the CWSRF Portfolio Account or the DWSRF Portfolio Account, as the case may be, shall be deposited to the credit of the CWSRF Bond Proceeds Subaccount of the CWSRF Program Account or the DWSRF Bond

Proceeds Subaccounts of the DWSRF Program Account, as applicable. Money in such accounts shall be used (i) to purchase Political Subdivision Bonds for the CWSRF or DWSRF Portfolio Account, as applicable, (ii) to purchase insurance for Political Subdivision Bonds purchased for the CWSRF Portfolio Account or the DWSRF Portfolio Account, as applicable, (iii) as a source of revenue for the payment or prepayment of SRF Bonds (and any related Credit Enhancement Agreements), General Obligation Match Bonds and Subordinate Obligations, all for the purpose of providing financial assistance in accordance with the Federal Clean Water Act, the Federal Drinking Water Act, the SRF Act and (with respect to amounts in the CWSRF Program Account derived from CWSRF General Obligation Match Bond proceeds and in the DWSRF Program Account derived from DWSRF General Obligation Match Bond proceeds) the applicable provisions of Chapter 17, Texas Water Code, and the resolutions authorizing the issuance of such CWSRF General Obligation Match Bonds or DWSRF General Obligation Match Bonds, (iv) to provide loan guaranties consistent with the provisions of the SRF Act, and (v) for such other authorized purposes as the Board shall determine from time to time, including, without limitation, the transfer of money to provide security for Other SRF Obligations, but solely to the extent that such purposes are in accordance with the foregoing authorities. In addition, to the extent required by any Supplemental Resolution, the Board may use money in the CWSRF Bond Proceeds Subaccount of the CWSRF Program Account or DWSRF Bond Proceeds Subaccount of the DWSRF Program Account, as applicable, to pay rebate amounts to the federal government.

Money shall be deposited to the credit of the CWSRF Equity Subaccount of the CWSRF Program Account or the DWSRF Equity Subaccount of the DWSRF Program Account, as applicable, pursuant to the flow of funds provision of the Master Resolution. Money in such accounts shall be used (i) to purchase Political Subdivision Bonds for the CWSRF Portfolio Account or DWSRF Portfolio Account, as applicable, (ii) to purchase insurance for Political Subdivision Bonds purchased for the CWSRF Portfolio Account or DWSRF Portfolio Account, as applicable, (iii) except as otherwise provided in the Master Resolution, as a source of revenue for the payment or prepayment of SRF Bonds (and any related Credit Enhancement Agreements), General Obligation Match Bonds and Subordinate Obligations, (iv) to provide loan guaranties consistent with the provisions of the SRF Act, and (v) for such other authorized purposes as the Board shall determine from time to time; provided, that the use of money in accordance with clause (iii) above shall be solely for the purpose of providing financial assistance in accordance with the Federal Clean Water Act, the Federal Drinking Water Act, the SRF Act and (with respect to amounts in the CWSRF Program Account derived from CWSRF General Obligation Match Bond proceeds and in the DWSRF Program Account derived from DWSRF General Obligation Match Bond proceeds) the applicable provisions of Chapter 17, Texas Water Code, and the resolutions authorizing the issuance of such CWSRF General Obligation Match Bonds or DWSRF General Obligation Match Bonds. The foregoing notwithstanding, Restricted Repayments shall be determined by an Authorized Representative on the last Business Day of a Fiscal Year, and may not be used as a source of revenue for the payment or prepayment of SRF Bonds (and any related Credit Enhancement Agreements) and Subordinate Obligations (and any related Subordinated Credit Agreements), other than the SRF Bonds or Subordinate Obligations that funded the purchase of Political Subdivision Bonds from which the Restricted Repayments were derived, unless the Board receives an opinion of Bond Counsel substantially to the effect that such use of Restricted Repayments will not adversely affect the excludability from gross income of the interest payable on such SRF Bonds or Subordinate Obligations then outstanding.

Interest and Sinking Accounts for Subordinate Obligations

By resolutions adopted by the Board authorizing the issuance of Subordinate Obligations, the Board shall establish accounts and subaccounts to be used to pay principal of and interest on Subordinate Obligations.

Flow of Funds

(a) The transfers of CWSRF revenues shall first be made in satisfaction of the conditions set forth in the CWSRF Master Resolution. Transfers of revenues from the Clearance Account established pursuant to the CWSRF Master Resolution to the CWSRF Revenue Account and the DWSRF Revenue Account, as the case may be, shall be treated as Transferred SRF Revenues, and shall be transferred in the manner described below.

(b) On the last Business Day of each month (each, a "Transfer Date"), the Board shall transfer (i) Transferred SRF Revenues, (ii) Designated Pledged CWSRF Revenues from the CWSRF Revenue Account as determined by an Authorized Representative, and (iii) Designated Pledged DWSRF Revenues from the DWSRF

Revenue Account as determined by an Authorized Representative, and deposit the same to the credit of the following accounts and subaccounts, in the amounts and in the order of priority as follows:

FIRST, to the extent moneys from any Transferred SRF Revenues are available and necessary to be used for this purpose, amounts as directed by an Authorized Representative, to be deposited to the Senior Interest Subaccount or the Senior Principal Subaccount, or both, for the payment of interest on and principal of outstanding SRF Bonds, subject, however, to the Coverage Requirement for SRF Bonds provisions of the Master Resolution;

SECOND, to the Senior Interest Subaccount, the amount necessary to cause the balance on deposit therein to be equal to the sum of the following: (i) the amount necessary to cause the balance on deposit therein to be no less than the amount of accrued and unpaid interest on all outstanding SRF Bonds; plus (ii) the amount that an Authorized Representative estimates as being the total amount that will be payable by the Board, for payment of the fees of any Fiscal Agent for a Series or Installment of SRF Bonds; provided, that the total amount transferred to the Senior Interest Subaccount as of the Transfer Date immediately preceding any Interest Payment Date shall be the amount necessary to cause the amount on deposit in such account to equal the interest payable on outstanding SRF Bonds on such Interest Payment Date; provided, further, that only Repayments which consist of interest (but not principal), and amounts received by the Board as income, profits, or gain on investments, shall be used to fund the payment of accrued and unpaid interest on all outstanding SRF Bonds, the proceeds of which were used to provide state matching funds under the Federal Clean Water Act or the Federal Drinking Water Act; and notwithstanding the foregoing, if the Board has entered into a Credit Enhancement Agreement, then, to the extent that payments due from the Board under such Credit Enhancement Agreement are to be paid from the Senior Interest Subaccount, such payments shall be included in calculating the amounts described in clause (i) above, and amounts due from the Person who is the counterparty to such agreement shall be excluded from such calculation;

THIRD, to the Senior Principal Subaccount, an amount equal to the amount that, in conjunction with amounts transferred on each subsequent Transfer Date, would be equal to no less than the total amount of principal of and redemption premium, if any, payable at maturity or upon redemption (excluding any redemption with money in the Portfolio Redemption Account) of outstanding SRF Bonds during the next twelve (12) months: provided, that the total amount transferred to the Senior Principal Subaccount as of the Transfer Date immediately preceding any maturity or redemption date, pursuant to this THIRD provision, shall be the amount necessary to cause the amount on deposit in such account to equal the principal of and redemption premium, if any, payable on such SRF Bonds on such maturity or redemption date (but, excluding amounts payable from the Portfolio Redemption Account); provided, further, that only Repayments which consist of interest (but not principal), and amounts received by the Board as income, profits, or gain on investments, shall be used to fund the payment of principal of and redemption premium, if any, payable on such maturity or redemption date (but, excluding amounts payable from the Portfolio Redemption Account) on all outstanding SRF Bonds, the proceeds of which were used to provide state matching funds under the Federal Clean Water Act or the Federal Drinking Water Act; and notwithstanding the foregoing, if the Board has entered into a Credit Enhancement Agreement, then, to the extent that payments due from the Board under such Credit Enhancement Agreement are to be paid from the Senior Principal Subaccount such payments shall be included in calculating the amounts described in this THIRD provision, and amounts due from the Person who is the counterparty to such agreement shall be excluded from such calculation;

FOURTH, amounts determined by an Authorized Representative to be deposited to the credit of a reserve fund, account or subaccount established by the terms of a Supplemental Resolution securing the payment of a Series or Installment of SRF Bonds;

FIFTH, to the extent moneys from any Transferred SRF Revenues are available and necessary to be used for this purpose, amounts determined by an Authorized Representative to be deposited to the designated accounts or subaccounts for the payment of interest on and principal of outstanding Subordinate Obligations, subject, however, to the Coverage Requirement for SRF Bonds provisions of the Master Resolution;

SIXTH, to the extent required by any resolution or other instrument adopted or approved by the Board pursuant to which Subordinate Obligations are issued, the amount necessary, together with other

available revenues, to provide for the payment of the principal of and redemption premium, if any, and interest on such Subordinate Obligations and to accumulate or restore any required reserves established to ensure payment of such principal, redemption premium and interest;

SEVENTH, to the General Obligation Match Bond Interest and Sinking Account, the amount required to be transferred pursuant to the Transfer Resolutions for the payment of principal of and interest on General Obligation Match Bonds; provided, however, that transfers to the General Obligation Match Bond Interest and Sinking Account during any Fiscal Year shall only be made from (i) the interest component of all Repayments received on Political Subdivision Bonds during such Fiscal Year and (ii) all amounts received by the Board as income, profits or gain on investments of money held in the CWSRF and the DWSRF;

EIGHTH, subject to certain conditions in the Master Resolution regarding fully funded accounts, to the Operating Account, all remaining Designated Pledged SRF Revenues; provided, that the amount of Designated Pledged SRF Revenues deposited into the Operating Account shall not exceed the amount of Designated Pledged SRF Revenues that may be deposited therein under the Federal Clean Water Act or the Federal Drinking Water Act, as the case may be; provided, further, that any amounts to be transferred under this EIGHTH provision shall be identified by an Authorized Representative as provided in the Master Resolution;

NINTH, amounts determined by an Authorized Representative to be deposited to the credit of the interest and sinking fund securing the payment of obligations issued for the purpose of augmenting any Additional State Revolving Fund, as permitted in the Master Resolution; and

TENTH, all remaining Designated Pledged SRF Revenues shall be transferred, as determined by an Authorized Representative, to the CWSRF Equity Subaccount of the CWSRF Program Account and the DWSRF Equity Subaccount of the DWSRF Program Account, in such amounts so determined by an Authorized Representative.

Expense Accounts

The Board establishes the CWSRF Expense Account and the DWSRF Expense Account, each to be held by the Comptroller outside the State Treasury, separate and apart from all other funds and accounts of the Comptroller, including the other accounts within the CWSRF or the DWSRF, in escrow and in trust for and on behalf of the Board. Amounts on deposit in such accounts shall consist of (i) funds received by the Board from federal capitalization grants under the Federal Clean Water Act or the Federal Drinking Water Act available to pay Operating Expenses, in an amount not to exceed the amounts permitted by the Federal Clean Water Act or Federal Drinking Water Act from such federal capitalization grants received by the Board and (ii) fees and charges collected by the Board from Political Subdivisions pursuant to Title 31, Texas Administrative Code, Sections 364.209 and 375.21, and Section 15.609 of the SRF Act for the purposes therein stated. Moneys on deposit in the CWSRF Expense Account do not constitute a Pledged CWSRF Revenue. Moneys on deposit in the DWSRF Expense Account do not constitute a Pledged DWSRF Revenue. The Board covenants to use amounts on deposit in the CWSRF Expense Account to pay Operating Expenses of the CWSRF, and to use amounts on deposit in the DWSRF Expense Account to pay Operating Expenses of the DWSRF.

Sale Proceeds and Prepayments

The Board shall separately account for Sale Proceeds and Prepayments within the CWSRF Revenue Account and the DWSRF Revenue Account, such that the Board is able to trace Sale Proceeds to the specific series or installment of SRF Bonds, Subordinate Obligations or General Obligation Match Bonds to which they relate. The Board will follow the procedures in the Master Resolution that relate to federal income tax implications of Sale Proceeds and Prepayments.

Deficiencies

If on any occasion there shall not be sufficient Designated Pledged SRF Revenues to make the required deposits into the Senior Interest Subaccount and the Senior Principal Subaccount, then such deficiency shall be made

up as soon as possible from the next available Designated Pledged SRF Revenues, or from any other source available for such purpose.

Investments

Cash held as a part of the CWSRF or the DWSRF shall be invested and reinvested in Permitted Investments as instructed by an Authorized Representative; provided, that the Board covenants to assure that all investments shall be made in such manner that the money required to be expended from any such account or subaccount of the CWSRF or the DWSRF will be available at the time or times such expenditure(s) must be made. All Permitted Investments shall be held by or under the control of the Comptroller and shall be deemed at all times a part of the account or subaccount which was used to purchase the same; provided, that all amounts received by the Board as income, profits or gains on such investments shall constitute Pledged SRF Revenues and shall be deposited as received in the CWSRF Revenue Account or the DWSRF Revenue Account, as applicable. The Comptroller is authorized to cause to be sold and reduced to cash a sufficient amount of Permitted Investments whenever an Authorized Representative directs the Comptroller to cause such a sale if such Authorized Representative determines that the cash balance in any account or subaccount is or will be insufficient to make any requested or required disbursement. The Comptroller shall not be responsible for any depreciation in the value of any Permitted Investments or for any loss resulting from such sale. Absent specific instructions from an Authorized Representative to invest cash balances in Permitted Investments hereunder, the Comptroller may invest in Permitted Investments but shall be under no obligation to do so. The foregoing notwithstanding, amounts on deposit in the CWSRF Expense Account and the DWSRF Expense Account shall be invested and reinvested in Permitted Investments as instructed by an Authorized Representative, in a manner not inconsistent with the provisions of the Federal Clean Water Act, in the case of the CWSRF Expense Account, and the Federal Drinking Water Act, in the case of the DWSRF Expense Account.

DISCHARGE OF LIEN

Discharge of Lien and Security Interest

Upon payment in full of all of the SRF Bonds and of all amounts owing under all Credit Enhancement Agreements, the pledge and lien on the Security for the SRF Bonds arising under the Master Resolution shall cease, terminate and be void; provided, however, that such discharge of the Master Resolution shall not terminate the powers and rights granted to, or the obligation of the Board to secure the services of, a Fiscal Agent with respect to the payment, transfer and exchange of the SRF Bonds.

Provision for Payment of SRF Bonds

All or any portion of the SRF Bonds shall be deemed to have been paid, retired and no longer outstanding if:

(i) there shall have been irrevocably deposited in the Senior Bond Interest and Sinking Account either (A) sufficient money, or (B) Defeasance Obligations, of such maturities and interest payment dates and bearing such interest as will, without further investment or reinvestment of either the principal amount thereof or the interest earnings thereon (said earnings also to be held in trust), be sufficient (as confirmed by a report of an independent certified public accountant or firm of certified public accountants) together with any money referred to in (A) above, for the payment at their respective maturities or redemption dates prior to maturity of the principal thereof and the redemption premium (if any) and interest to accrue thereon at such maturity or redemption dates, as the case may be;

(ii) there shall have been paid or provision duly made for the payment of all fees and expenses of any Fiscal Agent for such SRF Bonds due or to become due; and

(iii) if any such SRF Bonds are to be redeemed on any date prior to their maturity, the Fiscal Agent shall have received in form satisfactory to it irrevocable instructions from an Authorized Representative to redeem such SRF Bonds on such date and irrevocable power authorizing the Fiscal Agent to give such redemption notices.

Limitations elsewhere specified in the Master Resolution regarding the investment of money held by the Fiscal Agent in the Senior Bond Interest and Sinking Account shall not be construed to prevent the depositing and holding in the Senior Bond Interest and Sinking Account of the obligations described in the preceding subparagraph

(i)(B) for the purpose of defeasing the lien of the Master Resolution as to SRF Bonds which have not yet become due and payable. In addition, all money so deposited with the Fiscal Agent may also be invested and reinvested, at the direction of an Authorized Representative, in Defeasance Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from all Defeasance Obligations in the hands of the Fiscal Agent pursuant to the Master Resolution which is not required for the payment of the SRF Bonds and interest and redemption premium, if any, thereon with respect to which such money shall have been so deposited shall be deposited in the Senior Bond Interest and Sinking Account as and when realized and collected for use and application as are other money deposited in the Senior Bond Interest and Sinking Account.

SRF Bonds issued as variable rate obligations shall be deemed to be paid and discharged only if the amount held under (A) or (B) above shall be sufficient to provide for the payment of such SRF Bonds assuming the highest possible interest rate on such SRF Bonds (as established in accordance with the proceedings authorizing the issuance of such SRF Bonds) to the earlier of the first tender or redemption date therefor.

In the proceedings providing for the payment of SRF Bonds at their stated maturity or maturities in accordance with the Master Resolution, any determination not to redeem such SRF Bonds may be made revocable by the Board and the Board may reserve the right to redeem such SRF Bonds on any date that such SRF Bonds would have been subject to redemption at the option of the Board in accordance with the proceedings that authorized the issuance of such SRF Bonds.

In addition to or in lieu of the provisions for payment set forth above, SRF Bonds of any Series or Installment may be defeased in any manner provided in the Supplemental Resolution authorizing the issuance of such Series or Installment of SRF Bonds.

DEFAULT PROVISIONS AND REMEDIES

Events of Default

Any one of the following shall constitute an Event of Default under the Master Resolution:

- (a) Default in the payment of any interest on any SRF Bond when and as the same shall have become due and payable;
- (b) Default in the payment of the principal of or any redemption premium on any SRF Bond when and as the same shall become due, whether at the stated maturity date or the redemption or tender date thereof (pursuant to any mandatory sinking fund requirement or purchase obligation set forth in a Supplemental Resolution);
- (c) Default in the observance or performance of any other of the covenants, agreements or conditions on the part of the Board included in the Master Resolution or any Supplemental Resolution or in the SRF Bonds and the continuance thereof for a period of thirty (30) days after written notice to the Board and the Credit Enhancement Providers, if any, given by the Holders of not less than twenty-five percent (25%) in aggregate principal amount of the outstanding SRF Bonds; or
- (d) The occurrence of any Event of Default under a Supplemental Resolution (which may include events of default in connection with a Credit Enhancement Agreement authorized by a Supplemental Resolution).

The Fiscal Agent shall provide notice of an Event of Default pursuant to such provisions in the Master Resolution.

Remedies

In case one or more Events of Default shall occur, then and in every such case any Bondholder or Credit Enhancement Provider, if any, may proceed to protect and enforce their respective rights by such appropriate judicial proceeding as such Bondholder or Credit Enhancement Provider shall deem most effectual to protest and enforce any such right, either by suit in equity or by action at law, whether for the specific performance of any covenant or agreement contained in this Master Resolution, or in aid of the exercise of any power granted in this Master Resolution,

or to enforce any other legal or equitable right vested in the Bondholders or the Credit Enhancement Providers by this Master Resolution or the SRF Bonds or by law.

AMENDMENTS

Amendments to Master Resolution Not Requiring Consent of Bondholders or Confirmation of SRF Bond Ratings

The Board, without the consent of or notice to any Bondholder, may adopt amendments to the Master Resolution (or any Supplemental Resolution) which do not materially adversely affect the interests of the Bondholders for one or more of the following purposes:

(i) To grant to or confer upon the Bondholders any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon the Bondholders;

(ii) To grant or pledge to the Bondholders any additional security other than that granted or pledged under the Master Resolution;

(iii) To amend the Master Resolution or any resolution amendatory thereto in such manner as to permit the qualification thereof under the Trust Indenture Act of 1939 or any similar federal statute then in effect or to permit the qualification of the SRF Bonds for sale under the securities laws of any of the states of the United States;

(iv) To amend the Master Resolution for the purpose of obtaining the approval of SRF Bonds by the Office of the Attorney General of the State or obtaining or retaining a rating on the SRF Bonds from a Rating Agency;

(v) To amend the Master Resolution as may be necessary or convenient in connection with the book-entry system for payments, transfers and other matters relating to the SRF Bonds;

(vi) To cure any ambiguity or to correct or supplement any provision contained herein or in any amendatory resolution which may be defective or inconsistent with any provision contained herein or in any amendatory resolution, or to make such other provisions in regard to matters or questions arising under the Master Resolution which shall not materially adversely affect the interests of the Bondholders;

(vii) To make any change therein necessary, in the opinion of Bond Counsel, to maintain the exclusion from gross income for federal income tax purposes of the interest on any outstanding SRF Bonds;

(viii) To increase the maximum aggregate principal amount of SRF Bonds authorized to be issued during any Program Period or change the Program Termination Date for any Program Series;

(ix) To make any change or modification in the terms and conditions of any Program Series established pursuant to a Supplemental Resolution to the extent that such change or modification (A) is not inconsistent with the terms and conditions of the Master Resolution and (B) affects only those Installments of SRF Bonds of such Program Series that have not been issued and delivered to the initial purchasers thereof on the effective date of such change or modification;

(x) To modify any of the provisions of the Master Resolution in any other respect whatever, provided, that such modification shall be, and be expressed to be, effective only after all SRF Bonds outstanding at the date of the adoption of such modification shall cease to be outstanding; or

(xi) To the extent permitted by applicable law, to facilitate the economic and practical utilization of Credit Enhancement Agreements with respect to all or any portion of the SRF Bonds.

Prior to the effective date of any such amendment, a copy of such amendment shall be promptly furnished to the Fiscal Agents and Credit Enhancement Providers of any Credit Enhancement Agreements then in effect. The Attorney General of the State shall approve such amendment or advise the Board that such approval is not necessary

for such amendment to become effective. The Board may also rely on an opinion of Bond Counsel to the effect that the approval of the Attorney General is not necessary for such amendment to become effective.

Amendments Requiring Majority Consent of Bondholders or Confirmation of Ratings

The Board may adopt such other amendments as the Board in its sole discretion may determine for the purpose of modifying, altering, amending, adding to or rescinding any of the terms or provisions contained in the Master Resolution or in any amendatory resolution if:

(a) the Bondholders of a majority of the principal amount of outstanding SRF Bonds consent to such amendment; or

(b) each Rating Agency provides written confirmation to the Board that the rating or ratings assigned by the Rating Agency to the Board's then outstanding SRF Bonds will not be lowered, reduced or withdrawn as a result of the amendment to be enacted.

Notwithstanding the foregoing, nothing shall permit, or be construed as permitting, without the consent of the Bondholders of one hundred percent (100%) of the principal amount of SRF Bonds outstanding (a) an extension of the maturity of the principal of or the mandatory redemption date of, or interest payment date on, any SRF Bond, (b) a reduction in the principal amount of, or the redemption premium or the rate of interest on, any SRF Bond, (c) a preference or priority of any SRF Bond or SRF Bonds over any other SRF Bond or SRF Bonds, (d) the creation of a lien prior to the lien of the Master Resolution, or (e) a reduction in the aggregate principal amount of the SRF Bonds required for any consent to any amendment.

Prior to the effective date of any such amendment, the Board shall give notice of such amendment by United States mail, first-class postage prepaid, to the last known holders of the outstanding SRF Bonds (whose consent is so required) then shown on the registration books for the SRF Bonds. Such notice shall briefly set forth the nature of the proposed amendment or other action and shall state that copies of any such amendment or other document are on file at the office of the Board and the principal office of the Fiscal Agent for inspection by all Bondholders. If, within sixty (60) days or such longer period as shall be prescribed by the Board following the mailing of such notice, the holders of the requisite principal amount of the SRF Bonds outstanding by instruments filed with the Board shall have consented to the amendment or other proposed action, then the Board may adopt or execute, as appropriate, such amendment or other document or take such proposed action and the consent of the Bondholders shall thereby be conclusively presumed. Notwithstanding the foregoing, while the beneficial ownership of any Series of SRF Bonds is determined by a book-entry system, delivery of notice and evidence of consent for such Series of SRF Bonds will be in accordance with arrangements among the Board, the Fiscal Agent and the securities depository. Any notice so give shall set forth the text of the amendment and state that each Rating Agency has advised the Board that the rating or ratings assigned by the Rating Agency to the Board's then outstanding SRF Bonds will not be lowered, reduced or withdrawn as a result of any amendment to be enacted. Additionally, prior to the effective date of any amendment authorized pursuant to this section, a copy of such amendment shall be promptly furnished to the Fiscal Agents and Credit Enhancement Providers of any Credit Enhancement Agreements then in effect.

Supplemental Resolutions

Notwithstanding any provision of the Master Resolution to the contrary, the Board, without notice to or consent of the Bondholders or the Credit Enhancement Providers of any Credit Enhancement Agreements then in effect, may adopt Supplemental Resolutions not inconsistent with the provisions of the Master Resolution (i) authorizing the issuance and specifying the designation, and aggregate principal amount, of any Series (or Program Series) of SRF Bonds, (ii) providing for one or more Credit Enhancement Agreements for the SRF Bonds of such Series (or Program Series), (iii) appointing one or more Fiscal Agents (and specifying their respective duties and responsibilities) for such SRF Bonds and (iv) taking other appropriate action relating to the issuance of SRF Bonds hereunder.

**CROSS COLLATERALIZATION; CONDITIONS TO TRANSFER FUNDS TO OR FROM AN
ADDITIONAL STATE REVOLVING FUND; RELEASE OF POLITICAL SUBDIVISION BONDS FROM
PORTFOLIO ACCOUNTS**

Cross Collateralization

Subject to the provisions of the CWSRF Master Resolution and any supplemental resolution authorizing the issuance of bonds and the issuance of credit agreement obligations currently outstanding under the CWSRF Master Resolution, it is the express intent of the Board that the Security for the SRF Bonds shall secure obligations of the Board issued or incurred to augment the CWSRF, the DWSRF and any Additional State Revolving Fund in the manner described in the Master Resolution. The Board covenants not to issue or incur additional obligations under the terms of the CWSRF Master Resolution.

Requests for Transfers from Additional State Revolving Fund

If an Authorized Representative determines, no later than one Business Day prior to a Transfer Date, that the Coverage Requirement for SRF Bonds will not be maintained, the Authorized Representative shall deliver to the Board an executed certificate that (a) declares that the Coverage Requirement for SRF Bonds cannot be maintained, (b) states the amount of Transferred SRF Revenues to be transferred from any Additional State Revolving Fund for deposit the Senior Interest Subaccount and the Senior Principal Subaccount, (c) states the accounts or subaccounts into which Transferred SRF Revenues shall be deposited, and (d) certifies that during any Fiscal Year after such transfer that the transfer will not result in the revenues for the obligations secured by such revenues of such Additional State Revolving Fund being less than the “coverage requirement” pertaining to those obligations so secured.

Release of Political Subdivision Bonds

The Board may release Political Subdivision Bonds from the lien of the Master Resolution, upon the delivery of a certificate to the Board executed by an Authorized Representative (A) specifying the Political Subdivision Bonds to be released from the CWSRF Portfolio Account or the DWSRF Portfolio Account, as the case may be, and (B) certifying that cash flow reports evidence the sufficiency of available Designated Pledged SRF Revenues from the remaining Political Subdivision Bonds being no less than 140% of the Annual Debt Service Requirements for Covered Debt in any Fiscal Year.

Amendments to Political Subdivision Bonds

The Board shall not consent to the amendment of the terms of a Political Subdivision Bond unless an Authorized Representative determines that such amendment will not result in the Designated Pledged SRF Revenues during any Fiscal Year being less than 140% of the Annual Debt Service Requirements for Covered Debt.

SUMMARY OF THE THIRD SUPPLEMENTAL RESOLUTION

DEFEASANCE OF CWSRF PRIOR BONDS

On July 18, 2018, the Board deposited funds with The Bank of New York Mellon Trust Company, N.A., the paying agent (the “CWSRF Prior Bonds Agent”) for the Board’s outstanding State Revolving Fund Subordinate Lien Revenue Bonds, Series 2009A, Sub-Series 2009A (the “CWSRF Prior Bonds”), the last outstanding series of bonds issued pursuant to and governed by the CWSRF Master Resolution, in an amount sufficient, together with investment earnings derived from the deposit of such funds, to provide for the payment in full of the CWSRF Prior Bonds on July 15, 2019, the dated fixed for redemption of the CWSRF Prior Bonds. By letter dated July 13, 2018, the Board directed the CWSRF Prior Bonds Agent to give notice of redemption of the CWSRF Prior Bonds in accordance with the provisions governing their issuance. As a result of the defeasance of the CWSRF Prior Bonds, there are no obligations of the Board outstanding secured solely by a first lien on and pledge of CWSRF revenues. The Board no longer has the authority to issue or incur obligations under the terms of the CWSRF Master Resolution.

SUBACCOUNTS

Establishment and Use of Subaccounts

(a) Under the terms of the Master Resolution, the Board has established with the Comptroller the Senior Bond Interest and Sinking Account, and therein the Senior Interest Subaccount and the Senior Principal Subaccount. There is created within the Senior Interest Subaccount separate subaccounts entitled the “Texas Water Development Board Clean Water State Revolving Fund Revenue Bonds Series 2020 Interest Subaccount” (the “CWSRF Series 2020 Interest Subaccount”) and the “Texas Water Development Board Drinking Water State Revolving Fund Revenue Bonds Series 2020 Interest Subaccount” (the “DWSRF Series 2020 Interest Subaccount”). There is created within the Senior Principal Subaccount entitled the “Texas Water Development Board Clean Water State Revolving Fund Revenue Bonds Series 2020 Principal Subaccount” (the “CWSRF Series 2020 Principal Subaccount”) and the “Texas Water Development Board Drinking Water State Revolving Fund Revenue Bonds Series 2020 Principal Subaccount” (the “DWSRF Series 2020 Principal Subaccount”).

(b) Money in each of the subaccounts in (a) above shall be transferred by the Board, consistent with the provisions of the Master Resolution, to the Agent, to be held in trust by the Agent for the holders of Series 2020 Bonds by the Agent and, except as otherwise provided in the Third Supplemental Resolution, shall be used solely for the timely payment of the interest on the Series 2020 Bonds and for the timely payment of principal of and redemption premium, if any, on the Series 2020 Bonds upon maturity or upon mandatory or optional redemption (but, excluding redemption with money in the Portfolio Redemption Account).

(c) Designated Pledged CWSRF Revenues (1) shall be deposited to the credit of the CWSRF Series 2020 Interest Subaccount and used to pay interest on the Series 2020 Bonds issued to augment the CWSRF (including the provision of state matching funds) when due and payable and (2) shall be deposited to the credit of the CWSRF Series 2020 Principal Subaccount and used to pay principal of the Series 2020 Bonds issued to augment the CWSRF when due and payable; provided, the principal of and interest on CWSRF Match Bonds will be payable solely from Designated Pledged CWSRF Revenues which consist of Repayments that are interest (and not principal) and amounts received by the Board as income, profits or gain on investments.

(d) No later than the last Business Day of the month next preceding a Principal Payment or an Interest Payment Date on the Series 2020 Bonds, if an Authorized Representative determines that Designated Pledged CWSRF Revenues will not be sufficient to provide for the payment in full of the principal of and interest on the Series 2020 Bonds issued to augment the CWSRF when due and payable, the Authorized Representative will take such action as is permitted in the Master Resolution and applicable federal law to transfer available Designated Pledged DWSRF Revenues for deposit to the credit of the CWSRF Series 2020 Interest Subaccount or to the credit of the CWSRF Series 2020 Principal Subaccount, as the case may be, to fund the deficiency to enable the timely payment of principal

of and interest on such Series 2020 Bonds; provided, that no Designated Pledged DWSRF Revenues which consist of Repayments that constitute repayments of principal shall be used to pay debt service on CWSRF Match Bonds.

(e) Designated Pledged DWSRF Revenues (1) shall be deposited to the credit of the DWSRF Series 2020 Interest Subaccount and used to pay interest on the Series 2020 Bonds issued to augment the DWSRF (including the provision of state matching funds) when due and payable and (2) shall be deposited to the credit of the DWSRF Series 2020 Principal Subaccount and used to pay principal of the Series 2020 Bonds issued to augment the DWSRF when due and payable; provided, the principal of and interest on DWSRF Match Bonds will be payable solely from Designated Pledged DWSRF Revenues which consist of Repayments that are interest (but not principal) and amounts received by the Board as income, profits or gain on investments.

(f) No later than the last Business Day of the month next preceding a Principal Payment or an Interest Payment Date on the Series 2020 Bonds, if an Authorized Representative determines that Designated Pledged DWSRF Revenues will not be sufficient to provide for the payment in full of the principal of and interest on the Series 2020 Bonds issued to augment the DWSRF when due and payable, the Authorized Representative will take such action as is permitted in the Master Resolution and applicable federal law to transfer available Designated Pledged CWSRF Revenues for deposit to the credit of the DWSRF Series 2020 Interest Subaccount or to the credit of the DWSRF Series 2020 Principal Subaccount, as the case may be, to fund the deficiency to enable the timely payment of principal of and interest on such Series 2020 Bonds; provided, that no Designated Pledged CWSRF Revenues which consist of Repayments that constitute repayments of principal shall be used to pay debt service on DWSRF Match Bonds.

(g) On or before the first scheduled Interest Payment Date, and on or before each Interest Payment Date and Principal Payment Date thereafter while any Series 2020 Bond is outstanding and unpaid, the Board shall make available to the Agent from the subaccounts described above moneys sufficient to pay such interest on and such principal amount of the Series 2020 Bonds, as shall become due on such Interest Payment Dates and Principal Payment Dates.

Discharge of the Master Resolution

Notwithstanding the fact that the lien of the Master Resolution upon the Security for the SRF Bonds may have been discharged and canceled in accordance with the provisions of the Master Resolution, the Master Resolution and the rights granted and duties imposed thereby, to the extent not inconsistent with the fact that the lien upon the Security for the SRF Bonds may have been discharged and canceled, shall nevertheless continue and subsist after payment in full of the Series 2020 Bonds until the Agent shall have returned to the Board all funds held by the Agent pursuant to “—*Establishment and Use of Subaccounts*”, above.

Records

The Board shall cause to be kept and maintained records pertaining to the accounts and subaccounts established in the Third Supplemental Resolution and in the Master Resolution and all disbursements therefrom.

Investment of Subaccounts

Cash held as part of the subaccounts created in the Third Supplemental Resolution shall be invested and reinvested by the Agent in Permitted Investments in accordance with the written instructions of an Authorized Representative; provided, that the Board covenants to assure that all investments shall be made in such manner that the money required to be expended from such funds will be available at the proper time or times; and provided, further, that any money held by the Agent to pay the principal of, premium, if any, or interest which has become payable with respect to the Series 2020 Bonds shall not be invested.

All Permitted Investments shall be deemed at all times a part of the subaccount which was used to purchase the same. All interest accruing thereon and any profit realized from Permitted Investments shall be credited and any loss resulting from Permitted Investments shall be similarly charged to the fund or account for which such investment is held. The Board may cause Permitted Investments to be sold and reduced to cash whenever the cash balance in any subaccount is or will be insufficient to make any required disbursement.

ADMINISTRATION OF THE FINANCING PROGRAM

Qualifications of Agent; Resignation; Removal

i. The Board covenants with the owners of the Series 2020 Bonds that at all times while the Series 2020 Bonds are outstanding the Board will provide a competent and legally qualified bank, trust company or other financial institution to act as and perform the services of Agent for the Series 2020 Bonds under the Third Supplemental Resolution. The Agent shall be a commercial bank or a trust company duly organized under the laws of the United States of America or any state or territory thereof, having a combined capital stock, surplus and undivided profits of at least \$50,000,000, having trust powers and authorized by law to perform all the duties imposed upon it by the Third Supplemental Resolution. Until otherwise designated in writing by the Agent to the Board, the principal office of the Agent for all purposes hereof shall be the office of the Agent identified in the Third Supplemental Resolution at which all deliveries to the Agent hereunder shall be made and any and all notices and other communications in connection herewith shall be delivered. The Agent may at any time resign and be discharged of the duties and obligations created by the Third Supplemental Resolution by giving at least sixty (60) days' notice to the Board. The Agent may be removed at any time, at the discretion of the Board, by an instrument, signed by an Authorized Representative, filed with such Agent. The resignation or removal of the Agent, as provided above, shall not be effective until a successor to the Agent has been appointed by the Board.

ii. In the event of the resignation or removal of the Agent, the Agent shall deliver any money and any Series 2020 Bonds and its related books and records held by it in such capacity to its successor.

Instruments of Bondholders

Any instrument required by the Third Supplemental Resolution to be executed by Bondholders may be in any number of writings of similar tenor and may be executed by Bondholders in person or by agent appointed in writing. Proof of the execution of any such instrument or of the writing appointing any such agent and of the ownership of Series 2020 Bonds given in any of the following forms shall be sufficient for any of the purposes of the Third Supplemental Resolution: (i) a certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such writing acknowledged before him the execution thereof; or (ii) a certificate executed by any trust company or bank stating that at the date thereof the party named therein did exhibit to an officer of such trust company or bank, as the property of such party, the Series 2020 Bonds therein mentioned.

The Agent may rely on such an instrument of Bondholders unless and until the Agent receives notice in the form specified in clause (i) or (ii) above that the original such instrument is no longer reliable. In the event that the Agent shall receive conflicting directions from two or more groups of Bondholders, each with combined holdings of not less than 25% of the principal amount of outstanding Series 2020 Bonds, the directions given by the group of Bondholders which hold the largest percentage of Series 2020 Bonds shall be controlling and the Agent shall follow such directions to the extent required herein.

CONTINUING DISCLOSURE UNDERTAKING

Annual Reports

The Board shall provide annually to the MSRB, within 195 days after the end of each Fiscal Year ending in or after 2020, financial information and operating data with respect to the Board of the general type included in the final Official Statement authorized by the Third Supplemental Resolution, being the information described in Exhibit E to the Third Supplemental Resolution. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in Exhibit F to the Third Supplemental Resolution and (2) audited, if the Board commissions an audit of such statements and the audit is completed within twelve months after the end of each Fiscal Year ending in or after 2020. If audited financial statements are not available at the end of the twelve month period, then the Board will provide notice that the audited financial statements are not available, will provide unaudited financial statements by the end of the twelve month period and will provide audited financial statements for the applicable fiscal year to the MSRB, when and if the audited financial statements become available.

If the Board changes its Fiscal Year, it will notify the MSRB of the change (and of the date of the new Fiscal Year end) prior to the next date by which the Board otherwise would be required to provide financial information and operating data.

The financial information and operating data to be provided pursuant to the Third Supplemental Resolution may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document, if it is available from the MSRB) that theretofore has been provided to the MSRB or filed with the SEC. Filings shall be made electronically, in such format specified by the MSRB.

Disclosure Event Notices

The Board shall notify the MSRB, in a timely manner, not in excess of ten Business Days after the occurrence of any of the following events, with respect to the Series 2020 Bonds:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2020 Bonds, or other events affecting the tax status of the Series 2020 Bonds;
7. Modifications to rights of holders of the Series 2020 Bonds, if material;
8. Series 2020 Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Series 2020 Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Board;
13. The consummation of a merger, consolidation, or acquisition involving the Board or the sale of all or substantially all of the assets of the Board, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor Agent or change in name of the Agent, if material;
15. Incurrence of a Financial Obligation of the Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Obligated Person, any of which affect security holders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the Obligated Person, and of which reflect financial difficulties.

The Board shall notify the MSRB, in a timely manner, of any failure by the Board to provide financial information or operating data in accordance with “—*Annual Reports*”, above, by the time required by such section.

As used in clause 12 above, the phrase "bankruptcy, insolvency, receivership or similar event" means the appointment of a receiver, fiscal agent or similar officer for the Board in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Board, or if jurisdiction has been assumed by leaving the Board and officials or officers of the Board in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a

court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Board.

As used in clauses 15 and 16 above, the term "Financial Obligation" means: (i) a debt obligation; (ii) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii), however, the term Financial Obligation shall not include Municipal Securities as to which a final official statement has been provided to the MSRB consistent with the Rule; the term "Municipal Securities" means securities which are direct obligations of, or obligations guaranteed as to principal or interest by, a state or any political subdivision thereof, or any agency or instrumentality of a state or any political subdivision thereof, or any municipal corporate instrumentality of one or more states and any other Municipal Securities described by Section 3(a)(29) of the Securities Act of 1934, as the same may be amended from time to time; and the term "Obligated Person" means the Board.

Limitations, Disclaimers and Amendments

The Board shall be obligated to observe and perform the covenants specified in "CONTINUING DISCLOSURE UNDERTAKING", above, for so long as, but only for so long as, the Board remains an "obligated person" with respect to the Series 2020 Bonds within the meaning of the Rule, except that the Board in any event will give the notice required by "*Disclosure Event Notices*", above, of any Series 2020 Bond calls and defeasance that cause the Board to be no longer an "obligated person".

The provisions under "CONTINUING DISCLOSURE UNDERTAKING" of the Third Supplemental Resolution are for the sole benefit of the Holders and beneficial owners of the Series 2020 Bonds, and nothing in such section, express or implied, shall give any benefit or any legal or equitable right, remedy, or claim hereunder to any other Person. The Board undertakes to provide only the financial information, operating data, financial statements, and notices which it has expressly agreed to provide pursuant to "CONTINUING DISCLOSURE UNDERTAKING" of the Third Supplemental Resolution, and does not undertake to provide any other information that may be relevant or material to a complete presentation of the Board's financial results, condition, or prospects or undertake to update any information provided in accordance with "CONTINUING DISCLOSURE UNDERTAKING" of the Third Supplemental Resolution or otherwise, except as expressly provided therein. The Board does not make any representation or warranty concerning such information or its usefulness to a decision to invest in or sell Series 2020 Bonds at any future date.

UNDER NO CIRCUMSTANCES SHALL THE BOARD BE LIABLE TO THE HOLDER OR BENEFICIAL OWNER OF ANY SERIES 2020 BOND OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART FROM ANY BREACH BY THE BOARD, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN "CONTINUING DISCLOSURE UNDERTAKING" OF THE THIRD SUPPLEMENTAL RESOLUTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

Should the Rule be amended to obligate the Board to make filings with or provide notices to entities other than the MSRB, the Board agrees to undertake such obligation in accordance with the Rule as amended.

Continuing Disclosure Undertaking of Significant Borrowers

The Board shall require each Significant Borrower to adopt an ordinance, order or resolution (a "Significant Borrower Undertaking") pursuant to which each Significant Borrower must agree to provide annually to the MSRB financial information and operating data with respect to the Significant Borrower of the general type described in the Third Supplemental Resolution. For purposes of the Third Supplemental Resolution, the term "Significant Borrower" includes (i) any Political Subdivision that is a Significant Borrower as of the date the Third Supplemental Resolution is adopted (an "Existing Significant Borrower") and (ii) a Political Subdivision that, as a result of the Board's future acquisition of its Political Subdivision Bonds, becomes a Significant Borrower (a "Future Significant Borrower"). Any Existing Significant Borrower must agree to provide, within 195 days after the end of each fiscal year thereof ending in or after 2020, financial information and operating data with respect thereto of the nature included in the final Official Statement authorized by the Third Supplemental Resolution, being the information described in Exhibit G to

the Third Supplemental Resolution. Any financial statements so to be provided shall be prepared in accordance with the accounting principles described in Exhibit G, or such other accounting principles as such Existing Significant Borrower may be required to employ from time to time pursuant to state law or regulation. Any Future Significant Borrower must agree to provide, within 195 days after the end of each fiscal year thereof ending in or after the year the Political Subdivision became a Significant Borrower, financial information and operating data with respect thereto of the nature required by the Significant Borrower Undertaking. Any financial statements so to be provided shall be prepared in accordance with the accounting principles described in the Significant Borrower Undertaking, or such other accounting principles as such Significant Borrower may be required to employ from time to time pursuant to state law or regulation. In any case, if such Significant Borrower commissions an audit of such statements and the audit is completed within the period during which they must be provided, the financial statements to be provided shall be audited. If the audit of such financial statements is not complete within such period, then such Significant Borrower shall provide unaudited financial statements and thereafter audited financial statements for the applicable fiscal year to the Board, the MSRB, when and if the audit report on such statements become available.

Each Significant Borrower shall be obligated under its Significant Borrower Undertaking to observe and perform the covenants specified herein for so long as, but only for so long as, any Significant Borrower remains an “obligated person” with respect to the Series 2020 Bonds within the meaning of the Rule.

MISCELLANEOUS

Amendment

The Third Supplemental Resolution may be amended in the same manner, for the same purposes and subject to the same limitations as set forth in Article VII of the Master Resolution for amendment of the Master Resolution (see “SUMMARY OF MASTER RESOLUTION – Amendments”); provided, however, that with regard to any amendment of the Third Supplemental Resolution requiring either the affirmation of the Rating Agencies or consent of the Bondholders, the only affirmation or consent that shall be required is that of the Rating Agencies then rating the Series 2020 Bonds or the Bondholders of the Series 2020 Bonds, as the case may be.

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APPENDIX G

**UNAUDITED FINANCIAL STATEMENTS
OF THE CWSRF AND DWSRF**

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Statement of Net Position - CWSRF

UNAUDITED¹

	2015	2016	2017	2018	2019
ASSETS					
Current Assets:					
Cash and Cash Equivalents:					
Cash Equivalents	\$ 95,935,204	\$ 193,267,250	\$ 75,039,874	\$ 179,467,577	\$ 246,888,716
Short Term Investments	518,338,451	470,540,547	245,037,691	319,873,402	302,965,550
Receivables from:					
Federal	200,972	-	-	285,226	287,797
Interest and Dividends	66,428,835	63,134,721	57,166,883	51,762,546	10,539,380
Loans and Contracts	93,868,800	88,933,800	125,068,800	179,391,800	111,820,900
Total Current Assets	774,772,262	815,876,318	502,313,249	730,780,551	672,502,343
Non-Current Assets:					
Loans and Contracts	2,602,396,330	2,536,870,130	2,470,756,330	2,416,569,530	2,503,533,630
Investments					27,871,622
Total Non-Current Assets	2,602,396,330	2,536,870,130	2,470,756,330	2,416,569,530	2,531,405,252
Total Assets	\$ 3,377,168,592	\$ 3,352,746,448	\$ 2,973,069,579	\$ 3,147,350,081	\$ 3,203,907,595
LIABILITIES					
Current Liabilities:					
Payables from:					
Accounts Payable	\$ 10,916,403	\$ -	\$ -	\$ 6,256	\$ 14,461
Interest Payable	2,772,391	14,131,242	1,037,066	3,797,604	981,992
Interfund Payables	13,787,319	13,204,622	13,623,220	13,879,192	13,417,323
Due to Other Funds	15,565,778	-	-	285,226	902,333
Revenue Bonds Payable	64,455,667	25,147,724	11,510,680	6,924,517	12,109,484
Total Current Liabilities	107,497,558	52,483,588	26,170,966	24,892,795	27,425,593
Non-Current Liabilities:					
Interfund Payable	133,981,267	132,906,446	119,283,226	115,163,516	101,746,193
Revenue Bonds Payable	628,086,200	601,977,243	162,606,120	252,641,304	265,491,491
Total Non-Current Liabilities	762,067,467	734,883,688	281,889,346	367,804,820	367,237,684
Total Liabilities	\$ 869,565,025	\$ 787,367,276	\$ 308,060,312	\$ 392,697,616	\$ 394,663,278
NET POSITION					
Restricted for:					
Other	2,507,603,567	2,565,379,172	2,665,009,267	2,754,652,466	2,809,244,317
Total Net Position	\$ 2,507,603,567	\$ 2,565,379,172	\$ 2,665,009,267	\$ 2,754,652,466	\$ 2,809,244,317

Numbers may not add due to rounding

¹The financial data presented here is a recapitulation of financial statements presented in the TWDB Annual Financial Report. The TWDB Annual Financial Report becomes a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level. Any adjustments related to the agency's financial data as a result of the CAFR Audit are not reflected in the amounts reported here.

Statement of Revenues, Expenses, and Changes in Net Position - CWSRF

	UNAUDITED ¹				
	2015	2016	2017	2018	2019
OPERATING REVENUES:					
Interest and Investment Income	\$ 133,597,141	\$ 58,401,486	\$ 62,799,394	\$ 58,030,251	\$ 22,651,169
Net Increase (Decrease) Fair Market Value	(39,894)	56,405	(104,992)	14,011	192,234
Other Operating Revenues	4,234,658	7,895,786	4,749,778	4,925,405	5,661,354
Total Operating Revenues	137,791,904	66,353,677	67,444,179	62,969,666	28,504,757
OPERATING EXPENSES:					
Salaries and Wages	2,245,995	2,647,288	1,944,713	2,784,395	2,675,855
Payroll Related Costs	387,888	419,561	344,207	491,567	509,344
Professional Fees and Services	213,879	199,202	98,542	1,411,962	446,422
Travel	31,086	31,662	16,067	32,304	30,557
Materials and Supplies	4,039	8,809	2,114	1,715	2,706
Communication and Utilities	17,509	20,650	16,158	14,194	11,277
Repairs and Maintenance	453	217	-	220	38
Rentals and Leases	36,261	30,289	26,193	28,916	28,598
Printing and Reproduction	-	-	-	12,922	225
Interest	35,498,004	53,989,796	17,211,206	8,597,337	15,341,907
Other Operating Expenses	128,822	32,326	11,266	3,206	19,582
Total Operating Expenses	38,563,935	57,379,800	19,670,467	13,378,738	19,066,512
Operating Income (Loss)	99,227,969	8,973,878	47,773,712	49,590,928	9,438,245
NONOPERATING REVENUES (EXPENSES):					
Federal Revenue	67,177,565	67,033,678	61,068,000	59,564,289	72,591,901
Other Benefit Payments	-	-	-	(490,000)	(1,438,000)
Other Nonoperating Revenues (Expenses)	(2,919,580)	(19,861,050)	(9,320,824)	(19,022,019)	(26,000,295)
Total Nonoperating Revenues (Expenses)	64,257,985	47,172,628	51,747,176	40,052,270	45,153,606
Income/(Loss) before Other Revenues, Expenses, Gains/Losses and Transfers	163,485,954	56,146,505	99,520,888	89,643,199	54,591,851
OTHER REVENUES, EXPENSES, GAINS/LOSSES AND TRANSFERS:					
Transfers-In	-	1,629,099	109,207	-	-
Total Other Revenues, Expenses, Gain/Losses and Transfers	-	1,629,099	109,207	-	-
Change in Net Position	163,485,954	57,775,605	99,630,095	89,643,199	54,591,851
Total Net Position - September 1	2,344,117,613	2,507,603,567	2,565,379,172	2,665,009,267	2,754,652,466
Total Net Position - August 31	\$ 2,507,603,567	\$ 2,565,379,172	\$ 2,665,009,267	\$ 2,754,652,466	\$ 2,809,244,317

Numbers may not add due to rounding

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Statement of Net Position - DWSRF

UNAUDITED¹

	2015	2016	2017	2018	2019
ASSETS					
Current Assets:					
Cash and Cash Equivalents:					
Cash Equivalents	\$ 34,295,169	\$ 96,927,734	\$ 67,430,544	\$ 93,862,299	\$ 196,143,115
Short Term Investments	185,296,992	235,986,323	220,189,872	167,295,138	240,693,894
Receivables from:					
Federal	-	10,519,893	9,418,439	2,127,596	2,263,458
Interest and Dividends	14,217,921	14,242,248	15,933,165	18,232,611	5,370,863
Due From Other Funds	15,565,778	-	-	-	-
Loans and Contracts	42,939,077	43,826,865	55,591,580	68,490,150	56,220,965
Total Current Assets	292,314,938	401,503,064	368,563,600	350,007,794	500,692,294
Non-Current Assets:					
Loans and Contracts	824,701,092	826,809,002	948,641,203	1,088,550,236	1,196,692,823
Investments	-	-	-	-	22,142,878
Total Non-Current Assets	824,701,092	826,809,002	948,641,203	1,088,550,236	1,218,835,701
Total Assets	\$ 1,117,016,030	\$ 1,228,312,066	\$ 1,317,204,803	\$ 1,438,558,030	\$ 1,719,527,995
LIABILITIES					
Current Liabilities:					
Payables from:					
Accounts Payable	\$ 8,082,609	\$ 4,401	\$ -	\$ -	\$ 4,479
Interest Payable	-	-	-	1,024,861	1,064,383
Interfund Payables	12,218,383	9,867,391	9,166,969	9,916,813	9,850,792
Due to Other Funds	-	-	-	-	752,159
Due to Other Agencies	2,398,314	2,970,607	1,867,515	2,127,596	1,945,162
Revenue Bonds Payable	-	-	-	2,645,523	12,820,638
Total Current Liabilities	22,699,306	12,842,399	11,034,484	15,714,793	26,437,614
Non-Current Liabilities:					
Interfund Payable	93,625,668	93,358,706	84,191,737	82,964,256	73,113,464
Revenue Bonds Payable	-	-	-	67,140,576	291,568,425
Total Non-Current Liabilities	93,625,668	93,358,706	84,191,737	150,104,832	364,681,890
Total Liabilities	\$ 116,324,974	\$ 106,201,105	\$ 95,226,221	\$ 165,819,625	\$ 391,119,503
NET POSITION					
Restricted for:					
Other	1,000,691,056	1,122,110,961	1,221,978,581	1,272,738,405	1,328,408,492
Total Net Position	\$ 1,000,691,056	\$ 1,122,110,961	\$ 1,221,978,581	\$ 1,272,738,405	\$ 1,328,408,492

Numbers may not add due to rounding

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Statement of Revenues, Expenses, and Changes in Net Position - DWSRF

	UNAUDITED ¹				
	2015	2016	2017	2018	2019
OPERATING REVENUES:					
Interest and Investment Income	\$ 30,899,967	\$ 13,634,837	\$ 19,037,055	\$ 23,154,583	\$ 13,698,732
Net Increase (Decrease) Fair Market Value	12,429	519,075	(62,067)	16,230	150,091
Other Operating Revenues	4,168,385	-	3,922,151	4,689,948	3,852,946
Total Operating Revenues	35,080,781	14,153,912	22,897,138	27,860,761	17,701,769
OPERATING EXPENSES:					
Salaries and Wages	2,299,495	2,172,095	1,864,392	1,991,578	2,728,847
Payroll Related Costs	332,002	342,891	329,990	353,240	519,398
Professional Fees and Services	163,727	123,407	57,095	401,588	1,435,446
Travel	13,687	18,859	19,648	20,820	32,790
Materials and Supplies	2,648	6,200	2,296	1,622	2,674
Communication and Utilities	13,302	15,156	16,147	9,732	12,127
Repairs and Maintenance	233	118	190	220	38
Rentals and Leases	19,513	23,486	28,590	23,790	28,803
Printing and Reproduction	-	-	-	308	2,091
Interest	2,959,728	4,555,546	4,332,941	4,683,422	9,093,255
Other Operating Expenses	1,625	12,674	11,339	8,308	23,220
Total Operating Expenses	5,805,960	7,270,432	6,662,628	7,494,627	13,878,689
Operating Income (Loss)	29,274,821	6,883,480	16,234,510	20,366,134	3,823,080
NONOPERATING REVENUES (EXPENSES):					
Federal Revenue	86,357,719	148,764,379	100,892,987	55,863,547	81,895,330
Federal Grant Pass-Through Revenue (Expense)	(9,947,600)	(11,358,700)	(9,603,564)	(8,711,145)	(9,656,777)
Other Benefit Payments	(1,536,423)	(3,148,552)	(2,933,300)	(175,879)	(3,584,485)
Other Intergovernmental Payments	(4,338,889)	(25,306,066)	(7,059,183)	(18,919,005)	(19,143,232)
Other Nonoperating Revenues (Expenses)	2,336,171	-	2,336,171	-	-
Total Nonoperating Revenues (Expenses)	72,870,978	108,951,060	83,633,110	28,057,519	49,510,836
Income/(Loss) before Other Revenues, Expenses, Gains/Losses and Transfers	102,145,799	115,834,540	99,867,620	48,423,652	53,333,916
OTHER REVENUES, EXPENSES, GAINS/LOSSES AND TRANSFERS:					
Transfers-In	-	5,585,365	-	2,336,171	2,336,171
Total Other Revenues, Expenses, Gain/Losses and Transfers	-	5,585,365	-	2,336,171	2,336,171
Change in Net Position	102,145,799	121,419,905	99,867,620	50,759,823	55,670,087
Total Net Position - September 1	898,545,257	1,000,691,056	1,122,110,961	1,221,978,581	1,272,738,405
Total Net Position - August 31	\$ 1,000,691,056	\$ 1,122,110,961	\$ 1,221,978,581	\$ 1,272,738,405	\$ 1,328,408,492

Numbers may not add due to rounding

¹The financial data presented here is a recapitulation of financial statements presented in the TWDB Annual Financial Report. The TWDB Annual Financial Report becomes a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level. Any adjustments related to the agency's financial data as a result of the CAFR Audit are not reflected in the amounts reported here.

APPENDIX H
DESCRIPTION OF BOOK-ENTRY-ONLY SYSTEM AND
GLOBAL CLEARANCE PROCEDURES

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BOOK-ENTRY-ONLY SYSTEM AND GLOBAL CLEARANCE PROCEDURES

The information set out in this Appendix H is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC (as defined below), Euroclear Bank S.A./N.V. as operator of the Euroclear System (“Euroclear”) or Clearstream Banking, S.A. (“Clearstream Banking”) (DTC, Euroclear and Clearstream Banking together, the “Clearing Systems” currently in effect). The information in this Appendix H concerning the Clearing Systems has been obtained from sources that the Board believes to be reliable, but none of the Board, the Financial Advisor, the Paying Agent/Registrar or the Underwriters take any responsibility for the accuracy, completeness or adequacy of the information in this Appendix H. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. The Board will not have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Series 2020 Bonds held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

DTC Book-Entry Only System

Below is a description of how ownership of the Series 2020 Bonds is to be transferred and how all payments on the Series 2020 Bonds are to be paid to and credited by The Depository Trust Company, New York, New York (“DTC”) while the Series 2020 Bonds are registered in its nominee 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 the Official Statement.

The Board, the Financial Advisor, and the Underwriters cannot and do not give any assurance that (1) DTC will distribute payments of debt service on the Series 2020 Bonds, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Series 2020 Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in the 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. Termination of the DTC Book-Entry-Only System by the Board may require consent of the Participants under DTC Operational Arrangements.

DTC will act as securities depository for the Series 2020 Bonds. The Series 2020 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 will be issued for each maturity and series of the Series 2020 Bonds, as set forth on the inside of the cover page hereof, in the aggregate principal amount of such maturity and will be deposited with DTC.

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

its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2020 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2020 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2020 Bond ("Beneficial Owner") is in turn to be recorded on the 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 Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2020 Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2020 Bonds, except in the event that use of the book-entry system for the Series 2020 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 Series 2020 Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2020 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2020 Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Beneficial Owners of the Series 2020 Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Series 2020 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the Series 2020 Bonds may wish to ascertain that the nominee holding the Series 2020 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners, in the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2020 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 such other DTC nominee) will consent or vote with respect to the Series 2020 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Board 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 Series 2020 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Series 2020 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 Board 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 Board, subject to any statutory or regulatory requirements as may be in effect from time to time. All payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) are the responsibility of the Board 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 Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2020 Bonds at any time by giving reasonable notice to the Board or the Paying Agent/Registrar. Under such circumstances, in the

event that a successor securities depository is not obtained, Series 2020 Bond certificates are required to be printed and delivered.

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Board believes to be reliable, but the Board takes no responsibility for the accuracy thereof and the information is not to be construed as a representation by the Board, the Financial Advisor or the Underwriters.

Use of certain terms in other sections of the Official Statement. In reading the Official Statement it should be understood while the Series 2020 Bonds are in the book-entry-only system, references in other sections of the Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Series 2020 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 Resolution will be given only to DTC.

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