

**APPLICATION FOR FINANCIAL ASSISTANCE
FOR WATER AND WASTEWATER INFRASTRUCTURE PROJECTS**

This application is comprehensive, covering all loan and grant assistance applications for water and wastewater infrastructure financing through the various Texas Water Development Board (TWDB) programs. The format of the application is intended to expedite the review process for both the applicant and TWDB staff. This application can be used by political subdivisions, including water supply corporations.

Please submit one double-sided original and one indexed, electronic copy, via electronic storage media such as CD or flash drive using MS Word, Excel and/or Adobe Acrobat.

Please submit your application to:

Texas Water Development Board
Water Supply and Infrastructure-Regional Water Planning and Development
P O Box 13231
1700 N. Congress Avenue, 5th Floor
Austin, Texas 78711-3231
(78701 for courier deliveries)

A complete application consists of all of the applicable information and forms requested in this document. When preparing this application please review the Application and all Guidance and Forms, listed at the end.

For more information, please contact your Regional Project Implementation Team at:

http://www.twdb.texas.gov/financial/programs/swift/regional_project_teams.asp

Thank you.

TWDB Use Only

Name of Applicant: _____

Date application received: _____

Date administratively complete: _____

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

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Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part A: General Information

1. The legal authority under which the applicant was created and operates.
 - a) TYPE A GENERAL-LAW MUNICIPALITY (Texas Local Gov't Code Sec. 5.001)
 - b) TYPE B GENERAL-LAW MUNICIPALITY (Texas Local Gov't Code Sec. 5.002)
 - c) TYPE C GENERAL-LAW MUNICIPALITY (Texas Local Gov't Code Sec. 5.003)
 - d) HOME-RULE MUNICIPALITY (Texas Local Gov't Code Sec. 5.004)
 - e) SPECIAL-LAW MUNICIPALITY (Texas Local Gov't Code Sec. 5.005)
 - f) NONPROFIT ORGANIZATION (Business Organization Code Chapter 22)
 - g) NONPROFIT WATER SUPPLY OR SEWER SERVICE CORP. (Texas Water Code Chapter 67)
 - h) ALL DISTRICTS (Texas Water Code Chapter 49)
 - i) OTHER (attach)

2. Applicant Name and Contact Information:

Name:	Town of Westlake
County:	Tarrant, Denton
Physical Address:	1500 Solana Blvd. Building 7, Suite 7200 Westlake, TX. 76262
Mailing Address:	1500 Solana Blvd. Building 7, Suite 7200 Westlake, TX. 7626
Phone:	(817) 490-5717
Fax:	(817) 430-1812
Website:	www.westlake-tx.org

3. Brief description of the project:

The Town of Westlake is seeking funding for the construction of a Northside II 30-inch water main of approximately 14,590 feet. This is a joint project with City of Fort Worth & Trophy Club. Per agreement with City of Fort Worth, Town of Westlake will be responsible for 37.54 percent for Engineering and 27.94 percent of the Construction Cost of the proposed pipeline. Total funding requested for Town of Westlake \$2,100,000 which includes Planning, Engineering, Construction and Closing Cost.

4. Applicant's Officers and Members:

<u>Name</u>	<u>Office Held</u>
Wheat, Laura	Mayor
Barrett, Michael	Council Member
Belvedere, Alesa	Council Member
Langdon, Carol	Mayor Pro-Term
Stoltenberg, Wayne	Council Member
Rennhack, Rick	Council Member

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

5. Applicant's **primary contact person** for day-to-day project implementation.

Name:	Jarrod Greenwood
Title:	Public Works Director/Assistant to the Town Manager
Address:	1500 Solana Blvd.
Phone:	Building 7, Suite 7200
Fax:	Westlake, TX. 76262
Email:	jgreenwood@westlake-tx.org

6. Applicant's Consultants (Attach copies of all draft and/or executed contracts for consultant services to be used by the Applicant in applying for financial assistance or constructing the proposed project.):

a) Applicant Engineer N/A

Firm Name:	CP&Y, Inc.
Contact:	Kevin R. Glover, P.E.
Address:	115 W. 7 th . Street, Suite 1500, Fort Worth, Texas 76102
Phone:	817-662-1203
Fax:	
Email:	kglovier@cpyi.com

b) Bond Counsel N/A

Firm Name:	McCall Parkhurst & Horton LLP
Contact:	Rudy Segura
Address:	717 N. Harwood St.. Ste. 900, Dallas, TX 75201-6514
Phone:	214-754-9268
Fax:	214-754-9250
Email:	rsegura@mphlegal.com

c) Financial Advisor N/A

Firm Name:	Lawrence Financial Consulting LLC
Contact:	Tom Lawrence
Address:	403 Bonaire Ct. Austin, TX 78738-1775
Phone:	512-375-3424
Fax:	512-582-8259
Email:	tlawrence@lfctexas.com

d) Certified Public Accountant (or other appropriate rep) N/A

Firm Name:	Town of Westlake
Contact:	Debbie Piper, C.P.A, Finance Director
Address:	1500 Solana Blvd, Bldg 7, Ste 7200, Westlake Texas 76262
Phone:	(817) 490-5715
Fax:	(817) 430-1812
Email:	dpiper@westlake-tx.org

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

e) Legal Counsel (if other than Bond Counsel) N/A

Firm Name:	Boyle & Lowry
Contact:	Stan Lowry
Address:	4201 Wingren Drive, Ste 108, Irving Texas 75062
Phone:	(972) 650-7100
Fax:	(972) 650-7105
Email:	slowry@boyle-lowry.com

f) Any other consultant representing the Applicant before the Board N/A

Firm Name:	
Contact:	
Address:	
Phone:	
Fax:	
Email:	

7. List the counties within the Applicant's service area: Tarrant & Denton

8. Identify the Applicant's total service area population: 1,310

9. Applicant is requesting funding from which programs? Check all that apply.

	PROGRAM	AMOUNT REQUESTED
a) <input type="checkbox"/>	Drinking Water State Revolving Fund (DWSRF)	\$
b) <input type="checkbox"/>	Clean Water State Revolving Fund (CWSRF)	\$
c) <input type="checkbox"/>	Texas Water Development Fund (DFund)	\$
d) <input type="checkbox"/>	State Participation	\$
e) <input type="checkbox"/>	Rural Water Assistance Fund (RWAFF)	\$
f) <input checked="" type="checkbox"/>	State Water Implementation Fund for Texas (SWIFT)	\$ \$2,100,000
g) <input type="checkbox"/>	Economically Distressed Areas Program (EDAP)	\$
h) <input type="checkbox"/>	If other please explain:	\$

10. Other Funding Sources: Provide a list of any other funding source(s) being utilized to complete the project, including Applicant's local contribution, if any, or commitments applied for and/or received from any other funding agency for this project or any aspect of this project. **Provide commitment letters if available. Additional funding sources must be included within the Project Budget (TWDB-1201).**

Funding Source	Type of Funds (Loan/Grant)	Amount (\$)	Date Applied for Funding	Anticipated or Funding Secured Date
N/A				
Total Funding from All		\$		

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Sources				
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Comments:

11. Applicant is requesting funding for which phase(s)? Check all that apply.

- Planning
- Acquisition
- Design
- Construction

12. Is Applicant requesting funding to refinance existing debt?

- Yes If yes, attach a copy of the document securing the debt to be refinanced.
- Attached document**
- No

CITY OF FORT WORTH, TEXAS

STANDARD AGREEMENT FOR ENGINEERING RELATED DESIGN SERVICES

This AGREEMENT is between the City of Fort Worth, a Texas home-rule municipality (the "CITY"), and CP&Y, Inc., authorized to do business in Texas, (the "ENGINEER"), for a PROJECT generally described as: Northeast Northside II 30-Inch Water Transmission Main along State Highway 170 from N. Beach Street to U S 377.

Article I

Scope of Services

- A. The Scope of Services is set forth in Attachment A.

Article II

Compensation

- A. The ENGINEER's compensation shall be in the amount of \$456,340.00 as set forth in Attachment B.

Article III

Terms of Payment

Payments to the ENGINEER will be made as follows:

- A. Invoice and Payment
- (1) The Engineer shall provide the City sufficient documentation, including but not limited to meeting the requirements set forth in Attachment D to this AGREEMENT, to reasonably substantiate the invoices.
 - (2) The ENGINEER will issue monthly invoices for all work performed under this AGREEMENT. Invoices are due and payable within 30 days of receipt.
 - (3) Upon completion of services enumerated in Article I, the final payment of any balance will be due within 30 days of receipt of the final invoice.
 - (4) In the event of a disputed or contested billing, only that portion so contested

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CITY OF FORT WORTH
CITY SECRETARY

will be withheld from payment, and the undisputed portion will be paid. The CITY will exercise reasonableness in contesting any bill or portion thereof. No interest will accrue on any contested portion of the billing until mutually resolved.

- (5) If the CITY fails to make payment in full to ENGINEER for billings contested in good faith within 60 days of the amount due, the ENGINEER may, after giving 7 days' written notice to CITY, suspend services under this AGREEMENT until paid in full. In the event of suspension of services, the ENGINEER shall have no liability to CITY for delays or damages caused the CITY because of such suspension of services.

Article IV

Obligations of the Engineer

Amendments to Article IV, if any, are included in Attachment C.

A. General

The ENGINEER will serve as the CITY's professional engineering representative under this Agreement, providing professional engineering consultation and advice and furnishing customary services incidental thereto.

B. Standard of Care

The standard of care applicable to the ENGINEER's services will be the degree of skill and diligence normally employed in the State of Texas by professional engineers or consultants performing the same or similar services at the time such services are performed.

C. Subsurface Investigations

- (1) The ENGINEER shall advise the CITY with regard to the necessity for subcontract work such as special surveys, tests, test borings, or other subsurface investigations in connection with design and engineering work to be performed hereunder. The ENGINEER shall also advise the CITY concerning the results of same. Such surveys, tests, and investigations shall be furnished by the CITY, unless otherwise specified in Attachment A.

- (2) In soils, foundation, groundwater, and other subsurface investigations,

the actual characteristics may vary significantly between successive test points and sample intervals and at locations other than where observations, exploration, and investigations have been made. Because of the inherent uncertainties in subsurface evaluations, changed or unanticipated underground conditions may occur that could affect the total PROJECT cost and/or execution. These conditions and cost/execution effects are not the responsibility of the ENGINEER.

D. Preparation of Engineering Drawings

The ENGINEER will provide to the CITY the original drawings of all plans in ink on reproducible mylar sheets and electronic files in .pdf format, or as otherwise approved by CITY, which shall become the property of the CITY. CITY may use such drawings in any manner it desires; provided, however, that the ENGINEER shall not be liable for the use of such drawings for any project other than the PROJECT described herein.

E. Engineer's Personnel at Construction Site

- (1) The presence or duties of the ENGINEER's personnel at a construction site, whether as on-site representatives or otherwise, do not make the ENGINEER or its personnel in any way responsible for those duties that belong to the CITY and/or the CITY's construction contractors or other entities, and do not relieve the construction contractors or any other entity of their obligations, duties, and responsibilities, including, but not limited to, all construction methods, means, techniques, sequences, and procedures necessary for coordinating and completing all portions of the construction work in accordance with the Contract Documents and any health or safety precautions required by such construction work. The ENGINEER and its personnel have no authority to exercise any control over any construction contractor or other entity or their employees in connection with their work or any health or safety precautions.
- (2) Except to the extent of specific site visits expressly detailed and set forth in Attachment A, the ENGINEER or its personnel shall have no obligation or responsibility to visit the construction site to become familiar with the progress or quality of the completed work on the PROJECT or to determine, in general, if the work on the PROJECT is being performed in a manner indicating that the PROJECT, when completed, will be in accordance with the Contract Documents, nor shall anything in the Contract Documents or the agreement between CITY and ENGINEER be construed as requiring ENGINEER to make exhaustive or continuous on-site inspections to discover latent defects in the work or otherwise check the quality or quantity

of the work on the PROJECT. If the ENGINEER makes on-site observation(s) of a deviation from the Contract Documents, the ENGINEER shall inform the CITY.

- (3) When professional certification of performance or characteristics of materials, systems or equipment is reasonably required to perform the services set forth in the Scope of Services, the ENGINEER shall be entitled to rely upon such certification to establish materials, systems or equipment and performance criteria to be required in the Contract Documents.

F. Opinions of Probable Cost, Financial Considerations, and Schedules

- (1) The ENGINEER shall provide opinions of probable costs based on the current available information at the time of preparation, in accordance with Attachment A.
- (2) In providing opinions of cost, financial analyses, economic feasibility projections, and schedules for the PROJECT, the ENGINEER has no control over cost or price of labor and materials; unknown or latent conditions of existing equipment or structures that may affect operation or maintenance costs; competitive bidding procedures and market conditions; time or quality of performance by third parties; quality, type, management, or direction of operating personnel; and other economic and operational factors that may materially affect the ultimate PROJECT cost or schedule. Therefore, the ENGINEER makes no warranty that the CITY's actual PROJECT costs, financial aspects, economic feasibility, or schedules will not vary from the ENGINEER's opinions, analyses, projections, or estimates.

G. Construction Progress Payments

Recommendations by the ENGINEER to the CITY for periodic construction progress payments to the construction contractor will be based on the ENGINEER's knowledge, information, and belief from selective sampling and observation that the work has progressed to the point indicated. Such recommendations do not represent that continuous or detailed examinations have been made by the ENGINEER to ascertain that the construction contractor has completed the work in exact accordance with the Contract Documents; that the final work will be acceptable in all respects; that the ENGINEER has made an examination to ascertain how or for what purpose the construction contractor has used the moneys paid; that title to any of the work, materials, or equipment has passed to the CITY free and clear of liens, claims, security interests, or encumbrances; or that there are not other matters at issue between the CITY and the construction contractor that affect the amount that should be paid.

H. Record Drawings

Record drawings, if required, will be prepared, in part, on the basis of information compiled and furnished by others, and may not always represent the exact location, type of various components, or exact manner in which the PROJECT was finally constructed. The ENGINEER is not responsible for any errors or omissions in the information from others that is incorporated into the record drawings.

I. Minority Business and Small Business Enterprise (MBE)(SBE) Participation

In accord with the City of Fort Worth Business Diversity Ordinance No. 20020-12-2011, as amended, the City has goals for the participation of minority business enterprises and/or small business enterprises in City contracts. Engineer acknowledges the MBE and SBE goals established for this contract and its accepted written commitment to MBE and SBE participation. Any misrepresentation of facts (other than a negligent misrepresentation) and/or the commission of fraud by the Engineer may result in the termination of this Agreement and debarment from participating in City contracts for a period of time of not less than three (3) years.

J. Right to Audit

- (1) ENGINEER agrees that the CITY shall, until the expiration of five (5) years after final payment under this contract, have access to and the right to examine and photocopy any directly pertinent books, documents, papers and records of the ENGINEER involving transactions relating to this contract. ENGINEER agrees that the CITY shall have access during normal working hours to all necessary ENGINEER facilities and shall be provided adequate and appropriate work space in order to conduct audits in compliance with the provisions of this section. The CITY shall give ENGINEER reasonable advance notice of intended audits.
- (2) ENGINEER further agrees to include in all its subconsultant agreements hereunder a provision to the effect that the subconsultant agrees that the CITY shall, until the expiration of five (5) years after final payment under the subcontract, have access to and the right to examine and photocopy any directly pertinent books, documents, papers and records of such subconsultant, involving transactions to the subcontract, and further, that the CITY shall have access during normal working hours to all subconsultant facilities, and shall be provided adequate and appropriate work space, in order to conduct audits in compliance with the provisions of this article

together with subsection (3) hereof. CITY shall give subconsultant reasonable advance notice of intended audits.

- (3) ENGINEER and subconsultant agree to photocopy such documents as may be requested by the CITY. The CITY agrees to reimburse ENGINEER for the cost of copies at the rate published in the Texas Administrative Code in effect as of the time copying is performed.

K. INSURANCE

(1) ENGINEER'S INSURANCE

- a. Commercial General Liability – the ENGINEER shall maintain commercial general liability (CGL) and, if necessary, commercial umbrella insurance with a limit of not less than \$1,000,000.00 per each occurrence with a \$2,000,000.00 aggregate. If such Commercial General Liability insurance contains a general aggregate limit, it shall apply separately to this PROJECT or location.
 - i. The CITY shall be included as an insured under the CGL, using ISO additional insured endorsement or a substitute providing equivalent coverage, and under the commercial umbrella, if any. This insurance shall apply as primary insurance with respect to any other insurance or self-insurance programs afforded to the CITY. The Commercial General Liability insurance policy shall have no exclusions by endorsements that would alter or nullify: premises/operations, products/completed operations, contractual, personal injury, or advertizing injury, which are normally contained within the policy, unless the CITY approves such exclusions in writing.
 - ii. ENGINEER waives all rights against the CITY and its agents, officers, directors and employees for recovery of damages to the extent these damages are covered by the commercial general liability or commercial umbrella liability insurance maintained in accordance with this agreement.
- b. Business Auto – the ENGINEER shall maintain business auto liability and, if necessary, commercial umbrella liability insurance with a limit of not less than \$1,000,000 each accident. Such insurance shall cover liability arising out of “any auto”, including owned, hired, and non-owned autos, when said vehicle is used in the course of the PROJECT. If the engineer owns no vehicles, coverage for hired or non-owned is acceptable.

- i. ENGINEER waives all rights against the CITY and its agents, officers, directors and employees for recovery of damages to the extent these damages are covered by the business auto liability or commercial umbrella liability insurance obtained by ENGINEER pursuant to this agreement or under any applicable auto physical damage coverage.
- c. Workers' Compensation –ENGINEER shall maintain workers compensation and employers liability insurance and, if necessary, commercial umbrella liability insurance with a limit of not less than \$100,000.00 each accident for bodily injury by accident or \$100,000.00 each employee for bodily injury by disease, with \$500,000.00 policy limit.
 - i. ENGINEER waives all rights against the CITY and its agents, officers, directors and employees for recovery of damages to the extent these damages are covered by workers compensation and employer's liability or commercial umbrella insurance obtained by ENGINEER pursuant to this agreement.
- d. Professional Liability – the ENGINEER shall maintain professional liability, a claims-made policy, with a minimum of \$1,000,000.00 per claim and aggregate. The policy shall contain a retroactive date prior to the date of the contract or the first date of services to be performed, whichever is earlier. Coverage shall be maintained for a period of 5 years following the completion of the contract. An annual certificate of insurance specifically referencing this project shall be submitted to the CITY for each year following completion of the contract.

(2) GENERAL INSURANCE REQUIREMENTS

- a. Certificates of insurance evidencing that the ENGINEER has obtained all required insurance shall be delivered to the CITY prior to ENGINEER proceeding with the PROJECT.
- b. Applicable policies shall be endorsed to name the CITY an Additional Insured thereon, as its interests may appear. The term CITY shall include its employees, officers, officials, agents, and volunteers as respects the contracted services.
- c. Certificate(s) of insurance shall document that insurance coverage specified in this agreement are provided under applicable policies documented thereon.
- d. Any failure on part of the CITY to request required insurance documentation shall not constitute a waiver of the insurance

requirements.

- e. A minimum of thirty (30) days notice of cancellation or material change in coverage shall be provided to the CITY. A ten (10) days notice shall be acceptable in the event of non-payment of premium. Notice shall be sent to the respective Department Director (by name), City of Fort Worth, 1000 Throckmorton, Fort Worth, Texas 76102.
- f. Insurers for all policies must be authorized to do business in the State of Texas and have a minimum rating of A:V or greater, in the current A.M. Best Key Rating Guide or have reasonably equivalent financial strength and solvency to the satisfaction of Risk Management.
- g. Any deductible or self insured retention in excess of \$25,000.00 that would change or alter the requirements herein is subject to approval by the CITY in writing, if coverage is not provided on a first-dollar basis. The CITY, at its sole discretion, may consent to alternative coverage maintained through insurance pools or risk retention groups. Dedicated financial resources or letters of credit may also be acceptable to the CITY.
- h. Applicable policies shall each be endorsed with a waiver of subrogation in favor of the CITY as respects the PROJECT.
- i. The CITY shall be entitled, upon its request and without incurring expense, to review the ENGINEER's insurance policies including endorsements thereto and, at the CITY's discretion; the ENGINEER may be required to provide proof of insurance premium payments.
- j. Lines of coverage, other than Professional Liability, underwritten on a claims-made basis, shall contain a retroactive date coincident with or prior to the date of the contractual agreement. The certificate of insurance shall state both the retroactive date and that the coverage is claims-made.
- k. Coverages, whether written on an occurrence or claims-made basis, shall be maintained without interruption nor restrictive modification or changes from date of commencement of the PROJECT until final payment and termination of any coverage required to be maintained after final payments.
- l. The CITY shall not be responsible for the direct payment of any insurance premiums required by this agreement.
- m. Sub consultants and subcontractors to/of the ENGINEER shall be

required by the ENGINEER to maintain the same or reasonably equivalent insurance coverage as required for the ENGINEER. When sub consultants/subcontractors maintain insurance coverage, ENGINEER shall provide CITY with documentation thereof on a certificate of insurance.

L. Independent Consultant

The ENGINEER agrees to perform all services as an independent consultant and not as a subcontractor, agent, or employee of the CITY.

M. Disclosure

The ENGINEER acknowledges to the CITY that it has made full disclosure in writing of any existing conflicts of interest or potential conflicts of interest, including personal financial interest, direct or indirect, in property abutting the proposed PROJECT and business relationships with abutting property cities. The ENGINEER further acknowledges that it will make disclosure in writing of any conflicts of interest that develop subsequent to the signing of this contract and prior to final payment under the contract.

N. Asbestos or Hazardous Substances

(1) If asbestos or hazardous substances in any form are encountered or suspected, the ENGINEER will stop its own work in the affected portions of the PROJECT to permit testing and evaluation.

(2) If asbestos or other hazardous substances are suspected, the CITY may request the ENGINEER to assist in obtaining the services of a qualified subcontractor to manage the remediation activities of the PROJECT.

O. Permitting Authorities - Design Changes

If permitting authorities require design changes so as to comply with published design criteria and/or current engineering practice standards which the ENGINEER should have been aware of at the time this Agreement was executed, the ENGINEER shall revise plans and specifications, as required, at its own cost and expense. However, if design changes are required due to the changes in the permitting authorities' published design criteria and/or practice standards criteria which are published after the date of this Agreement which the ENGINEER could not have been reasonably aware of, the ENGINEER shall notify the CITY of such changes and an adjustment in compensation will be made through an amendment to this AGREEMENT.

P. Schedule

ENGINEER shall manage the PROJECT in accordance with the schedule developed per Attachment D to this AGREEMENT.

Article V

Obligations of the City

Amendments to Article V, if any, are included in Attachment C.

A. City-Furnished Data

ENGINEER may rely upon the accuracy, timeliness, and completeness of the information provided by the CITY.

B. Access to Facilities and Property

The CITY will make its facilities accessible to the ENGINEER as required for the ENGINEER's performance of its services. The CITY will perform, at no cost to the ENGINEER, such tests of equipment, machinery, pipelines, and other components of the CITY's facilities as may be required in connection with the ENGINEER's services. The CITY will be responsible for all acts of the CITY's personnel.

C. Advertisements, Permits, and Access

Unless otherwise agreed to in the Scope of Services, the CITY will obtain, arrange, and pay for all advertisements for bids; permits and licenses required by local, state, or federal authorities; and land, easements, rights-of-way, and access necessary for the ENGINEER's services or PROJECT construction.

D. Timely Review

The CITY will examine the ENGINEER's studies, reports, sketches, drawings, specifications, proposals, and other documents; obtain advice of an attorney, insurance counselor, accountant, auditor, bond and financial advisors, and other consultants as the CITY deems appropriate; and render in writing decisions required by the CITY in a timely manner in accordance with the project schedule prepared in accordance with Attachment D.

E. Prompt Notice

The CITY will give prompt written notice to the ENGINEER whenever CITY observes or becomes aware of any development that affects the scope or timing of the ENGINEER's services or of any defect in the work of the ENGINEER or construction contractors.

F. Asbestos or Hazardous Substances Release.

- (1) CITY acknowledges ENGINEER will perform part of the work at CITY's facilities that may contain hazardous materials, including asbestos containing materials, or conditions, and that ENGINEER had no prior role in the generation, treatment, storage, or disposition of such materials. In consideration of the associated risks that may give rise to claims by third parties or employees of City, City hereby releases ENGINEER from any damage or liability related to the presence of such materials.
- (2) The release required above shall not apply in the event the discharge, release or escape of hazardous substances, contaminants, or asbestos is a result of ENGINEER's negligence or if ENGINEER brings such hazardous substance, contaminant or asbestos onto the project.

G. Contractor Indemnification and Claims

The CITY agrees to include in all construction contracts the provisions of Article IV.E. regarding the ENGINEER's Personnel at Construction Site, and provisions providing contractor indemnification of the CITY and the ENGINEER for contractor's negligence.

H. Contractor Claims and Third-Party Beneficiaries

- (1) The CITY agrees to include the following clause in all contracts with construction contractors and equipment or materials suppliers:

"Contractors, subcontractors and equipment and materials suppliers on the PROJECT, or their sureties, shall maintain no direct action against the ENGINEER, its officers, employees, and subcontractors, for any claim arising out of, in connection with, or resulting from the engineering services performed. Only the CITY will be the beneficiary of any undertaking by the ENGINEER."
- (2) This AGREEMENT gives no rights or benefits to anyone other than the CITY and the ENGINEER and there are no third-party beneficiaries.
- (3) The CITY will include in each agreement it enters into with any other entity

or person regarding the PROJECT a provision that such entity or person shall have no third-party beneficiary rights under this Agreement.

- (4) Nothing contained in this section V.H. shall be construed as a waiver of any right the CITY has to bring a claim against ENGINEER.

I. CITY's Insurance

- (1) The CITY may maintain property insurance on certain pre-existing structures associated with the PROJECT.
- (2) The CITY will ensure that Builders Risk/Installation insurance is maintained at the replacement cost value of the PROJECT. The CITY may provide ENGINEER a copy of the policy or documentation of such on a certificate of insurance.
- (3) The CITY will specify that the Builders Risk/Installation insurance shall be comprehensive in coverage appropriate to the PROJECT risks.

J. Litigation Assistance

The Scope of Services does not include costs of the ENGINEER for required or requested assistance to support, prepare, document, bring, defend, or assist in litigation undertaken or defended by the CITY. In the event CITY requests such services of the ENGINEER, this AGREEMENT shall be amended or a separate agreement will be negotiated between the parties.

K. Changes

The CITY may make or approve changes within the general Scope of Services in this AGREEMENT. If such changes affect the ENGINEER's cost of or time required for performance of the services, an equitable adjustment will be made through an amendment to this AGREEMENT with appropriate CITY approval.

Article VI

General Legal Provisions

Amendments to Article VI, if any, are included in Attachment C.

A. Authorization to Proceed

ENGINEER shall be authorized to proceed with this AGREEMENT upon receipt of a written Notice to Proceed from the CITY.

B. Reuse of Project Documents

All designs, drawings, specifications, documents, and other work products of the ENGINEER, whether in hard copy or in electronic form, are instruments of service for this PROJECT, whether the PROJECT is completed or not. Reuse, change, or alteration by the CITY or by others acting through or on behalf of the CITY of any such instruments of service without the written permission of the ENGINEER will be at the CITY's sole risk. The CITY shall own the final designs, drawings, specifications and documents.

C. Force Majeure

The ENGINEER is not responsible for damages or delay in performance caused by acts of God, strikes, lockouts, accidents, or other events beyond the control of the ENGINEER that prevent ENGINEER's performance of its obligations hereunder.

D. Termination

- (1) This AGREEMENT may be terminated only by the City for convenience on 30 days' written notice. This AGREEMENT may be terminated by either the CITY or the ENGINEER for cause if either party fails substantially to perform through no fault of the other and does not commence correction of such nonperformance within 5 days of written notice and diligently complete the correction thereafter.
- (2) If this AGREEMENT is terminated for the convenience of the City, the ENGINEER will be paid for termination expenses as follows:
 - a.) Cost of reproduction of partial or complete studies, plans, specifications or other forms of ENGINEER'S work product;

- b.) Out-of-pocket expenses for purchasing electronic data files and other data storage supplies or services;
- c.) The time requirements for the ENGINEER'S personnel to document the work underway at the time of the CITY'S termination for convenience so that the work effort is suitable for long time storage.

(3) Prior to proceeding with termination services, the ENGINEER will submit to the CITY an itemized statement of all termination expenses. The CITY'S approval will be obtained in writing prior to proceeding with termination services.

E. Suspension, Delay, or Interruption to Work

The CITY may suspend, delay, or interrupt the services of the ENGINEER for the convenience of the CITY. In the event of such suspension, delay, or interruption, an equitable adjustment in the PROJECT's schedule, commitment and cost of the ENGINEER's personnel and subcontractors, and ENGINEER's compensation will be made.

F. Indemnification

In accordance with Texas Local Government Code Section 271.904, the ENGINEER shall indemnify, hold harmless, and defend the CITY against liability for any damage caused by or resulting from an act of negligence, intentional tort, intellectual property infringement, or failure to pay a subcontractor or supplier committed by the ENGINEER or ENGINEER's agent, consultant under contract, or another entity over which the ENGINEER exercises control.

G. Assignment

Neither party shall assign all or any part of this AGREEMENT without the prior written consent of the other party.

H. Interpretation

Limitations on liability and indemnities in this AGREEMENT are business understandings between the parties and shall apply to all the different theories of recovery, including breach of contract or warranty, tort including negligence, strict or statutory liability, or any other cause of action, except for willful misconduct or gross negligence for limitations of liability and sole negligence for indemnification. Parties mean the CITY and the ENGINEER, and their officers, employees, agents, and subcontractors.

I. Jurisdiction

The law of the State of Texas shall govern the validity of this AGREEMENT, its interpretation and performance, and any other claims related to it. The venue for any litigation related to this AGREEMENT shall be Tarrant County, Texas.

J. Severability and Survival

If any of the provisions contained in this AGREEMENT are held for any reason to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability will not affect any other provision, and this AGREEMENT shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein. Articles V.F., VI.B., VI.D., VI.F., VI.H., and VI.I. shall survive termination of this AGREEMENT for any cause.

K. Observe and Comply

ENGINEER shall at all times observe and comply with all federal and State laws and regulations and with all City ordinances and regulations which in any way affect this AGREEMENT and the work hereunder, and shall observe and comply with all orders, laws ordinances and regulations which may exist or may be enacted later by governing bodies having jurisdiction or authority for such enactment. No plea of misunderstanding or ignorance thereof shall be considered. ENGINEER agrees to defend, indemnify and hold harmless CITY and all of its officers, agents and employees from and against all claims or liability arising out of the violation of any such order, law, ordinance, or regulation, whether it be by itself or its employees.

Article VII

Attachments, Schedules, and Signatures

This AGREEMENT, including its attachments and schedules, constitutes the entire AGREEMENT, supersedes all prior written or oral understandings, and may only be changed by a written amendment executed by both parties. The following attachments and schedules are hereby made a part of this AGREEMENT:

- Attachment A - Scope of Services
- Attachment B - Compensation
- Attachment C - Amendments to Standard Agreement for Engineering Services
- Attachment D - Project Schedule
- Attachment E - Location Map

Executed and effective this the 22nd day of Nov., 2016.

BY:
CITY OF FORT WORTH

BY:
ENGINEER
CP&Y, Inc.,

[Signature]
for Jesus J. Chapa
Assistant City Manager

[Signature]
William E. Carroll, P. E.
Principal

Date: 11/22/16

Date: 11/10/2016

APPROVAL RECOMMENDED:

By: [Signature]
Christopher Harder, P.E.
Acting Assistant Director, Water
Department

APPROVED AS TO FORM AND M&C No.: C-27985
LEGALITY

By: [Signature]
Douglas W. Black
Senior Assistant City Attorney

M&C Date: November 8, 2016
1295# 2016-72837

ATTEST:

[Signature]
Mary J. Kayser
City Secretary



ATTACHMENT A

Scope for Engineering Design Related Services for Water and/or Sanitary Sewer Improvements

DESIGN SERVICES FOR NORTHSIDE II 30-INCH WATER LINE AT STATE HIGHWAY 170

CITY PROJECT NO.: 100261

The scope set forth herein defines the work to be performed by the ENGINEER in completing the project. Both the CITY and ENGINEER have attempted to clearly define the work to be performed and address the needs of the Project.

WORK TO BE PERFORMED

- Task 1. Design Management
- Task 2. Conceptual Design
- Task 3. Preliminary Design
- Task 4. Final Design
- Task 5. Bid Phase Services
- Task 6. Construction Phase Services
- Task 7. ROW/Easement Services
- Task 8. Survey and Subsurface Utility Engineering Services
- Task 9. Plan Submittal Checklists

TASK 1. DESIGN MANAGEMENT.

ENGINEER shall ensure efficient and effective use of ENGINEER's and CITY's time and resources.

ENGINEER shall manage change,

- communicate effectively,
- coordinate internally and externally as needed, and
- proactively address issues with the CITY's Project Manager and others as necessary to make progress on the work.

1.1. Managing the Team

- Lead, manage and direct design team activities
- Ensure quality control is practiced in performance of the work
- Communicate internally among team members
- Task and allocate team resources

1.2. Communications and Reporting

- Attend a pre-design project kickoff/chartering meeting with CITY staff to confirm and clarify scope, understand CITY objectives, and ensure economical and functional designs that meet CITY requirements
- ~~Conduct review meetings with the CITY at the end of each design phase~~
- Prepare invoices and submit monthly in the format requested by the CITY.
- ~~Prepare and submit monthly progress reports in the format provided by the Water Department.~~
- ~~Prepare and submit baseline Project Schedule initially, and Project Schedule updates with a schedule narrative monthly, as required in Attachment D to this Standard Agreement and according to the City of Fort Worth's Schedule Guidance Document.~~
- Complete Monthly M/WBE Report Form and Final Summary Payment Report Form at the end of the project
- ~~? Coordinate with other agencies and entities as necessary for the design of the proposed infrastructure, and provide and obtain information needed to prepare the design ?~~
- ~~With respect to coordination with permitting authorities, ENGINEER shall communicate with permitting authorities such that their regulatory requirements are appropriately reflected in the designs. ENGINEER shall work with regulatory authorities to obtain approval of the designs, and make changes necessary to meet their requirements, as part of the design scope.~~
- Personnel and Vehicle Identification: When conducting site visits to the project location, the ENGINEER or any of its sub-consultants shall carry readily visible information identifying the name of the company and the company representative.

ASSUMPTIONS

- 15 MWBE reports will be prepared
- ~~4 meetings with city staff~~
- ~~15 monthly water department progress reports will be prepared~~
- ~~15 monthly project schedule updates will be prepared~~

DELIVERABLES

- A. Meeting summaries with action items
- B. Monthly invoices
- C. ~~Monthly progress reports~~
- D. ~~Baseline design schedule~~
- E. ~~Monthly schedule updates with schedule narrative describing any current or anticipated schedule changes~~
- F. Monthly M/WBE Report Form and Final Summary Payment Report Form

G. Plan Submittal Checklists (See Task 9)

TASK 2. CONCEPTUAL DESIGN (30 PERCENT).

The Conceptual Design shall be submitted to CITY 120 days after kick-off meeting.

The purpose of the conceptual design is for the ENGINEER to

- Study the project,
- Identify and develop alternatives that enhance the system,
- Present (through the defined deliverables) these alternatives to the CITY
- Recommend the alternatives that successfully addresses the design problem, and
- Obtain the CITY's endorsement of this concept.

ENGINEER will develop the conceptual design of the infrastructure as follows.

2.1. Data Collection

- In addition to data obtained from the CITY, ENGINEER will research proposed improvements in conjunction with any other planned future improvements that may influence the project.
- The ENGINEER will also identify and seek to obtain data for existing conditions that may impact the project including but not limited to; utilities, agencies (TxDOT and railroads), City Master Plans, and property ownership as available from the Tax Assessor's office.
- ~~The data collection efforts will also include conducting special coordination meetings with affected property owners and businesses as necessary to develop sewer re-routing plans.~~
- The ENGINEER shall visit the project site and obtain the meter numbers and sizes on all existing meters to be replaced on the project and shall identify existing sample stations and fire line locations.

2.2. Geotechnical Investigations

- ~~ENGINEER shall advise the CITY of test borings and other subsurface investigations that may be needed for the project. If the CITY determines that such borings or investigations are needed, then the ENGINEER shall work with the CITY and CITY's geotechnical consultant to draw up specifications for such testing program. The cost of such testing will be paid for by the CITY.~~

~~2.3. Fire Line Reconnection~~

2.4. The Conceptual Design Package shall include the following:

- Cover Sheet
- ~~Graphic exhibits and written summary of alternative design concepts considered, strengths and weaknesses of each, and the rationale for selecting the recommended design concept.~~

- Proposed phasing of any water and sanitary sewer work that is included in this project documented in both the project schedule and narrative form.
- Documentation of key design decisions.
- Estimates of probable construction cost.

ASSUMPTIONS

- ~~0~~ Geotechnical borings are expected for this project.
- 1 PDF copy of the conceptual design package (30% design) will be delivered. ~~Report shall be letter sized and comb bound with a clear plastic cover. Drawings will be 11x17 size fold outs bound in the report~~
- DWF files created from design CAD drawings will be uploaded to the designated project folder in Buzzsaw
- ENGINEER shall prepare the meeting minutes of the Concept Review meeting and revise the report, if needed.
- ENGINEER shall not proceed with Preliminary Design activities without obtaining written approval by the CITY of the Conceptual Design Package.

DELIVERABLES

- A. Conceptual Design Package

TASK 3. PRELIMINARY DESIGN (60 PERCENT).

Preliminary plans and specifications shall be submitted to CITY 90 days after Conceptual Design approval by City.

ENGINEER will develop the preliminary design of the infrastructure as follows.

- 3.1. Development of Preliminary Design Drawings and Specifications shall include the following:
 - Cover Sheet
 - A Project Control Sheet, showing all Control Points, used or set while gathering data. Generally on a scale of not less than 1:400. The following information shall be indicated for each Control Point: Identified (existing City Monument #8901, PK Nail, 5/8" Iron Rod); X, Y and Z Coordinates, in an identified coordinate system, and a referred bearing base. Z coordinate on City Datum only; descriptive location (i.e. set in the centerline of the inlet in the South curb line of North Side Drive at the East end of radius at the Southeast corner of North Side Drive and North Main Street).
 - Overall project easement layout sheet(s) with property owner information.
 - Overall project water and/or sanitary sewer layout sheets. The water layout sheet shall identify the proposed water main improvement/ existing water mains in the

vicinity and all water appurtenances along with pressure plane boundaries, water tanks, pump stations, valves, and fire hydrants. ~~The sewer layout sheet shall identify the proposed sewer main improvement/existing sewer mains and all sewer appurtenances in the vicinity.~~

- Overall water and/or sanitary sewer abandonment sheet.
- **Coordinates** on all P.C.'s, P.T.'s, P.I.'s, manholes, valves, mainline fittings, etc., in the same coordinate system as the Control Points.
- Bench marks per 1,000 ft. of plan/profile sheet – two or more.
- Bearings given on all proposed centerlines, or baselines.
- Station equations relating utilities to paving, when appropriate.
- Plan and profile sheets which show the following: proposed water and/or sanitary sewer plan/profile and recommended pipe size, fire hydrants, water service lines and meter boxes, gate valves, isolation valves, manholes, existing meter numbers and sizes that are to be replaced, existing sample locations, existing fire line locations, existing utilities and utility easements, and all pertinent information needed to construct the project. Legal description (Lot Nos., Block Nos., and Addition Names) along with property ownership shall be provided on the plan view.
- The ENGINEER shall make provisions for reconnecting all identifiable water and/or wastewater service lines which connect directly to any main being replaced, including replacement of existing service lines within City right-of-way or utility easement. When the existing alignment of a water and sanitary sewer main or lateral is changed, provisions will be made in the final plans and/or specifications by the ENGINEER to relocate all service lines which are connected to the existing main and connect said service lines to the relocated main.
- The following shall be applicable at all locations where it is necessary to relocate or reroute the existing private sanitary sewer service line due to the abandonment or realignment of the existing public sanitary sewer lateral or main: The CITY shall furnish the ENGINEER with a sample format of how the sewer service line reroute/relocation should be designed and submitted for construction. During design survey, if a rod can be inserted through the cleanout to the bottom of the service line, the ENGINEER will obtain the flow line elevation and design the service line prior to advertising the project for bid. If the service flow line information cannot be obtained during design survey, the ENGINEER shall delay the design of the sewer service line until after a Quality Level A Subsurface Utility Engineering (SUE investigation has been performed). The Level A SUE will be performed; (1) by the ENGINEER if included in the fee proposal; or (2) by the CITY prior to bidding if the CITY determines that it is needed for satisfactory completion of the design; or (2) by the Contractor after the project has been bid, by means of a bid item to that effect. In all options, the ENGINEER shall propose appropriate de-hole locations in the project and collect flow line elevation and other applicable information of the sewer service line. The ENGINEER shall use this information to provide the design for the sanitary sewer service line to be rerouted or relocated.

- Provide map showing location of new manhole construction at the end of existing sewer segments, 90 degree bends, or tee connections. Site survey or specific design plans for manhole construction is not included as part of the scope. The contract documents shall specify that it is the Contractor's responsibility to coordinate utility location, etc. manhole construction.
- The ENGINEER will prepare standard and special detail sheets for water line installation and sewer rehabilitation or replacement that are not already included in the D-section of the CITY's specifications. These may include connection details between various parts of the project, tunneling details, boring and jacking details, waterline relocations, details unique to the construction of the project, trenchless details, and special service lateral reconnections.

3.2. Geotechnical Investigation By City

- ~~Soil investigations, including field and laboratory tests, borings, related engineering analysis and recommendations for determining soil conditions will be made. In addition to the above investigations, borings and appropriate field and laboratory analysis will be made at reasonable intervals along the project alignment for the Contractor's use in determining soil conditions for preparing bids and a Trench Safety Plan.~~

~~3.3. Constructability Review~~

- ~~Prior to the 60 percent review meeting with the CITY, the ENGINEER shall schedule and attend a project site visit with the CITY Project Manager and Construction personnel to walk the project. The ENGINEER shall summarize the CITY's comments from the field visit and submit this information to the CITY in writing.~~

3.4. Utility Clearance

- The ENGINEER will consult with the CITY's Transportation and Public Works Department, Water Department, and other CITY departments, public utilities, private utilities, private utilities and government agencies to determine the approximate location of above and underground utilities, and other facilities (current and future) that have an impact or influence on the project. ENGINEER will design CITY facilities to avoid or minimize conflicts with existing utilities, and where known and possible consider potential future utilities in designs.
- The ENGINEER shall upload individual DWF files for each plan sheet of the approved preliminary plan set to the designated project folder in Buzzsaw for forwarding to all utility companies which have facilities within the limits of the project. The DWF files should be created directly from the CAD files as opposed to PDF files.

~~3.5. Traffic Control Plan By City~~

- ~~Develop a traffic control plan utilizing standard traffic reroute configurations posted as "Typicals" on the CITY's Buzzsaw website. The typicals need not be sealed individually, if included in the sealed contract documents.~~

- ~~Develop supplemental traffic control drawings as needed for review and approval by the Traffic Division of the Transportation and Public Works Department. These drawings shall be sealed by a professional engineer registered in the State of Texas.~~

ASSUMPTIONS

- 0 public meeting(s) will be conducted or attended during the preliminary design phase.
- 0 borings at an average bore depth of _____ feet each will be provided.
- Traffic Control "Typicals" will be utilized to the extent possible. It is assumed an additional 0 project specific traffic control sheets will be developed for _____.
- ~~1 set of electronic size plans will be delivered for the Constructability Review.~~
- 1 set of electronic plans will be delivered for the Preliminary Design (60% design).
- 1 electronic set of specifications will be delivered for the Preliminary Design (60% design).
- DWF files created from design CAD drawings will be uploaded to the designated project folder in Buzzsaw.
- The CITY's front end and technical specifications will be used. The ENGINEER shall supplement the technical specifications if needed.
- 1 set of electronic drawings will be delivered for Utility Clearance.
- ENGINEER shall not proceed with Final Design activities without written approval by the CITY of the Preliminary Design plans.

DELIVERABLES

- A. Preliminary Design drawings and specifications
- B. Utility Clearance drawings
- ~~C. Traffic Control Plan~~
- ~~D. Storm Water Pollution Prevention Plan~~
- E. Estimates of probable construction cost
- F. Data Base listing names and addresses of residents and businesses affected by the project.

TASK 4. FINAL DESIGN (90 PERCENT) AND FINAL CONSTRUCTION DOCUMENTS (100 PERCENT).

Upon approval of the Preliminary plans, ENGINEER will prepare construction plans as follows:

- For projects that disturb an area greater than one (1) acre, the Contractor will be responsible for preparing and submitting the Storm Water Pollution Prevention Plan (SWPPP) with appropriate regulatory agencies. ~~The Engineer will prepare the iSWM Construction Plan according to the current CITY iSWM Criteria Manual for Site Development and Construction which will be incorporated into the SWPPP by the contractor.~~
- Draft Final plans (90%) and specifications shall be submitted to CITY 90 days after City approval of Preliminary Design drawings.
- Following a 90% construction plan review meeting with the CITY, the ENGINEER shall submit Construction Documents (100%) to the CITY per the approved Project Schedule. Each plan sheet shall be stamped, dated, and signed by the ENGINEER registered in State of Texas.
- The ENGINEER shall submit a final design estimate of probable construction cost with ~~both the 90% and~~ 100% design packages. This estimate shall use ONLY standard CITY bid items.

ASSUMPTIONS

- 0 sets of Full size drawings and 1 sets of Half size drawings and _____ specifications will be delivered for the 90% Design package.
- 1 – electronic set of Drawings and Specifications
- A DWF file for the 90% Design will be created from design CAD drawings and will be uploaded to the project folder in Buzzsaw.
- 0 sets of Full size drawings and 1 sets of Half size drawings and 1 specifications will be delivered for the 100% Design package.
- 1 – Mylar Cover Sheet
- 1 – electronic set of Drawings and Specifications
- A DWF file for the 100% Design will be created from design CAD drawings and will be uploaded to the project folder in Buzzsaw.
- Engineer to provide estimated final sheet list (cover/index, general notes, control point location, ~~easement layout, SUE plan sheets,~~ no. of plan/profiles, special detail sheets, etc.)

DELIVERABLES

- ~~A. 90% construction plans and specifications. 1 electronic set of plans and specs~~
- ~~B. 100% construction plans and specifications. 1 electronic set of plans and specs~~
- C. Detailed estimates of probable construction costs including summaries of bid items and quantities using the CITY's standard bid items and format.

~~D. Original cover Mylar for the signatures of authorized CITY officials.~~

TASK 5. BID PHASE SERVICES.

ENGINEER will support the bid phase of the project as follows.

5.1. Bid Support

- The ENGINEER shall upload all plans and contract documents onto Buzzsaw for access to potential bidders.
 - Contract documents shall be uploaded in an .xls file.
 - Unit Price Proposal documents are to be created utilizing CFW Bidtools only and combined in a specified spreadsheet workbook, Bid Proposal Worksheet Template, and will be populated and configured so that all pages are complete and the Summary Worksheet(s) in the workbook detail and automatically summarize the totals from the inserted Unit Price Proposal document worksheets.
 - Plan Sets are to be uploaded to Buzzsaw in two formats, .pdf and .dwf files. The .pdf will consist of one file of the entire plan set. The .dwf will consist of individual files, one for each plan sheet, and will be numbered and named in a manner similar to that of the plan set index.
- The ENGINEER shall sell contract documents and maintain a plan holders list on Buzzsaw from documents sold and from Contractor's uploaded Plan Holder Registrations in Buzzsaw.
- The ENGINEER will develop and implement procedures for receiving and answering bidders' questions and requests for additional information. The procedures shall include a log of all significant bidders questions and requests and the response thereto. The log shall be housed and maintained in the project's Buzzsaw folder titled Request for Information. The ENGINEER will provide technical interpretation of the contract bid documents and will prepare proposed responses to all bidders' questions and requests, in the form of addenda. The ENGINEER shall upload all approved addenda onto Buzzsaw and mail addenda to all plan holders.
- Attend the prebid conference in support of the CITY.
- Assist the CITY in determining the qualifications and acceptability of prospective contractors, subcontractors, and suppliers.
- When substitution prior to award of contracts is allowed in the contract documents, the ENGINEER will advise the CITY as to the acceptability of alternate materials and equipment proposed by bidders.
- Attend the bid opening in support of the CITY.
- Tabulate and review all bids received for the construction project, assist the CITY in evaluating bids, and recommend award of the contract. A copy of the Bid Tabulation and the CFW Data Spreadsheet created utilizing CFW Bidtools only are to be uploaded into the project's Bid Results folder on Buzzsaw.

- Incorporate all addenda into the contract documents and issue conformed sets.

5.2 Final Design Drawings

- 1) Final Design Drawings shall be submitted in both **Adobe Acrobat PDF format (version 6.0 or higher)** format and **DWF format**. There shall be one (1) PDF file and one (1) DWF file for the TPW plan set and a separate PDF and DWF file for the Water plan set. Each PDF and DWF file shall be created from the original CAD drawing files and shall contain all associated sheets of the particular plan set. **Singular PDF and DWF files for each sheet of a plan set will not be accepted.** Drawings shall be submitted to CITY in electronic format only, no hard or paper copies. PDF and DWF files shall conform to naming conventions as follows:

- I. **TPW** file name example – “**W-1956_org47.pdf**” where “**W-1956**” is the assigned file number obtained from the CITY, “**_org**” designating the file is of an original plan set, “**47**” shall be the total number of sheets in this file.

Example: W-0053_org3.pdf and K-0320_org5.pdf

- II. **Water and Sewer** file name example – “**X-35667_org36.pdf**” where “**X-35667**” is the assigned file number obtained from the CITY, “**_org**” designating the file is of an original plan set, “**36**” shall be the total number of sheets in this file.

Example: X-12755_org18.pdf

Both PDF and DWF files shall be uploaded to the project’s Final Drawing folder in Buzzsaw.

- 2) In addition to the PDF and DWF files, the ENGINEER shall submit each plan sheet as an individual DWG file with all reference files integrated into the sheet. If the plans were prepared in DGN format, they shall be converted to DWG prior to uploading. Plans shall be submitted to CITY in electronic format only, no hard or paper copies. The naming convention to be used for the DWG files shall be as follows:

- I. **TPW** files shall use the W number as for PDF and DWF files, but shall include the sheet number in the name – “**W-1956_SHT01.dwg**”, “**W-1956_SHT02.dwg**”, etc.

- II. **Water and Sewer** file names shall use the X number as for PDF and DWF files, but shall include the sheet number in the name – “**X-12155_SHT01.dwg**”, “**X-12755_SHT02.dwg**”, etc.

For information on the proper manner to submit files and to obtain a file number for the project, contact the Department of Transportation and Public Works Vault at telephone number (817) 392-8426. File numbers will not be issued to a project unless the appropriate project numbers and fund codes have been assigned and are in the Department of Transportation and Public Works database.

ASSUMPTIONS

- The project will be bid only once and awarded to one contractor.
- 5 sets of construction documents will be sold to and made available on Buzzsaw for plan holders and/or given to plan viewing rooms.
- 8 sets of Full size and 0 sets of Half size drawings plans and 8 specifications (conformed, if applicable) will be delivered to the CITY.
- PDF, DWF and DWG files will be uploaded to Buzzsaw.

DELIVERABLES

- A. Addenda
- B. Bid tabulations
- C. CFW Data Spreadsheet
- D. Recommendation of award
- E. Construction documents (conformed, if applicable) – electronically

TASK 6. CONSTRUCTION PHASE SERVICES.

ENGINEER will support the construction phase of the project as follows.

6.1 Construction Support

- The ENGINEER shall attend the preconstruction conference.
- ~~After the pre construction conference, the ENGINEER shall provide project exhibits and attend public meeting to help explain the proposed project to residents. The CITY shall select a suitable location and mail the invitation letters to the affected customers.~~ Engineer shall provide up to 40 hours of submittal review.
- The ENGINEER shall visit the project site at requested intervals as construction proceeds to observe and report on progress.
- As requested by the CITY, the ENGINEER shall provide necessary interpretations and clarifications of contract documents, review change orders, and make recommendations as to the acceptability of the work.

The ENGINEER shall attend the "Final" project walk through and assist with preparation of final punch list

6.2 Record Drawings

-
- The ENGINEER shall prepare Record Drawings from information provided by the CITY depicting any changes made to the Final Drawings during construction. The following information shall be provided by the CITY:
 - As-Built Survey
 - Red-Line Markups from Contractor
 - Red-Line Markups from City Inspector
 - Copies of Approved Change Orders
 - Approved Substitutions
 - The ENGINEER shall modify the Final Drawings electronically and shall place a stamp on the plans indicating that they represent Record Drawings of the project as constructed. The stamp shall be signed and dated by the ENGINEER and shall be placed on each plan sheet, whether there are any revisions on the sheet or not. Each sheet shall clearly indicate all changes which apply to that sheet by clouding and numbering, or other suitable means.
 - The following disclaimer shall be included with the Record Drawing stamp:
 - These Record Drawings were prepared using information provided by others and represent the as constructed conditions to the extent that documented changes were provided for recording. The ENGINEER assumes no liability for undocumented changes and certifies only that the documented changes are accurately depicted on these drawings.
 - The ENGINEER shall submit an electronic set of sealed Final Drawings, modified and stamped as Record Drawings, on mylar for record storage. The ENGINEER may keep copies of the information provided by the CITY for their files, but all original red-lined drawings shall be returned to the CITY with the mylars.
- 2) Record Drawings shall also be submitted electronically in both Adobe Acrobat PDF format (version 6.0 or higher) format and DWF format. There shall be one (1) PDF file and one (1) DWF file for the TPW plan set and a separate PDF and DWF file for the Water plan set. Each PDF and DWF file shall contain all associated sheets of the particular plan set. **Singular PDF and DWF files for each sheet of a plan set will not be accepted.** PDF and DWF files shall conform to naming conventions as follows:
- I. TPW file name example – “W-1956_rec47.pdf” where “W-1956” is the assigned file number obtained from the CITY, “_rec” designating the file is of a record drawing plan set, “47” shall be the total number of sheets in this file.

Example: W-0053_rec3.pdf and K-0320_org5.pdf

II. **Water and Sewer** file name example – “X-35667_rec36.pdf” where “X-35667” is the assigned file number obtained from the CITY, “_rec” designating the file is of a record drawing plan set, “36” shall be the total number of sheets in this file.

Example: X-12755_rec18.pdf

Both PDF and DWF files shall be uploaded to the project’s Record Drawings folder in Buzzsaw.

ASSUMPTIONS

- ___10___ RFI’s are assumed.
- ___5___ Change Orders are assumed
- ~~One copy of full size (22”x34”) mylars will be delivered to the CITY.~~

DELIVERABLES

- A. ~~Public meeting exhibits~~
- B. Response to Contractor’s Request for Information
- C. Review of Change Orders
- D. Review of shop drawings
- E. Final Punch List items
- F. ~~Record Drawings on Mylar~~

TASK 7. ROW/EASEMENT SERVICES.

ENGINEER will support and perform activities related to ROW and land as outlined below, per scoping direction and guidance from the CITY’s Project Manager.

7.1. Right-of-Way Research

- The ENGINEER shall determine rights-of-way, easements needs for construction of the project. Required temporary and permanent easements will be identified based on available information and recommendations will be made for approval by the CITY.

7.2. Right-of-Way/Easement Preparation and Submittal.

- The ENGINEER shall prepare documents to be used to obtain right-of-way and permanent and/or temporary easements required to construct the improvements.
- The ENGINEER shall submit the right-of-way and/or easement documents to CITY PM for real property acquisition

- The documentation shall be provided in conformance with the checklists and templates available on the CITY's Buzzsaw site.

7.3. ~~Temporary Right of Entry Preparation and Submittal~~

~~• Prior to construction, the ENGINEER shall prepare and submit Temporary Right of Entry documents for landowners to CITY PM for real property acquisition. It is assumed that letters will only be required for land owners adjacent to temporary construction easements or who are directly affected by the project and no easement is required to enter their property.~~

~~• The documentation shall be provided in conformance with the checklists and templates available on the CITY's Buzzsaw site.~~

ASSUMPTIONS

- 19 Easements or right-of-way documents will be necessary.
- -0- Temporary right-of-entry documents will be necessary.
- Right-of-Way research and mapping includes review of property/right-of-way records based on current internet based Tarrant Appraisal District (TAD) information available at the start of the project and available on-ground property information (i.e. iron rods, fences, stakes, etc.). It does not include effort for chain of title research, parent track research, additional research for easements not included in the TAD, right-of-way takings, easement vacations and abandonments, right-of-way vacations, and street closures.

DELIVERABLES

- A. Easement exhibits and meets and bounds provided on CITY forms.
- B. Temporary Right of Entry Letters

TASK 8. SURVEY AND SUBSURFACE UTILITY ENGINEERING SERVICES BY OTHERS.

ENGINEER will provide survey support as follows.

8.1. Design Survey

- ENGINEER will perform field surveys to collect horizontal and vertical elevations and other information needed by ENGINEER in design and preparation of plans for the project. Information gathered during the survey shall include topographic data, elevations of all sanitary and adjacent storm sewers, rim/invert elevations, location of buried utilities, structures, trees (measure caliper, identify overall canopy, and have qualified arborist identify species of trees), and other features relevant to the final plan sheets. Existing drainage at intersections will be verified by field surveys. Spot elevations will be shown on intersection layouts with cross slope to fit intersecting grade lines.
- The minimum survey information to be provided on the plans shall include the following:

-
- A Project Control Sheet, showing **ALL** Control Points, used or set while gathering data. Generally on a scale of not less than 1:400:
 - The following information about each Control Point;
 - a. Identified (Existing. CITY Monument #8901, PK Nail, 5/8" Iron Rod)
 - b. X, Y and Z Coordinates, in an identified coordinate system, and a referred bearing base. Z coordinate on CITY Datum only.
 - c. Descriptive Location (Ex. Set in the centerline of the inlet in the South curb line of North Side Drive at the East end of radius at the Southeast corner of North Side Drive and North Main Street).
 - Coordinates on all P.C.'s, P.T.'s, P.I.'s, Manholes, Valves, etc., in the same coordinate system, as the Control.
 - No less than two horizontal bench marks, per line or location.
 - Bearings given on all proposed centerlines, or baselines.
 - Station equations relating utilities to paving, when appropriate.

8.2. ~~Temporary Right of Entry Preparation and Submittal~~

- ~~• Prior to entering property, the ENGINEER shall prepare and submit Temporary Right of Entry for landowners to CITY PM.~~
- ~~• The documentation shall be provided in conformance with the checklists and templates available on the CITY's Buzzsaw site.~~

ASSUMPTIONS

- Topographic survey at intersection will include no more than 100 ft. in each direction.

DELIVERABLES

- A. Copies of field survey data and notes signed and sealed by a licensed surveyor.
- B. Drawing of the project layout with dimensions and coordinate list.

TASK 9. PLAN SUBMITTAL CHECKLISTS

Engineer shall complete and submit Plan Submittal Checklists in accordance with the following table:

PLAN SUBMITTAL CHECKLIST REQUIREMENTS

Attachment "A" Type	Traffic Signal (Submit All @ 30%)	Storm Water 30%	Storm Water 60%	Street Lights (Submit All @ 30%)	Water /Sewer (Submit All @ 60%)	Traffic Engineering (Submit All @ 60%)	Traffic Control 30%	Traffic Control 60%	Traffic Control 90%
							Required for all work in City ROW		
Street	X	X	X	X	X*	X	X	X	X
Storm Water		X	X				X	X	X
Water / Sewer					X		X	X	X

*If included in street project

ASSUMPTIONS

DELIVERABLES

A.

B.

ADDITIONAL SERVICES NOT INCLUDED IN THE EXISTING SCOPE OF SERVICES

Additional Services not included in the existing Scope of Services – CITY and ENGINEER agree that the following services are beyond the Scope of Services described in the tasks above. However, ENGINEER can provide these services, if needed, upon the CITY's written request. Any additional amounts paid to the ENGINEER as a result of any material change to the Scope of the Project shall be agreed upon in writing by both parties before the services are performed. These additional services include the following:

- Negotiation of easements or property acquisition including temporary right-of-entries.
- Services related to development of the CITY's project financing and/or budget.
- Services related to disputes over pre-qualification, bid protests, bid rejection and re-bidding of the contract for construction.
- Construction management and inspection services

~~• Periodic site visits during construction phase~~

- Design phase public meetings
- Performance of materials testing or specialty testing services.
- Services necessary due to the default of the Contractor.
- Services related to damages caused by fire, flood, earthquake or other acts of God.
- Services related to warranty claims, enforcement and inspection after final completion.
- Services related to submitting for permits (i.e., TxDOT, railroad, etc...)
- Services related to Subsurface Utility Engineering Levels A, B, C or D
- Services related to Survey Construction Staking
- Services related to acquiring real property including but not limited to easements, right-of-way, and/or temporary right-of-entries.
- Services to support, prepare, document, bring, defend, or assist in litigation undertaken or defended by the CITY.

~~• Construction Shop drawing review, samples and other submittals submitted by the contractor.~~

- Performance of miscellaneous and supplemental services related to the project as requested by the CITY.
- Design review meetings
- Monthly progress meetings
- Water Department Progress reports
- Monthly Project "Schedule" updates
- Traffic Control Plan
- Constructability review

**ATTACHMENT B
COMPENSATION**

**Design Services for
<Northside II 30-inch Water Line at State Highway 170>
City Project No. 100261
Lump Sum Project**

I. Compensation

- A. The ENGINEER shall be compensated a total lump sum fee of **\$456,340** as summarized in Exhibit B-1 – Engineer Invoice, Exhibit B-2 level of effort and Exhibit B-3 – Construction cost estimate. The total lump sum fee shall be considered full compensation for the services described in Attachment A, including all labor materials, supplies, and equipment necessary to deliver the services.
- B. The ENGINEER shall be paid monthly payments as described in Section II - Method of Payment.

II. Method of Payment

- A. Partial payment shall be made to the ENGINEER monthly upon City's approval of an invoice prepared and submitted by the ENGINEER in the format and including content as presented in Exhibit B-1, Progress Reports as required in item III. of this Attachment B, and Schedule as required in Attachment D to this Agreement.
- B. The estimated current physical percent complete as required on the invoice shall be calculated from the progress schedule as required in Attachment D to this Standard Agreement and according to the current version of the City of Fort Worth's Schedule Guidance Document.
- C. The cumulative sum of such monthly partial fee payments shall not exceed the total current project budget including all approved Amendments.
- D. Each invoice shall be verified as to its accuracy and compliance with the terms of this Agreement by an officer of the ENGINEER.

III. Progress Reports

- A. The ENGINEER shall prepare and submit to the designated representative of the Water Department, monthly progress reports and schedules in the format required by the City.

**ATTACHMENT B
COMPENSATION**

IV. Summary of Total Project Fees

Firm	Primary Responsibility	Fee Amount	%
Prime Consultant			
CP&Y, Inc.	Design	\$346,340	76%
Proposed M/WBE Sub-Consultants			
Criado & Associates	Surveying	\$110,000	24%
Non-M/WBE Consultants			
TOTAL		\$ 456,340	100%

Project Number & Name	Total Fee	M/WBE Fee	M/WBE %
	\$ 456,340	\$ 110,000	24 %

City M/WBE Goal = 16 %

Consultant Committed Goal = 24 %

EXHIBIT "B-1"
ENGINEER INVOICE
(Supplement to Attachment B)

Insert required invoice format following this page, including negotiated total budget and allocations of budgets across work types and work phases.

ATTACHMENT B

Professional Services Payment Request

Project Manager: Robert Saucedo, PE

City Project #: CPN 100261
 Project: Northside II - 30 Inch Water Line at State Highway

Work Type Desc:
 F/A/G:
 City Sec Number:
 Purchase Order:

Consultant Instructions:

Fill in green cells including Percent Complete and Invoiced Previously Quantities
 When your invoice is complete, save and close, start Buzzsaw and Add your invoice to the
 Consultant folder within Project's folder.

Company Name: CPYI, Inc

Consultant's PM: Kevin R Glover, PE
 Vendor Invoice #: [Redacted]
 Payment Request #: [Redacted]
 From Date: [Redacted]
 To Date: [Redacted]

email: kglover@cpyi.com
 Office Address: 115 West 7th Street, Suite 1500 - Fort Worth TX 76102
 Telephone: 817.354.0189
 Fax: 817.354.4935

Invoice Date:

Remit Address: 1820 Regal Row - Dallas TX 75235

30 - Design	Description	Agreement Amount	Amendment Number	Amendment Amount	Agreement Amount to Date	Completed Amount	Percent Completed	(\$ Invoiced Previously)	Current Invoice	Remaining Balance
		\$456,340.00			\$456,340.00					\$456,340.00
Totals This Unit:		\$456,340.00			\$456,340.00					\$456,340.00

Overall Percentage Complete:

EXHIBIT "B-2"
ENGINEER LEVEL OF EFFORT
(Supplement to Attachment B)
Insert level of effort following this page.

Level of Effort Spreadsheet
 TASK/HOUR BREAKDOWN
 Design Services for
 NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261

Task No.	Task Description	Labor (hours)						Total Labor Cost	Expense				Total Expense Cost	Task Sub Total
		Project Director	Project Manager	Project Engineer	EIT	CADD	Administrative		Subconsultant	Travel	Reproduction			
1.0	Project Management													
1.1	Managing the Team													
1.1.1	Internal Team Meetings													
1.1.2	QA/QC													
	30% Design													
	60% Design													
1.2	100% Design													
	Communications and Reporting													
1.2.1	Pre-Design Coordination Meeting with City and Subcontractors													
1.2.1	Monthly Project Update Meetings (4 meetings)													
1.2.2	Water Department Progress Reports (15 reports)													
1.2.2	Monthly Project "schedule updates (15 reports)													
1.2.3	Design Submittal Review Meetings													
	30% Design													
	60% Design													
	100% Design													
1.2.4	Prepare Baseline Schedule													
1.2.5	Prepare Monthly Progress Reports with Schedule													
1.2.6	Prepare Monthly MBERSBE Reports													
1.2.7	Invoicing													
2.0	Conceptual Design (30-Percent)													
2.1	Data Collection													
2.2	Not Used													

Level of Effort Spreadsheet
 TASKHOUR BREAKDOWN
 Design Services for
 NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261

Task No.	Task Description	Labor (hours)							Total Labor Cost	Expense				Total Expense Cost	Task Sub Total
		Project Director	Project Manager	Project Engineer	EIT	CADD	Administrative	Subconsultant		Travel	Reproduction				
2.3	Subsurface Utility Engineering				0	0	0	\$0						\$0	\$0
2.4	Design Drawings				0	0	0	\$0						\$0	\$0
2.4.1	Cover Sheet				0	0	0	\$0						\$0	\$0
2.4.2	General Notes (2 Sheets)				0	0	0	\$0						\$0	\$0
2.4.3	Not Used				0	0	0	\$0						\$0	\$0
2.4.4	Erosion Control (20 Sheets)				0	0	0	\$0						\$0	\$0
2.4.5	Plan and Profile Sheets (44 Sheets)				28	24	220	\$37,200						\$37,200	\$37,200
2.4.6	Boring Plan Sheets (3 Sheets)				12	8	30	\$6,600						\$6,600	\$6,600
2.4.7	Boring Details (2 Sheets)				4	8	28	\$7,400						\$7,400	\$7,400
2.4.8	Drainage Crossings Details (3 Sheets)				4	6	30	\$6,600						\$6,600	\$6,600
2.4.9	Misc Sheets (5 Sheets)				4	4	24	\$5,200						\$5,200	\$5,200
2.4.10	Project Decision Log				0	0	0	\$0						\$0	\$0
2.5	Construction Estimate				10	0	0	\$2,800						\$2,800	\$2,800
3.0	Preliminary Design (60 Percent)				36	74	398	\$9,900						\$9,900	\$9,900
3.1	Preliminary Design Drawings				2	4	4	\$1,000						\$1,000	\$1,000
3.1.1	Cover Sheet				6	0	0	\$1,955						\$1,955	\$1,955
3.1.2	General Notes (2 Sheets)				0	0	0	\$0						\$0	\$0
3.1.3	Not Used				0	0	0	\$0						\$0	\$0
3.1.4	Erosion Control (20 Sheets)				0	0	0	\$0						\$0	\$0
3.1.5	Plan and Profile Sheets (44 Sheets)				32	28	220	\$32,450						\$32,450	\$32,450
3.1.6	Boring Plan Sheets (3 Sheets)				10	10	32	\$6,950						\$6,950	\$6,950
3.1.7	Boring Details (2 Sheets)				4	8	32	\$8,950						\$8,950	\$8,950
3.1.8	Drainage Crossings Details (3 Sheets)				4	6	32	\$8,950						\$8,950	\$8,950
3.1.9	Misc Sheets (5 Sheets)				8	6	34	\$7,700						\$7,700	\$7,700
3.2	Geotechnical Investigation				0	0	0	\$0						\$0	\$0
3.3	Constructability Review				0	0	0	\$0						\$0	\$0

Level of Effort Spreadsheet
 TASK/HOUR BREAKDOWN
 Design Services for
 NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261

Task No.	Task Description	Labor (hours)							Total Labor Cost	Expense				Total Expense Cost	Task Sub Total
		Project Director	Project Manager	Project Engineer	EIT	CADD	Administrative	Subconsultant		Travel	Reproduction				
3.4	Public Meeting	0	0	0	0	0	0	\$0					\$0	\$0	
3.5	Utility Clearance	0	0	0	0	0	0	\$0						\$0	
3.6	Trail Control Plan	0	0	0	0	0	0	\$0						\$0	
3.7	Project Decision Log	0	0	0	0	0	0	\$0						\$0	
3.8	Construction Estimate	0	0	0	0	0	0	\$0						\$0	
4.0	Final Design	0	0	149	124	304	0	\$9,020	\$0	\$0	\$0	\$0	\$9,020	\$9,020	
4.1	Final Draft (90%) Construction Plans and Specifications							\$0						\$0	
4.1.1	Cover Sheet			0	2	6	6	\$1,050						\$1,050	
4.1.2	General Notes (2 Sheets)			2	0	0	0	\$1,160						\$1,160	
4.1.3	Not Used			0	0	0	0	\$0						\$0	
4.1.4	Erosion Control (20 Sheets)			4	4	70	0	\$9,420						\$9,420	
4.1.5	Plan and Profile Sheets (44 Sheets)			32	28	88	12	\$20,760						\$20,760	
4.1.6	Boiling Plan Sheets (3 Sheets)			10	6	12	0	\$3,670						\$3,670	
4.1.7	Boiling Details (2 Sheets)			8	0	20	0	\$9,200						\$9,200	
4.1.8	Detail Sheets (6 Sheets)			18	18	30	0	\$9,140						\$9,140	
4.1.9	Drainage Crossings Details (3 Sheets)			3	2	30	0	\$4,955						\$4,955	
4.1.10	Misc Sheets (6 Sheets)			6	10	26	40	\$10,010						\$10,010	
4.1.11	Specifications			20	22			\$0						\$0	
4.2	Final (100%) Plans and Specifications							\$0						\$0	
4.2.1	Cover Sheet			1	1	4	4	\$975						\$975	
4.2.2	General Notes (2 Sheets)			4	0	2	0	\$1,035						\$1,035	
4.2.3	Not Used			0	0	0	0	\$0						\$0	
4.2.4	Erosion Control (20 Sheets)			0	0	8	8	\$800						\$800	
4.2.5	Plan and Profile Sheets (44 Sheets)			12	6	44	0	\$7,625						\$7,625	
4.2.6	Boiling Plan Sheets (3 Sheets)			3	0	8	0	\$1,475						\$1,475	
4.2.7	Boiling Details (2 Sheets)			3	0	8	0	\$1,475						\$1,475	
4.2.8	Detail Sheets (6 Sheets)			2	0	8	8	\$1,315						\$1,315	

Level of Effort Spreadsheet
TASK/HOUR BREAKDOWN
 Design Services for
NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261

Task No.	Task Description	Labor (hours)							Total Labor Cost	Expense				Total Expense Cost	Task Sub Total
		Project Director	Project Manager	Project Engineer	EIT	CADD	Administrative	Subconsultant		Travel	Reproduction				
4.2.9	Drainage Crossings Details (3 Sheets)			0	2	6		\$1,035						\$1,035	\$1,035
4.2.10	Misc Sheets (6 Sheets)			2	4	10		\$1,995						\$1,995	\$1,995
4.2.11	Specifications			16	16			\$7,650						\$7,650	\$7,650
4.3	Project Decision Logs (90% and 100%)			0	0			\$0						\$0	\$0
4.4	Construction Estimates (90% and 100%)			3	3			\$1,935						\$1,935	\$1,935
6.0	Bid Phase			64		20		\$19,760	\$0					\$19,760	\$19,760
6.1	Bid Support														
6.1.1	Sell Contract Documents and Maintain Plan Holders List			4	8	0		\$3,400						\$3,400	\$3,400
6.1.2	Issue Addenda			12	8	4		\$4,075						\$4,075	\$4,075
6.1.3	Attend Pre-bid Conference			4	0			\$1,620						\$1,620	\$1,620
6.1.4	Attend Bid Opening			2	6			\$1,895						\$1,895	\$1,895
6.1.5	Tabulate Bids and Recommend Award			12	16	24		\$9,220						\$9,220	\$9,220
6.1.6	Issue Conformed Contract Documents														
6.0	Construction Phase Services			138	60	24		\$39,030	\$0					\$39,030	\$39,030
6.1	Construction Support														
6.1.1	Attend Preconstruction Conference			6	0			\$2,190						\$2,190	\$2,190
6.1.2	Attend Public Meeting			0	0	0		\$0						\$0	\$0
6.1.3	Project Site Visits			70	8			\$12,940						\$12,940	\$12,940
6.1.4	Submittal Review			32	40	0		\$11,900						\$11,900	\$11,900
6.1.5	Request for Information/Change Order Review			16	0	0		\$3,940						\$3,940	\$3,940
6.1.6	Final Walk Through and Punch List Record Drawings			6	4	24		\$2,820						\$2,820	\$2,820
6.2	ROW/Assessment Services			8	8	24		\$9,840						\$9,840	\$9,840
7.0	ROW/Assessment Services			14	8	20		\$37,650	\$0					\$37,650	\$37,650

Level of Effort Spreadsheet
TASKHOUR BREAKDOWN
 Design Services for
NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261

Task No.	Task Description	Labor (hours)						Total Labor Cost	Subconsultant	Expense			Total Expense Cost	Task Sub Total
		Director	Project Manager	Project Engineer	EIT	CADD	Administrative			Travel	Reproduction			
7.1	Right-of-Way Research		4	8		4	\$2,640	\$20,000				\$20,000	\$22,640	
7.2	Right-of-Way/Easement Preparation and Submittal			6		4	\$2,220	\$20,000				\$20,000	\$22,220	
7.3	Temporary Right of Entry Submittal			0			\$0					\$0	\$0	
8.0	Survey		0	8		0	\$1,280	\$70,000	\$20,000			\$90,000	\$71,280	
8.1	Design Survey		0	4		0	\$640	\$0				\$640	\$640	
8.2	Temporary Right of Entry Submittal		0	0		0	\$0	\$0				\$0	\$0	
8.3	Construction Survey		0	4		0	\$640	\$0				\$640	\$640	
9.0	Permitting		0	0		0	\$0	\$20,000				\$20,000	\$20,000	
9.1	SWPPP						\$0		\$20,000			\$20,000	\$20,000	
9.2	Environmental Services						\$0		\$0			\$0	\$0	
9.3	Floodplain Services						\$0		\$0			\$0	\$0	
9.4	TxDOT						\$0		\$0			\$0	\$0	
9.4.1	6 Detail Sheets		0	0		0	\$0					\$0	\$0	
9.4.2	Permits		0	0		0	\$0					\$0	\$0	
9.5	Railroad		0	0		0	\$0					\$0	\$0	
9.6	TDR						\$0					\$0	\$0	
9.7	City of Fort Worth Parks Conversion						\$0					\$0	\$0	
Totals		8	192	668	702	228	\$13,980	\$110,000	\$20,000			\$130,000	\$143,980	

Project Summary	
Total Hours	2,641
Total Labor	\$318,940
Total Expense	\$131,000
MBE/SBE Subconsultant	\$110,000
Non-MBE/SBE Subconsultant	\$20,000

Level of Effort Spreadsheet
TASK/HOUR BREAKDOWN
 Design Services for
NORTHSIDE II - 30 INCH WATER LINE AT STATE HIGHWAY 170
 City Project No. 100261


Task No.	Task Description	Labor (hours)						Total Labor Cost	Expense			Task Sub Total
		Project Director	Project Manager	Project Engineer	EIT	CADD	Administrative		Subcontractant	Travel	Total Expense Cost	
									5%	Sub Markup		
										MBE/SBE Participation		
										Total Project Cost		\$455,340

EXHIBIT "B-3"
ENGINEER OPINION OF PROBABLE CONSTRUCTION COST
(Supplement to Attachment B)

Insert opinion of probable construction cost following this page.

EXHIBIT "B-3"
ENGINEER OPINION OF PROBABLE CONSTRUCTION COST
(Supplement to Attachment B)

Insert opinion of probable construction cost following this page.

		NORHEAST PIPELINE ROUTE STUDY CITY OF FORT WORTH PIPELINE ROUTE B 30-INCH OPTION			
	Description	Quantity	Unit	Unit Price	Total
	Construction Costs				\$ 6,626,240
1	30" Water Line (Undeveloped Areas)	8,190	LF	\$ 210.00	\$ 1,719,900
2	30" Water Line (Developed Areas)	6,400	LF	\$ 300.00	\$ 1,920,000
3	48" Casing (By Other Than Open Cut)	1,330	LF	\$ 960.00	\$ 1,276,800
4	48" Casing (By Open Cut)	480	LF	\$ 480.00	\$ 230,400
5	30" Carrier Pipe	1,810	LF	\$ 300.00	\$ 543,000
6	Full Panel Concrete Pavement Repair	700	SY	\$ 95.00	\$ 66,500
7	30" Gate Valve and Vault	6	EA	\$ 65,000.00	\$ 390,000
8	3" Air Release Valve	5	EA	\$ 24,000.00	\$ 120,000
9	8" Blowoff Valve	5	EA	\$ 25,000.00	\$ 125,000
10	Water Tie-In	2	EA	\$ 50,000.00	\$ 100,000
11	Cathodic Protection	1	LS	\$ 40,000.00	\$ 40,000
12	Utility Markers	1	LS	\$ 15,000.00	\$ 15,000
13	Trench Safety	15,070	LF	\$ 2.00	\$ 30,140
14	SWPPP	1	LS	\$ 20,000.00	\$ 20,000
15	Traffic Control	1	LS	\$ 29,500.00	\$ 29,500
CONSTRUCTION SUBTOTAL					\$ 6,626,300
CONTINGENCY 20%					\$ 1,325,260
PROJECT TOTAL					\$ 7,951,560

ATTACHMENT "C"

CHANGES AND AMENDMENTS TO STANDARD AGREEMENT

Design Services for
Northside II – 30 inch Water Line at State Highway 170

<None>

ATTACHMENT D SCHEDULE

Task Name	Duration	Preval %	Start	Finish	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
					Oct. 1997	Nov. 1997	Dec. 1997	Jan. 1998	Feb. 1998	Mar. 1998	Apr. 1998	May 1998
1. Program/Project Planning	20 days	0%	Mon 10/21/97	Fr 10/23/97								
2. Program/Project Planning	20 days	0%	Mon 10/21/97	Fr 10/23/97								
3. Project Agreement	20 days	0%	Mon 10/21/97	Fr 10/23/97								
4. Program/Project Contract Agreement	44 days	0%	Mon 10/21/97	Mon 12/15/97								
5. Project Start	0 days	0%	Fr 10/23/97	Fr 10/23/97								
6. MAC Process - Design	24 days	0%	Mon 10/21/97	Mon 10/21/97								
7. MAC Process - Design	27 days	0%	Mon 10/21/97	Tue 11/04/97								
8. Design	31 days	0%	Tue 10/21/97	Thu 11/06/97								
9. Design	200 days	0%	Wed 12/17/97	Wed 12/17/97								
10. Overall Design	200 days	0%	Wed 12/17/97	Wed 12/17/97								
11. 30% Conceptual Design	155 days	0%	Tue 12/01/97	Mon 01/19/98								
12. Issue Design Notice To Proceed	0 days	0%	Tue 12/01/97	Tue 12/01/97								
13. Survey conducted	30 days	0%	Wed 12/17/97	Wed 12/17/97								
14. Prepare 50% Conceptual Plans	0 days	0%	Wed 12/17/97	Wed 12/17/97								
15. 30% Conceptual Plan Submittal	140 days	0%	Wed 12/17/97	Fr 01/29/98								
16. Review 30% Conceptual Plan (CPV)	0 days	0%	Fr 01/29/98	Fr 01/29/98								
17. Flood Project Meeting	1 day	0%	Mon 01/05/98	Mon 01/05/98								
18. 60% Preliminary Design	103 days	0%	Tue 02/03/98	Wed 11/11/98								
19. Prepare 60% Preliminary Plans and Specifications	60 days	0%	Tue 02/03/98	Wed 10/28/97								
20. 60% Preliminary Plan and Specification Submittal	0 days	0%	Wed 10/28/97	Wed 10/28/97								
21. Review 60% Preliminary Plans and Specifications (CPV)	14 days	0%	Thu 10/29/97	Thu 10/29/97								
22. Submit Plans and Specs to Utilities	5 days	0%	Thu 10/29/97	Thu 10/29/97								
23. Hold Project Meeting	1 day	0%	Thu 10/29/97	Thu 10/29/97								
24. 80% Final Design	131 days	0%	Thu 11/05/97	Thu 02/04/98								
25. Prepare 80% Final Plans and Specifications	90 days	0%	Thu 11/05/97	Wed 02/03/98								
26. 80% Final Plan and Specification Submittal	0 days	0%	Wed 02/03/98	Wed 02/03/98								
27. Review 80% Final Plans and Specifications (CPV)	15 days	0%	Thu 02/05/98	Thu 02/05/98								
28. Incorporate Final Comments and Submit Final Plans and Specifications	10 days	0%	Fr 02/06/98	Thu 02/11/98								
29. Approve Final Plans and Specifications and Rules for Spending	1 day	0%	Thu 02/11/98	Thu 02/11/98								
30. Hold Project Meeting	0 days	0%	Thu 02/11/98	Thu 02/11/98								
31. Design Complete	234 days	0%	Tue 02/03/98	Wed 01/07/98								
32. ROW/Utility	20 days	0%	Mon 01/05/98	Mon 01/05/98								
33. Right-of-Way/Land Costs	20 days	0%	Tue 01/06/98	Mon 01/05/98								
34. Land Costs	20 days	0%	Tue 01/06/98	Mon 01/05/98								
35. Negotiate/Assess/Estimate/Sign Fees	1 day	0%	Tue 01/06/98	Tue 01/06/98								
36. Prepare Right Of Way (ROW) Documents	40 days	0%	Thu 01/08/98	Tue 01/20/98								
37. PH Meeting with ROW	20 days	0%	Thu 01/08/98	Tue 01/20/98								
38. Assign Land Acquisitions/Permits	20 days	0%	Thu 01/08/98	Tue 01/20/98								
39. Present Final OIR and Negotiate/Acceptance Period	20 days	0%	Thu 01/08/98	Tue 01/20/98								
40. Present Second OIR (if Needed)	70 days	0%	Thu 01/08/98	Thu 02/19/98								
41. Present Second OIR and Negotiate/Acceptance Period (if Needed)	110 days	0%	Thu 01/08/98	Thu 03/12/98								
42. Prepare & Deliver Conditional Parcel (if Needed)	60 days	0%	Wed 01/28/97	Tue 02/03/98								
43. *Realty/Building Permits	20 days	0%	Wed 01/28/97	Tue 02/03/98								
44. MAC Process - Building/Land Purchase	0 days	0%	Wed 01/28/97	Tue 02/03/98								
45. Finalize Land/Building Purchase	230 days	0%	Mon 01/19/97	Tue 02/03/98								
46. Real Property Complete	40 days	0%	Mon 01/19/97	Mon 01/19/97								
47. Identify Required Permits	80 days	0%	Mon 01/19/97	Mon 01/19/97								
48. Prepare and Submit Permits	100 days	0%	Mon 01/19/97	Mon 01/19/97								
49. Review and Approve Permits	240 days	0%	Mon 01/19/97	Mon 01/19/97								
50. Environmental	60 days	0%	Mon 01/19/97	Mon 01/19/97								
51. Identify Environmental Issues	40 days	0%	Mon 01/19/97	Mon 01/19/97								
52. Prepare and Submit EID	60 days	0%	Tue 01/26/97	Tue 01/26/97								
53. Review and Approve EID	120 days	0%	Wed 01/28/97	Wed 01/28/97								
54. Survey	154 days	0%	Wed 12/17/97	Mon 01/19/98								
55. Initial Field Survey	20 days	0%	Wed 12/17/97	Thu 12/18/97								
56. Topographic Field Survey	20 days	0%	Mon 01/19/98	Mon 01/19/98								
57. Construction Staking	120 days	0%	Thu 12/18/97	Tue 01/13/98								
58. Staking	288 days	0%	Wed 11/18/97	Mon 02/09/98								
59. Public Right-of-Way	248 days	0%	Wed 11/18/97	Mon 02/09/98								
60. Public Meetings - Pre-Construction	1 day	0%	Mon 12/15/97	Mon 12/15/97								
61. Hold Public Meeting - Design	170 days	0%	Thu 11/21/97	Thu 11/21/97								
62. Utilities												
63. Private Utility Relocation Costs												
64. Project Summary												
65. SPIRIT Milestone												
66. External Milestone												
67. Internal Milestone												
68. Project Summary												
69. SPIRIT Milestone												
70. External Milestone												
71. Internal Milestone												

ATTACHMENT D SCHEDULE

ID	Task Name	Duration	Preceded By	Start	Finish	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
70	Utility Relocation	70 days	0%	Thu 10/23/16	Fri 12/01/16												
71	Survey/Recreation	40 days	0%	Thu 11/21/17	Fri 12/18												
72	Utility Construction/Relocation	130 days	0%	Wed 11/17/17	Fri 7/18/18												
73	Construction	100 days	0%	Wed 11/17/17	Wed 5/23/18												
74	Utilities Complete	0 days	0%	Fri 7/19/18	Fri 7/19/18												
75	Construction	303 days	0%	Fri 5/12/18	Wed 8/1/19												
76	Construction Project Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
77	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
78	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
79	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
80	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
81	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
82	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
83	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
84	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
85	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
86	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
87	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
88	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
89	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
90	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
91	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
92	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
93	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
94	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
95	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
96	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
97	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
98	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
99	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
100	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
101	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
102	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
103	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
104	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
105	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
106	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
107	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
108	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
109	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
110	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
111	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
112	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
113	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
114	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
115	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
116	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												
117	Construction Management	303 days	0%	Tue 5/29/18	Wed 8/1/19												

Project Name: **Project Template Worksheet T**

Date: **Vnd 10/20/16**

Task: **Task**

Summary: **Summary**

Project Summary

External Tasks

Inactive Task

Inactive Milestone

Inactive Milestone

Inactive Milestone

Duration-only

Manual Summary

Summary

External Milestone

External Milestone

External Milestone

Duration-only

Manual Summary

Summary

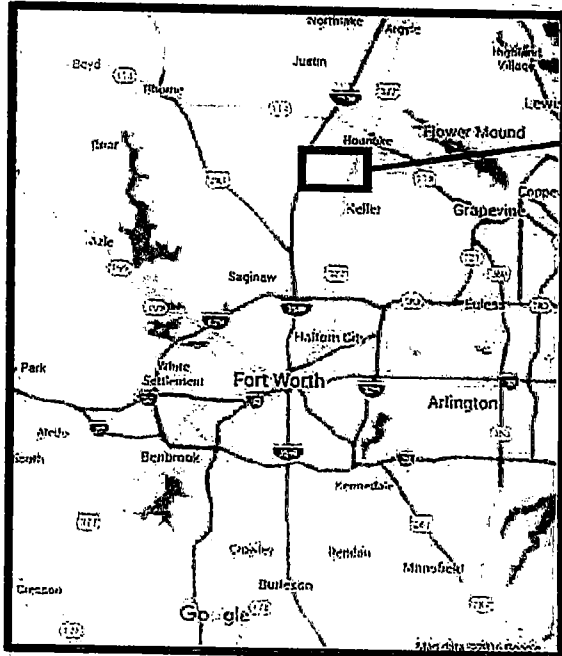
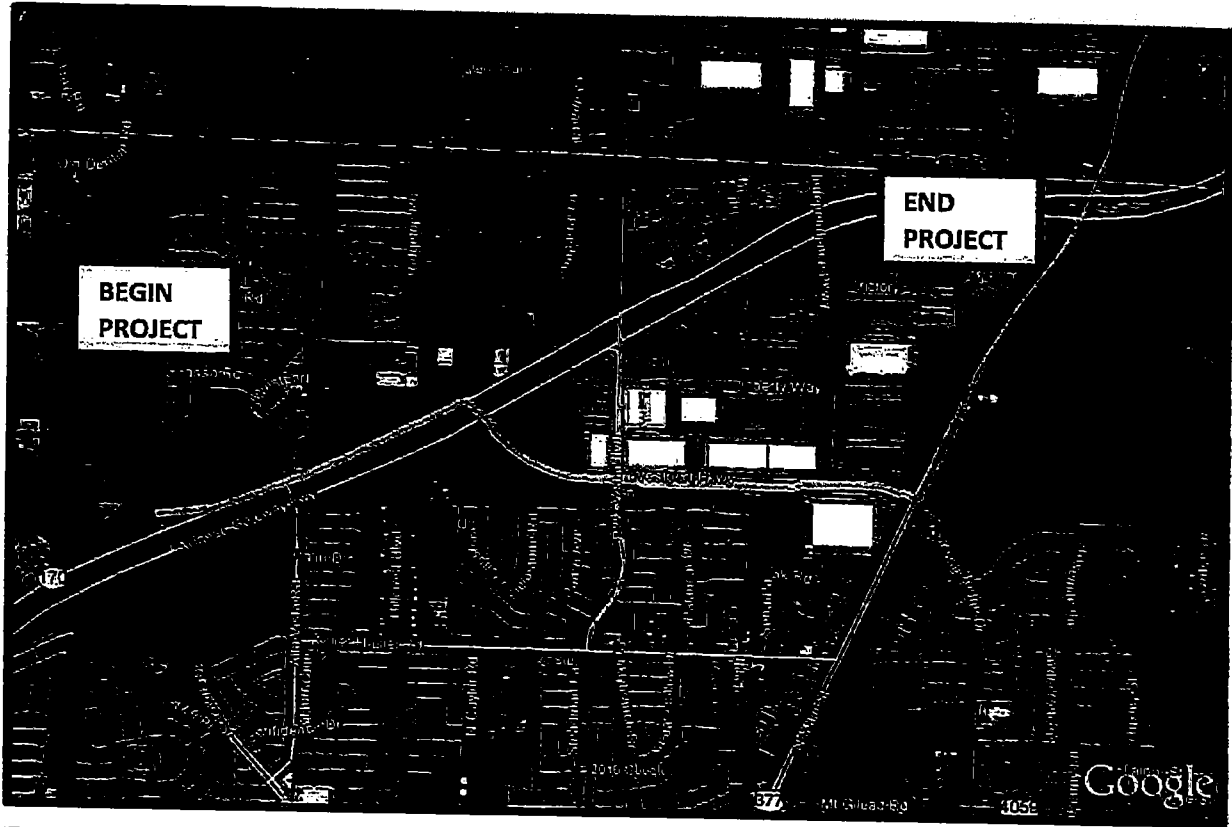
External Milestone

External Milestone

External Milestone

Page 2

Attachment E
Northside II 30" Water Line at State Highway 170



Project Location
Northside II 30" Water Line at State Highway 170



City of Fort Worth, Texas
Mayor and Council Communication

COUNCIL ACTION: Approved on 11/8/2016 - Ordinance No. 22497-11-2016 & 22498-11-2016

DATE: Tuesday, November 8, 2016

REFERENCE NO.: **C-27985

LOG NAME: 60NSIISH17030INWL-CPY

SUBJECT:

Authorize Acceptance of Funds in the Amounts of \$226,532.00 from the Town of Westlake and \$257,790.00 from the Trophy Club Municipal District No. 1 for their Respective Contributions to the Northeast Northside II 30-inch Water Transmission Main Along State Highway 170 from N. Beach Street to US 377, Authorize Execution of an Engineering Agreement with CP&Y, Inc., in the Amount of \$456,340.00 for Engineering and Design Services for the Northeast Northside II 30-inch Water Transmission Main Along State Highway 170 from N. Beach Street to US 377, Provide for Staff Costs, Utility Coordination, Property Acquisition and Materials Testing for a Design Phase Cost Amount of \$954,200.00 and Adopt Appropriation Ordinances (COUNCIL DISTRICT 7)

RECOMMENDATION:

It is recommended that the City Council:

1. Accept funds in the amounts of \$226,532.00 from the Town of Westlake and \$257,790.00 from the Trophy Club Municipal District No. 1 for the Northeast Northside II 30-inch Water Transmission Main along State Highway 170 from N. Beach Street to US 377;
2. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water Capital Fund in the amount of \$484,322.00 from available funds;
3. Adopt the attached appropriation ordinance increasing estimated receipts and appropriations in the Water Capital Fund in the amount of \$469,878.00 from available operating funds; and
4. Authorize execution of an Engineering Agreement with CP&Y, Inc., in the amount of \$456,340.00 for Northeast Northside II 30-inch Water Transmission Main along State Highway 170.

DISCUSSION:

This Mayor and Council Communication (M&C) is to authorize the preparation of plans and specifications for the Northeast Northside II 30-inch Water Transmission Main along State Highway 170 from N. Beach Street to US 377.

The existing wholesale water contracts with Trophy Club Municipal District No. 1 (City Secretary Contract No. 41111) and the Town of Westlake (City Secretary Contract No. 41112), as amended on June 21, 2016 (M&C C-27783) requires the wholesale customer to cost participate toward the additional capacity from future Fort Worth water transmission mains which serve their communities. These wholesale customers have requested increased capacity from the Northside II 30-inch water main.

CP&Y, Inc., proposes to provide the necessary design services for a lump sum fee of \$456,340.00. Staff considers the proposed fee to be fair and reasonable for the scope of services proposed.

In addition to the contract cost, \$497,860.00 is required for project management, utility coordination, real property acquisition and material testing.

In accordance with terms of the Agreement between the wholesale customer cities of Fort Worth, Trophy Club and Town of Westlake, will reimburse Fort Worth for engineering, project management, inspection, material testing, as-built records and easements projected costs as costs shown in the following table:

City	Construction Cost	Engineering and Project Management Costs	Inspection and Material Testing Costs	Easement Costs	Total Costs
City of Fort Worth	\$ 2,072,700.00	\$ 90,082.00	\$ 98,276.00	\$ 236,880.00	\$ 2,497,938.00
Trophy Club MUD #1	\$ 4,485,600.00	\$199,948.00	\$ 62,842.00	\$ 512,640.00	\$ 5,256,030.00
Town of Westlake	\$ 3,941,700.00	\$176,310.00	\$ 55,222.00	\$ 450,480.00	\$ 4,618,712.00
Project Total	\$10,500,000.00	\$456,340.00	\$216,340.00	\$1,200,000.00	\$12,372,680.00

The above is only a cost estimate. Each wholesale water customer will only provide the engineering and project management cost participation to the City of Fort Worth prior to the award of the proposed Engineering Agreement with the final amount to be based on the final engineering fee after design is completed. The final cost participation with each wholesale customer for construction, inspection, material testing and easement acquisition will be established in a future Agreement.

This Design Phase for the Northeast Northside II 30-inch Water Transmission Main along State Highway 170 from N. Beach Street to US 377 is one component of the overall project that includes project management, easement, acquisition, utility coordination, material testing, inspection, construction and contingencies. The overall project budget is \$12,372,680.00.

This project will have no impact on the Water Department's operating budget.

M/WBE OFFICE: CP&Y, Inc., is in compliance with City's BDE Ordinance by committing to 25 percent SBE participation. The City's SBE goal on this project is 16 percent. Additionally, CP&Y, Inc., is a certified M/WBE firm.

The project is located in COUNCIL DISTRICT 7, Mapsco 78B, 78F, 78G, 78K and 78J.

FISCAL INFORMATION / CERTIFICATION:

The Director of Finance certifies that upon approval of the above recommendations and adoption of the attached appropriation ordinances, funds will be available in the current capital budget, as appropriated, of the Water Capital Fund. The Fiscal Year 2017 Water Operating Budget includes appropriations of \$21,060,000.00 for the purpose of providing Pay-As-You-Go funding for Water Capital Projects. After this transfer for Fiscal Year 2017, the balance will be \$20,063,257.00.

Appropriations for the Northeast Northside II 30-inch Water Transmission Main along State Highway Project by fund will consist of the following:

FUND	Current Appropriations	Current Appropriations	Project Total*
Water Capital Fund 59601	\$0.00	\$954,200.00	\$954,200.00
Project Total	\$0.00	\$954,200.00	\$954,200.00

*Numbers rounded for presentation purposes.

FUND IDENTIFIERS (FIDs):

TO

Fund	Department ID	Account	Project ID	Program	Activity	Budget Year	Reference # (Chartfield 2)	Amount
------	---------------	---------	------------	---------	----------	-------------	----------------------------	--------

FROM

Fund	Department ID	Account	Project ID	Program	Activity	Budget Year	Reference # (Chartfield 2)	Amount
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CERTIFICATIONS:

Submitted for City Manager's Office by: Jay Chapa (5804)
Originating Department Head: John Carman (8246)
Additional Information Contact: Robert Saucedo (2387)

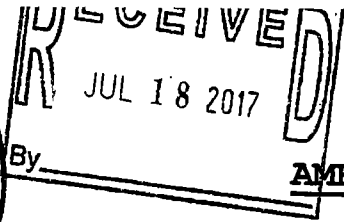
ATTACHMENTS

1. [60NSIISH17030IN 59601 cash AO17.docx](#) (Public)
2. [60NSIISH17030IN 59601 developer AO17.docx](#) (Public)
3. [60NSIISH17030INWL CPY Compliance Memo.pdf](#) (CFW Internal)
4. [60NSIISH17030INWL CPY FIDs Revised.pdf](#) (CFW Internal)
5. [60NSIISH17030INWL CPY Form 1295 \(2\).pdf](#) (Public)
6. [60NSIISH17030INWL-CPY MAP .pdf](#) (Public)
7. [SAM CPY Inc..pdf](#) (CFW Internal)

FID Table for 60NSIISH17030INWL-CPY

FIDs (Budget)											
Rec #	Fund	Dept #	Account	Project ID	Activity	Budget Year	CF 2	Program	Amount	Purpose	Xfer
	2)59601	0600430	4640002	100261	001730				\$484,322.00		
	2)59601	0600430	5330500	100261	001730				\$456,340.00		
	2)59601	0600430	5110101	100261	001780				\$27,982.00		
	3)59601	0600430	4956001	100261	0017ZZ				\$469,878.00		
	3)59601	0600430	5110101	100261	001730				\$45,618.00		
	3)59601	0600430	5310350	100261	001740				\$73,500.00		
	3)59601	0600430	5110101	100261	001740				\$328,360.00		
	3)59601	0600430	5310350	100261	001770				\$3,000.00		
	3)59601	0600430	5110101	100261	001784				\$8,400.00		
	3)59601	0600430	5330500	100261	001784				\$5,000.00		
	3)59601	0600430	5310350	100261	001784				\$1,000.00		
	3)56901	0600430	5310350	100261	001785				\$5,000.00		

FIDs (Actuals)												
Rec #	Fund	Dept #	Account	Project ID	Activity	Budget Year	CF 2	Program	Amount	Purpose	Xfer	Amortize
	4)59601	0600430	5330500	100261	001730				\$456,340.00			



07601-100261

CITY SECRETARY CONTRACT NO. 48424-A1

By _____ AMENDMENT No.1

TO CITY SECRETARY CONTRACT

WHEREAS, the City of Fort Worth (CITY) and CP&Y, INC., (ENGINEER) made and entered into City Secretary Contract No. 48424, (the CONTRACT) which was authorized on the 22nd day of November, 2016 in the amount of \$456,340.00; and

WHEREAS, the CONTRACT involves engineering services for the following project:

Northeast Northside II 30-Inch Water Transmission Main along State Highway 170 from N. Beach Street to US 377; and

WHEREAS, it has become necessary to execute Amendment No.1 to the CONTRACT to include an increased scope of work and revised fee.

NOW THEREFORE, CITY and ENGINEER, acting herein by and through their duly authorized representatives, enter into the following agreement, which amends the CONTRACT:

1.

Article I of the CONTRACT is amended to include the additional engineering services specified in a proposal May 23, 2017, a copy of which is attached hereto and incorporated herein. The cost to City for the additional design services to be performed by Engineer totals \$13,098.36.00.

2.

Article II of the CONTRACT is amended to provide for an increase in the fee to be paid to Engineer for all work and services performed under the Contract, as amended, so that the total fee paid by the City for all work and services shall be an amount of \$469,438.36.

3.

All other provisions of the Contract, which are not

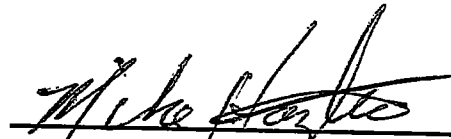
expressly amended herein, shall remain in full force and effect.

EXECUTED and EFFECTIVE as of the date last written by a signatory, below.

APPROVED:
City of Fort Worth

ENGINEER
CP&Y, Inc.



Jesus J. Chapa
Assistant City Manager


Mike S. Hartzler, P.E.
Principal

DATE: 7/3/17

DATE: 6-14-2017

APPROVAL RECOMMENDED:

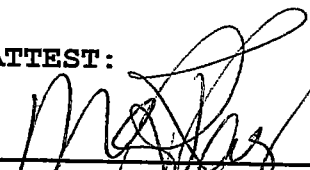

Chris Harder, P.E.
Assistant Director, Water Department

APPROVED AS TO FORM AND LEGALITY:

M&C: N/A


Douglas W. Black
Senior Assistant City Attorney

Date: N/A

ATTEST:

Mary J. Kayser
City Secretary



**EXHIBIT B
FEE SCHEDULE**

Fee Schedule

		Labor Category:	Project Manager R/PLS / QA-QC	Sr. Engineer	Project Engineer	Engr Assoc. / EIT	Survey Crew	Survey Technician	CADD Technician	Subtotal Fee
PIPELINE PROJECT			\$ 150.00	\$ 150.00	\$ 125.00	\$ 105.00	\$ 145.00	\$ 120.00	\$ 90.00	
TOPO			2.0				32.0	8.0		16.0 \$ 7,340.00
BOUNDARY			4.0				8.0	4.0		4.0 \$ 2,600.00
MEETING & COORDINATION										\$ -
										\$ -
										\$ -
										\$ -
										\$ -
										\$ -
			6.0	0.0	0.0	0.0	40.0	12.0		20.0
			\$ 900.00	\$ -	\$ -	\$ -	\$ 5,800.00	\$ 1,440.00	\$ 1,800.00	Total: \$ 9,940.00
DIRECT EXPENSES										
Mileage (Current IRS Rate)		unit	unit cost	quantity	cost					
Courier Services		mile	\$0.54	3600	\$1,890.00					
Photocopier BW (8.5 X 11)		each	\$25.00	2	\$50.00					
Photocopier BW (11 X 17)		each	\$0.10	228	\$22.80					
Photocopier Color (8.5 X 11)		each	\$0.20	24	\$4.80					
Photocopier Color (11 X 17)		each	\$0.75	0	\$0.00					
White Mylar (11 X 17)		sheet	\$1.50	0	\$0.00					
			\$2.00	0	\$0.00					
				TOTAL:	\$1,907.80					
Total Direct Labor			\$		9,940.00					
Total Direct Expense			\$		1,907.80					
Sub-total:			\$		11,907.80					
SUBCONSULTANT MARKUP (10%):			\$		1,180.76					
						TOTAL FEE				\$ 13,098.36

The total of all fees for services performed by the Subconsultant under this Agreement shall not exceed the total Lump Sum amount of \$11,907.36 (Eleven Thousand, Nine Hundred Seven and 36/100 Dollars). It is agreed and understood that this amount will constitute full compensation to the Subconsultant.



Partners for a Better Quality of Life

Month Day, Year

Mr. Robert Saucedo
City of Fort Worth, Water Department
1000 Throckmorton
Fort Worth, Texas 76102

RE: Northeast Northside II 30-Inch Water Transmission Main
CP&Y Project Number: FTWH1600051.00

Dear Mr. Saucedo:

CPYI, Inc. (CP&Y) offers additional Professional Engineering Services for this project. These additional services are required due to the need to make requested changes to do additional survey, due to alignment changes. This Engineering Services Contract Amendment includes a detailed scope of additional services attached to this letter. CPYI, Inc. proposes to provide the attached scope of additional services for the lump sum total of \$13,098.36. All additional services proposed will be performed in accordance with the original contract dated March 6, 2017.

This Amendment, consisting of one page; and the attached Additional Scope of Services, consisting of one page, represent the entire amendment to the original agreement between the City of Fort Worth and CPYI, Inc. If the terms of this Amendment are acceptable, please indicate by acknowledging acceptance of the terms of this document.

Summary of Contract Fee for Contract 81

Original Contract Amount	\$456,340.00
Approved Amendment No. 1	\$13,098.36
Revised Contract Amount	\$469,438.36

If you have any questions or we may be of further service, please call me at 817-661-1222.

Sincerely,

Tanya Miro

Project Controls Manager

115 West 7th Street, Suite 1500
Fort Worth, Texas 76102
(p) 817.354.0189 · (f) 817.354.4935
www.cpyi.com





Contract Compliance Manager

By signing I acknowledge that I am the person responsible for the monitoring and administration of this contract, including ensuring all performance and reporting requirements.

Signature

Roberto C. Saucedo, P.E

Name of Employee

Water Department - Engineering

Department

Senior Professional Engineer

Title

817-392-2387

Phone

6/13/17

Date

**WATER DEPARTMENT
ENGINEERING AND FISCAL SERVICES**

THE CITY OF FORT WORTH * 1000 THROCKMORTON STREET * FORT WORTH, TEXAS 76102
817-392-8240 * FAX 817-392-8195

Part A6



TOWN OF WESTLAKE

INDEPENDENT CONTRACTOR AGREEMENT

THIS INDEPENDENT CONTRACTOR AGREEMENT (the "Agreement"), dated to be effective the 19th day of January 2018, is entered into by and between the Town of Westlake, "Town" and Nowzar Dinyarian, "Vendor":

Town and Vendor agree as follows:

1. Independent Contractor. Subject to the terms and conditions of this Agreement, the Town hereby engages Vendor as an Independent Contractor to perform the services set forth herein, and Vendor hereby accepts such engagement.
2. Duties, Term and Compensation. Vendor's agrees to perform the following services: Independently assist the Public Works Director in obtaining funding from the Texas Water Development Board for the Northside II 30-inch water line. As a general understanding, this agreement will remain in effect for the duration of the project, unless terminated by either party under the provisions of Section 9. All duties performed by Vendor under this Agreement shall be done as an Independent Contractor and not as an employee of the Town. Vendor may not refer to himself/herself as an employee of the Town. Vendor shall use independent judgment and discretion in carrying out all duties, and shall retain and exercise full control over the details and means by which duties are performed. Vendor agrees to comply with all applicable federal, state, and local laws, rules, regulations, and Town policies and procedures in performance of all duties. In consideration for the services to be performed by Vendor, Town agrees to compensate Contractor at a rate of \$120 per hour for services authorized by the Town Manager or Director of Public Works. Vendor shall be paid within a reasonable time after submission of an invoice to Town of Westlake. The invoice should include the following: an invoice number, the dates covered by the invoice, and a summary of the work performed.
3. Benefits. As an Independent Contractor, Vendor is not entitled to benefits of any kind from the Town. Vendor has no claim against the Town for vacation pay, sick leave, retirement benefits, social security, workers' compensation, health or disability insurance or related benefits, unemployment insurance benefits, or any other type of employee benefits.
4. Taxes. Vendor agrees and acknowledges that the Town is not responsible for the withholding or the payment of any social security taxes, medicare taxes, federal or state unemployment taxes, or federal income taxes. Vendor acknowledges sole responsibility for reporting to the Internal Revenue Service (IRS) all compensation that is earned under this Agreement and to pay any and all local, state, or federal tax(es) due and owed on such compensation. On an annual basis, the Town will prepare a Form 1099 and provide a copy to Vendor. The 1099 form will reflect compensation paid to Vendor in accordance with all applicable laws.

5. Expenses. Vendor shall be responsible for all expenses incurred while performing services under this Agreement. This includes automobile, truck, and other travel expenses; vehicle maintenance and repair costs; vehicle and other license fees and permits; insurance premiums; road, fuel, and other taxes; fines; radio, pager, or cell phone expenses; meals; and all salary, expenses, and other compensation paid to employees or contract personnel the Vendor hires to complete the work under this Agreement.

6. Vehicles and Equipment. Vendor shall be responsible for all expenses incurred while performing services under this Agreement. The Town will not require Vendor to rent or purchase any equipment, product, or service as a condition of entering into this Agreement.

7. Independent Contractor Status. Vendor is an independent Vendor, and neither Vendor nor Vendor's employees or contract personnel are, or shall be deemed, Town's employees. In its capacity as an independent Vendor, Vendor agrees and represents, and Town agrees, as follows

- Vendor has the right to perform services for others during the term of this Agreement.
- Vendor has the sole right to control and direct the means, manner, and method by which the services required by this Agreement will be performed. Vendor shall select the routes taken, starting and quitting times, days of work, and order the work is performed.
- Vendor has the right to hire assistants as sub-contractors or to use employees to provide the services required by this Agreement.
- Neither Vendor nor Vendor's employees or contract personnel shall be required to wear any uniforms provided by the Town.
- The services required by this Agreement shall be performed by Vendor, Vendor's employees, or contract personnel, and the Town shall not hire, supervise, or pay any assistants to help Vendor.
- Neither Vendor nor Vendor's employees or contract personnel shall receive any training from the Town in the professional skills necessary to perform the services required by this Agreement.
- Neither the Town nor Vendor's employees or contract personnel shall be required by Town to devote full time to the performance of the services required by this Agreement.

8. Indemnity. Vendor agrees to indemnify and hold the Town, its elected and appointed officials, employees, agents, and attorneys harmless from and against any and all claims, actions, damages, liabilities, losses, costs, or expenses (including without limitation, attorneys' fees, court costs, back taxes, penalties and interest) arising out of the performance this Agreement.

9. Termination.

9.1 This Agreement may be terminated by either party at any time during the contract term, with or without cause. Cause will include, but not limited to, Vendor's arrest or conviction, failure or refusal to comply with the written policies or procedures of the Town, misconduct, failure to render services as deemed acceptable by the Town, or breach of this Agreement. Compensation owed to Vendor for services provided through the date of termination shall be paid by the Town within a reasonable timeframe upon receipt of invoice.

9.2 In the event that this Agreement is terminated early by either party, with or without cause, any compensation for services rendered by Vendor through the date of termination will be

invoiced to the Town, approved by the Town Manager or Director of Public Works, and paid within a reasonable timeframe in accordance with the Town's standard accounts payable procedures.

9.3 In the event that Vendor ceases to operate or is unable to render services, whether in an individual or professional capacity, this Agreement will terminate. Any compensation owed to Vendor through the date of termination will be invoiced to and paid by the Town to Vendor (or their estate) in full and final satisfaction of this Agreement. The term "unable" includes, but is not limited to ceasing of operations, mental or physical inability, or exercising questionable judgment in performance all duties under this Agreement, as determined by the Town.

10. Confidential Information. During the term of this Agreement, Vendor may have access to and become familiar with certain confidential information. Vendor agrees that any confidential information so obtained, including without limitation, any and all documents, memoranda, correspondence, notes, specifications, and plans, policies and procedures, computer programs, software, and other proprietary data of whatever type of nature, is confidential information in the nature of a trade secret, and is the exclusive property of the Town. Vendor covenants and agrees to not directly or indirectly, during or after termination of this Agreement, use for their own benefit, use to the detriment of the Town, or divulge to persons other than authorized officers of the Town, any confidential information of the Town. Upon termination of this Agreement, all confidential information shall be left with or returned to the Town. Vendor agrees that all obligations under this paragraph survive the expiration and/or termination of this Agreement.

11. Equitable Relief. Vendor acknowledges that irreparable injury will result to the Town in the event of Vendor's breach of any of the provisions herein. Consequently, in addition to any other rights or remedies available to the Town for breach of this Agreement by Vendor, the Town shall be entitled to enforcement by preliminary restraining order and injunction. The rights and remedies of the Town under this Agreement (or otherwise) are cumulative, and no one of them is exclusive of any other or of any right or remedy allowed by law.

12. Miscellaneous.

12.1 Any notice required herein must be in writing, and may be given by hand, by overnight carrier, or by certified mail, return receipt requested. If by hand or via overnight carrier, notice is deemed to have been given when delivered. If mailed, the notice shall be deemed given on the third business day after depositing such notice in the United States mail, provided that postage was prepaid and the notice was properly addressed. Such notice shall be given to the parties at the addresses set forth under their names on the signature page of this Agreement. Parties may designate a different address by giving ten (10) days' prior written notice to the other party.

12.2 If any term, covenant, or condition of this Agreement is invalid or unenforceable, the remainder of this Agreement shall be valid and shall be enforced to the fullest extent permitted by law.

12.3 No change or modification of this Agreement will be valid or binding upon the parties, nor shall any waiver of any term or condition in the future be so binding, unless such change or modification or waiver is in writing and signed by the parties.

12.4 This Agreement contains the entire understanding between the parties concerning the services to be provided hereunder. There are no representations, agreements, arrangements, or

understandings, oral or written, between or among the parties relating to the subject matter of this Agreement which are not fully expressed herein.

12.5 Vendor may not assign this Agreement without obtaining the Town's prior written consent.

12.6 This Agreement, and the rights and obligations of the parties, shall be governed and construed in accordance with the laws of the State of Texas.

12.7 If an action at law or in equity by either party is necessary to enforce the terms of this Agreement, the prevailing party shall be entitled to reasonable attorneys' fees, costs, and necessary disbursements in addition to any other relief to which it may be entitled.

12.8 The waiver by either party of a breach of any provision of this Agreement by the other party shall not operate or be construed as a waiver of any subsequent breach by that party.

IN WITNESS WHEREOF, the parties have executed this Independent Contractor Agreement effective as of the day and year first above written.

By Nowzar Dinyarian
Nowzar Dinyarian

Jan. 19, 2018
Date

By Jarrold Greenwood
Jarrod Greenwood, Dir. of Public Works
Town of Westlake, Texas

1/25/2018
Date

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part B: Legal Information

13. Cite the legal authority under which the Applicant can issue the proposed debt including the authority to make a proposed pledge of revenues **Chapter 271, Subchapter C, Texas Local Government Code, as amended.**

14. What type of pledge will be used to repay the proposed debt?

- Systems Revenue
- Taxes
- Combination of systems revenues and taxes
- Other (Contract Revenue, etc.)

15. Provide the full legal name of the security for the proposed debt issue(s). **Town of Westlake, Texas Tax Certificates of Obligation, Series 2018**

16. Describe the pledge being offered and any existing rate covenants. Primary security pledged is the Town's I&S ad valorem tax.

17. Attach the resolution from the governing body requesting financial assistance.

- TWDB-0201A (<http://www.twdb.texas.gov/financial/instructions/>)
 Attached Resolution

18. Attach the Application Affidavit

- TWDB-0201 (<http://www.twdb.texas.gov/financial/instructions/>)
 Attached Applicant Affidavit

19. Attach the Certificate of Secretary

- TWDB-201B (<http://www.twdb.texas.gov/financial/instructions/>)
 Attached Certificate of Secretary

20. Is the applicant a Water Supply Corporation (WSC)?

- Yes If yes, attach each of the following:
 - Articles of Incorporation**
 - Certificate of Incorporation from the Texas Secretary of State evidencing that the current Articles of Incorporation are on file with the Secretary**
 - By-laws and any amendments**
 - Certificate of Status from the Texas Secretary of State (i.e. Certificate of Existence)**
 - Certificate of Account Status from the Texas Comptroller of Public Accounts (certifies that the WSC is exempt from the franchise tax and that the WSC is in good standing).**
- No

21. Is the applicant proposing to issue revenue bonds?

- Yes If yes, attach copies of the most recent resolution/ordinance(s) authorizing

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

any outstanding parity debt. This is essential to insure outstanding bond covenants are consistent with covenants that might be required for TWDB financing.

Attached resolution/ordinance(s)

No

22. Does the applicant possess a Certificate of Convenience and Necessity (CCN)?

Yes If yes, attach a copy of the CCN and service area map showing the areas the applicant is allowed to provide water or wastewater services.

Attached CCN and service area map

No If no, indicate the status of the CCN.

N/A

23. Has the applicant been the subject of any enforcement action by the Texas Commission on Environmental Quality (TCEQ), the Environmental Protection Agency (EPA), or any other entity within the past three years?

Yes If yes, attach a brief description of every enforcement action within the past three years and action(s) to address requirements.

Attached

No

24. Are any facilities to be constructed or the area to be served within the service area of a municipality or other public utility?

Yes If yes, has the applicant obtained an affidavit stating that the utility does not object to the construction and operation of the services and facilities in its service area?

If yes, attach a copy of the affidavit.

Attached affidavit

If no, provide an explanation as to why not. _____

No

25. If the assistance requested is more than \$500,000 a Water Conservation Plan (WCP) is required. The WCP cannot be more than **FIVE** years old and must have been adopted by the applicant. Has the applicant adopted a Board-approved WCP? (Check one and attach requested information, if any.)

Yes Enter date of Applicant's WCP adoption: **September 22, 2014**

No If no, attach a copy of a draft Water Conservation Plan and Drought Contingency Plan prepared in accordance with the TWDB WCP Checklist (<http://www.twdb.state.tx.us/financial/instructions/doc/TWDB-1968.pdf>)

Attached Draft WCP and Drought Contingency Plan

Attached Utility Profile TWDB-1965

<http://www.twdb.state.tx.us/financial/instructions/doc/TWDB-1965.pdf>

N/A (Request is \$500,000 or less per Water Code §§ 15.106(c), 17.125(c), 17.277(c), and 17.857(c))

Note: If the applicant will utilize the project financed by the TWDB to furnish services to another entity that in turn will furnish services to the ultimate consumer, the requirements for the WCP may be met through contractual agreements between the applicant and the

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

other entity providing for establishment of a water conservation plan. The provision requiring a WCP shall be included in the contract at the earliest of: the original execution, renewal or substantial amendment of that contract, or by other appropriate measures.

26. Does the applicant provide retail water services?
 Yes If yes, has the applicant already submitted to the TWDB the annual water use survey of groundwater and surface water for the last **THREE** years?
 Yes
 No If no, please download survey forms and attach a copy of the completed water use surveys to the application.
<http://www.twdb.texas.gov/waterplanning/waterusesurvey/index.asp>
 Attached Water Use Survey
- No
27. Is the applicant a retail public utility that provides potable water?
 Yes If yes, has the applicant already submitted the most recently required water loss audit to the TWDB?
 Yes
 No If no, and if applying for a water supply project, please complete the online TWDB Water Audit worksheet found at <http://www.twdb.texas.gov/conservation/resources/waterloss-resources.asp> and attach a copy to the application.
 Attached TWDB Water Audit worksheet
- No
28. Does the Applicant provide wastewater services?
 Yes
 No

TOWN OF WESTLAKE

RESOLUTION NO. 18-15

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS, REQUESTING FINANCIAL ASSISTANCE FROM THE TEXAS WATER DEVELOPMENT BOARD; AUTHORIZING THE FILING OF AN APPLICATION FOR FINANCIAL PARTICIPATION AND DESIGNATION OF AUTHORIZED REPRESENTATIVES IN CONNECTION THEREWITH, TO FUND THE TOWN OF WESTLAKE'S PROPORTIONAL COSTS RELATED TO THE ENGINEERING AND CONSTRUCTION OF A REGIONAL 30" WATERLINE BY THE CITY OF FORT WORTH.

WHEREAS, the Town of Westlake is wholesale water customer of the City of Fort Worth; and

WHEREAS, the provision of water service throughout the Town of Westlake is of vital importance to the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, Westlake desires to secure and maintain an adequate potable water source for the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, the Town Council find that the request for financial assistance in an amount not to exceed \$2,100,000.00 from the Texas Water Development Board and filing of an application for assistance is in conformance with the Town Financial Policies; and

WHEREAS, the Town Council finds that the passage of this Resolution is in the best interest of the citizens of Westlake.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: All matters stated in the Recitals above are found to be true and correct and are incorporated herein by reference as if copied in their entirety.

SECTION 2: The Town Council of the Town of Westlake hereby approves the request for financial assistance in an amount not to exceed \$2,100,000.00 and filing of a Texas Water Development Board application for assistance.

SECTION 3: The Town Council of the Town of Westlake hereby authorizes the Town Manager to execute and submit the application to the Texas Water Development Board on behalf of the Town of Westlake, Texas for such financial assistance; and that the Town Manager, together with the Town Attorney, Town Bond Counsel, Financial Advisor, and Town Engineer named in the Texas Water Development Board Application Filing and Authorized

Representative Resolution form TWDB-0201A, attached hereto as **Exhibit "A"** are hereby authorized to appear before the Texas Water Development Board in support of such application and project.

SECTION 4: That the Town Manager is further specifically authorized to make the required assurances to the Texas Water Development Board in accordance with the rules, regulations and policies of the Texas Water Development Board.

SECTION 5: That a certified copy of this Resolution shall be attached to the application for financial assistance herein authorized to be prepared and submitted to the Texas Water Development Board.

SECTION 6: If any portion of this Resolution shall, for any reason, be declared invalid by any court of competent jurisdiction, such invalidity shall not affect the remaining provisions hereof and the Council hereby determines that it would have adopted this Resolution without the invalid provision.


SECTION 7: That this resolution shall become effective from and after its date of passage.

PASSED AND APPROVED ON THIS 30th DAY OF APRIL, 2018.

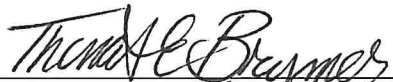
ATTEST:



Laura Wheat, Mayor

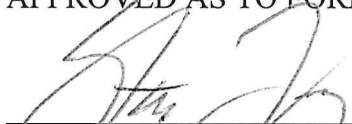


Kelly Edwards, Town Secretary



Thomas E. Brymer, Town Manager

APPROVED AS TO FORM:



L. Stanton Lowry, Town Attorney

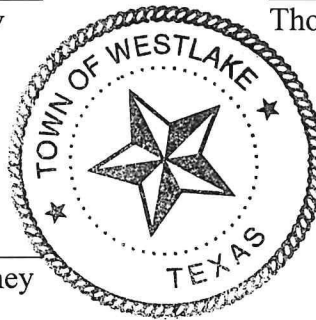


EXHIBIT "A"

TWDB-0201A
Rev 11/16

Application Filing and Authorized Representative Resolution

A RESOLUTION by the Town Council of the Town of Westlake requesting financial assistance from the Texas Water Development Board; authorizing the filing of an application for assistance; and making certain findings in connection therewith.

BE IT RESOLVED BY THE TOWN COUNCIL OF THE Town of Westlake:

SECTION 1: That an application is hereby approved and authorized to be filed with the Texas Water Development Board seeking financial assistance in an amount not to exceed \$ 2,100,000.00 to provide for the costs of engineering design and construction of a regional water line by the City of Fort Worth.

SECTION 2: That Thomas E. Brymer be and is hereby designated the authorized representative of the Town of Westlake for purposes of furnishing such information and executing such documents as may be required in connection with the preparation and filing of such application for financial assistance and the rules of the Texas Water Development Board.

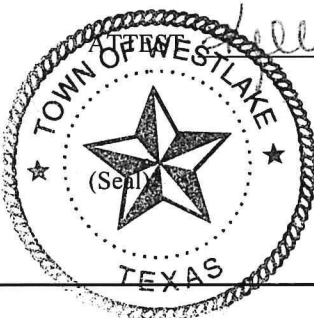
SECTION 3: That the following firms and individuals are hereby authorized and directed to aid and assist in the preparation and submission of such application and appear on behalf of and represent the Town of Westlake before any hearing held by the Texas Water Development Board on such application, to wit:

Financial Advisor: Tom Lawrence
Lawrence Financial Consulting, LLC

Engineer: Brian Averitt, P.E.
Graham Associates

Bond Counsel: Rodolfo Segura, Jr
McCall, Parkhurst & Horton LLP

PASSED AND APPROVED, this the 30 day of April, 2018



Julie Edwards

By: Thomas E. Brymer

Part B17

TWDB-0201A
Rev 11/16

Application Filing and Authorized Representative Resolution

A RESOLUTION by the Town Council of the Town of Westlake requesting financial assistance from the Texas Water Development Board; authorizing the filing of an application for assistance; and making certain findings in connection therewith.

BE IT RESOLVED BY THE TOWN COUNCIL OF THE Town of Westlake:

SECTION 1: That an application is hereby approved and authorized to be filed with the Texas Water Development Board seeking financial assistance in an amount not to exceed \$ 2,100,000.00 to provide for the costs of engineering design and construction of a regional water line by the City of Fort Worth.

SECTION 2: That Thomas E. Brymer be and is hereby designated the authorized representative of the Town of Westlake for purposes of furnishing such information and executing such documents as may be required in connection with the preparation and filing of such application for financial assistance and the rules of the Texas Water Development Board.

SECTION 3: That the following firms and individuals are hereby authorized and directed to aid and assist in the preparation and submission of such application and appear on behalf of and represent the Town of Westlake before any hearing held by the Texas Water Development Board on such application, to wit:

Financial Advisor: Tom Lawrence
Lawrence Financial Consulting, LLC

Engineer: Brian Averitt, P.E.
Graham Associates

Bond Counsel: Rodolfo Segura, Jr
McCall, Parkhurst & Horton LLP

PASSED AND APPROVED, this the 30 day of April, 2018



Ray Edwards

By: Thomas E. Brymer

Part B18

TWDB-0201
Rev 11/16

Application Affidavit

THE STATE OF TEXAS §
COUNTY OF Tarrant §
APPLICANT Town of Westlake §

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, on this day personally appeared Thomas E. Brymer as the Authorized Representative of the Town of Westlake, who being by me duly sworn, upon oath says that:

1. The decision by the Town of Westlake (authority, city, county, corporation, district) to request financial assistance from the Texas Water Development Board ("TWDB") was made in a public meeting held in accordance with the Open Meetings Act (Government Code, §551.001, et seq.) and after providing all such notice as required by such Act as is applicable to the Town of Westlake (authority, city, county, corporation, district).

2. The information submitted in the application is true and correct according to my best knowledge and belief.

3. The Town of Westlake (authority, city, county, corporation, district) has no pending, threatened, or outstanding judgments, orders, fines, penalties, taxes, assessment or other enforcement or compliance issue of any kind or nature by the Environmental Protection Agency, Texas Commission on Environmental Quality, Texas Comptroller, Texas Secretary of State, or any other federal, state or local government, except for the following (if no such outstanding compliance issues, write in "none").

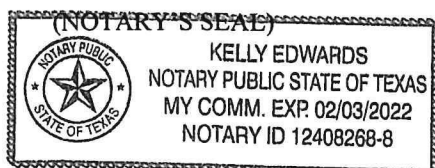
NONE

4. The Town of Westlake (authority, city, county, corporation, district) warrants compliance with the representations made in the application in the event that the TWDB provides the financial assistance; and

5. the Town of Westlake (authority, city, county, corporation, district) will comply with all applicable federal laws, rules, and regulations as well as the laws of this state and the rules and regulations of the TWDB.

Thomas E. Brymer
Official Representative
Title: Town Manager

SWORN TO AND SUBSCRIBED BEFORE ME, by Thomas E. Brymer,
on this 30 day of April, 20 18.



Kelly Edwards
Notary Public, State of Texas

Part B19

Application Resolution - Certificate of Secretary

THE STATE OF TEXAS §
COUNTY OF Tarrant §
APPLICANT Town of Westlake §

I, the undersigned, Secretary of the Town of Westlake Texas,
DO HEREBY CERTIFY as follows:

1. That on the 30th day of April, 20 18, a regular/special meeting of the Town of Westlake was held; the duly constituted members of the Town Council being as follows:

Mayor Laura Wheat, Mayor Pro-tem Carol Langdon, Council Members Micheal Barrett, Alesa Belvedere, and Wayne Stoltenberg

all of whom were present at the meeting, except the following:

N/A

Among other business considered at the meeting, the attached resolution entitled:

"A RESOLUTION by the Town Council of the Town of Westlake requesting financial participation from the Texas Water Development Board; authorizing the filing of an application for financial participation; and making certain findings in connection therewith."

was introduced and submitted to the Town Council for passage and adoption. After presentation and consideration of the resolution, and upon a motion made by Council Member Stoltenberg and seconded by Council Member Barrett, the resolution was passed and adopted by the Town Council by the following vote:

4 voted "For" 0 voted "Against" 0 abstained

all as shown in the official minutes of the Town of Westlake for this meeting.

2. That the attached resolution is a true and correct copy of the original on file in the official records of the Town of Westlake; the qualified and acting members of the Town Council on the date of this meeting are those persons shown above and, according to the records of my office, advance notice of the time, place, and purpose of meeting was given to each member of the Town Council; and that the meeting, and the deliberations of the public business described above, was open to the public and written notice of the meeting, including the subject of the resolution described above, was posted and given in advance of the meeting in compliance with the provisions of Chapter 551 of the Texas Government Code.

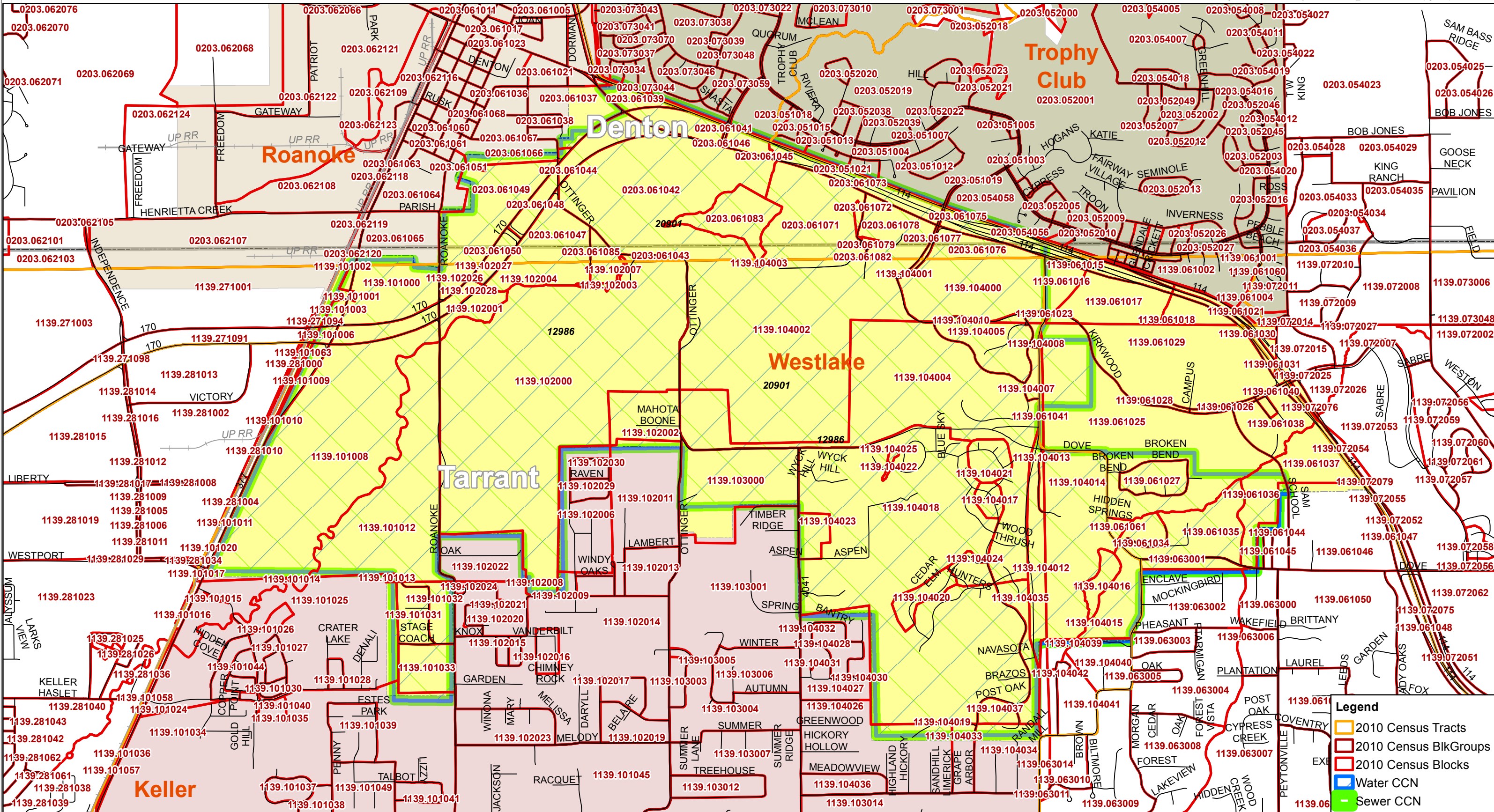
IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Town of Westlake, this the 30th day of April, 20 18.



Kelley Edwards
Secretary

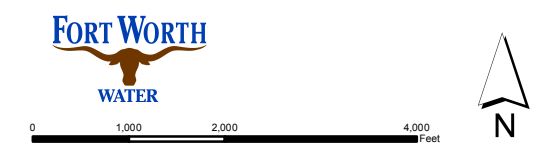
Town of Westlake Part B22

C:\Users\vgutz1\Documents\DailyWork\Westlake_CCN-Census.mxd (vgutz1) 01/18/2018



1/18/2018
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FOR THE ACCURACY OF SAID DATA.

Westlake CCN and Census Boundaries





Innovative approaches
Practical results
Outstanding service

Water Conservation Plan



City of Fort Worth

April 1, 2014

Prepared by:

FREESE AND NICHOLS, INC.
4055 International Plaza, Suite 200
Fort Worth, Texas 76109
817-735-7300

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APPENDICIES

APPENDIX A

List of References

APPENDIX B

Texas Commission on Environmental Quality Rules on Water Conservation Plans for Municipal and Wholesale Water Providers

- Texas Administrative Code Title 30, Part 1, Chapter 288, Subchapter A, Rule §288.1 – Definitions (Page B-1)
- Texas Administrative Code Title 30, Part 1, Chapter 288, Subchapter A, Rule §288.2 – Water Conservation Plans for Municipal Uses by Public Water Suppliers (Page B-5)
- Texas Administrative Code Title 30, Part 1, Chapter 288, Subchapter A, Rule §288.5 – Water Conservation Plans for Wholesale Water Suppliers (Page B-9)

APPENDIX C

City of Fort Worth Utility Profiles Based on TCEQ Format

APPENDIX D

Letters to Region C and G Water Planning Groups

APPENDIX E

Adoption of the Water Conservation Plan

1.0 INTRODUCTION AND OBJECTIVE

Water supply has always been a key issue in the development of Texas. In recent years, the increasing population and economic development of North Central Texas have led to growing demands for water supplies. At the same time, local and less expensive sources of water supply are largely already developed. Additional supplies to meet future demands will be expensive and difficult to secure. Severe drought conditions in recent years have highlighted the importance of the efficient use of our existing supplies to make them last as long as possible. Extending current supplies will delay the need for new supplies, minimize the environmental impacts associated with developing new supplies, and delay the high cost of additional water supply development.

Recognizing the need for efficient use of existing water supplies, the Texas Commission on Environmental Quality (TCEQ) has developed guidelines and requirements governing the development of water conservation plans.¹ The TCEQ guidelines and requirements are included in Appendix B. The City of Fort Worth has developed this water conservation plan in accordance with TCEQ guidelines and requirements. To develop a regional approach, Tarrant Regional Water District's Water Conservation and Drought Contingency Plan², of whom the City of Fort Worth is a customer², was consulted. This Water Conservation Plan replaces the previous plan dated March 2009.

The City of Fort Worth also recognizes that in order to achieve its goals of maximizing water conservation and efficiency, it is necessary to develop and implement a water conservation plan that goes beyond basic compliance with TCEQ guidelines and requirements. This plan reflects the City of Fort Worth's commitment to enhanced water conservation and efficiency strategies – particularly those best management practices established by the Water Conservation Implementation Task Force³, which were incorporated, where practicable, in the development of these water conservation measures. The Water Conservation Implementation Task Force developed the Texas Water Development Board Report 362 Water Conservation Best Management Practices Guide in partial fulfillment of the Texas Legislature's charge to the TCEQ and Texas Water Development Board (TWDB) to develop recommendations for optimum levels of water use efficiency and conservation in the State.

¹ Superscripted numbers match references listed in Appendix A

The objectives of this Water Conservation Plan are as follows:

- To reduce water consumption from the levels that would prevail without conservation efforts.
- To reduce the loss and waste of water.
- To improve efficiency in the use of water.
- Encourage efficient outdoor water use.
- To document the level of recycling and reuse in the water supply.
- To extend the life of current water supplies by reducing the rate of growth in demand.

The City's plan will achieve significant conservation savings to help extend the life of existing supplies without burdening the customer with unnecessary additional costs.

2.0 TEXAS COMMISSION ON ENVIRONMENTAL QUALITY RULES

2.1 TCEQ RULES GOVERNING CONSERVATION PLANS

The TCEQ rules governing development of water conservation plans for public water suppliers are contained in Title 30, Part 1, Chapter 288, Subchapter A, Rule 288.2 of the Texas Administrative Code, which is included in Appendix B. For the purpose of these rules, a water conservation plan is defined as “A strategy or combination of strategies for reducing the volume of water withdrawn from a water supply source, for reducing the loss or waste of water, for maintaining or improving the efficiency in the use of water, for increasing the recycling and reuse of water, and for preventing the pollution of water.” The elements in the TCEQ water conservation rules covered in this conservation plan are listed below.

Minimum Conservation Plan Requirements

The minimum requirements in the Texas Administrative Code for Water Conservation Plans for Public Water Suppliers are covered in this report as follows:

- 288.2(a)(1)(A) – Utility Profiles – Section 3.0 and Appendix C
- 288.2(a)(1)(B) – Record Management System – Section 5.2
- 288.2(a)(1)(C) – Specific, Quantified Goals – Section 4.0
- 288.2(a)(1)(D) – Accurate Metering – Section 5.2
- 288.2(a)(1)(E) – Universal Metering – Section 5.2
- 288.2(a)(1)(F) – Determination and Control of Water Loss – Section 5.2 and 5.3
- 288.2(a)(1)(G) – Public Education and Information Program – Section 6.1
- 288.2(a)(1)(H) – Non-Promotional Water Rate Structure – Section 6.2
- 288.2(a)(1)(I) – Reservoir System Operation Plan – Section 6.3
- 288.2(a)(1)(J) – Means of Implementation and Enforcement – Section 6.4
- 288.2(a)(1)(K) – Coordination with Regional Water Planning Groups – Section 6.6 and Appendix D
- 288.2(c) – Review and Update of Plan – Section 8.0

Conservation Additional Requirements (Population over 5,000)

The Texas Administrative Code includes additional requirements for water conservation plans for drinking water supplies serving a population over 5,000:

- 288.2(a)(2)(A) – Leak Detection, Repair, and Water Loss Accounting – Section 5.3
- 288.2(a)(2)(B) – Requirement for Water Conservation Plans by Wholesale Customers – Section 6.5



Additional Conservation Strategies

The Texas Administrative Code lists additional conservation strategies, which may be adopted by suppliers but are not required. Additional strategies adopted by the City of Fort Worth include the following:

- 288.2(a)(3)(A) – Conservation Oriented Water Rates – Section 6.2
- 288.2(a)(3)(B) – Ordinances, Plumbing Codes or Rules on Water-Conserving Fixtures – Section 7.1
- 288.2(a)(3)(D) – Reuse and Recycling of Wastewater – Section 7.2
- 288.2(a)(3)(F) – Considerations for Landscape Water Management Regulations – Section 7.3

In addition to being a public water supplier under TCEQ rules, the City of Fort Worth also acts as a wholesale provider to thirty one wholesale customers; thus, the TCEQ water conservation rules for wholesale providers are also addressed.

The TCEQ rules governing development of water conservation plans for wholesale water suppliers are contained in Title 30, Part 1, Chapter 288, Subchapter A, Rule 288.5 of the Texas Administrative Code, which is included in Appendix B. The elements in the TCEQ water conservation rules for wholesale water suppliers addressed in this Water Conservation Plan are listed below.

Minimum Conservation Plan Requirements for Wholesale Water Suppliers

The minimum requirements in the Texas Administrative Code for water conservation plans for wholesale water suppliers are covered in this Plan as follows:

- 288.5(1)(A) – Description of Service Area – Section 3.0 and Appendix C
- 288.5(1)(B) – Specific, Quantified Goals – Section 4.0
- 288.5(1)(C) – Measure and Account for Water Diverted – Section 5.1
- 288.5(1)(D) – Monitoring and Record Management System – Section 5.2
- 288.5(1)(E) – Program of Metering and Leak Detection and Repair – Section 5.3
- 288.5(1)(F) – Requirement for Water Conservation Plans by Wholesale Customers – Section 6.5
- 288.5(1)(G) – Reservoir System Operation Plan – Section 6.3
- 288.5(1)(H) – Means of Implementation and Enforcement – Section 6.4
- 288.5(1)(I) – Documentation of Coordination with Regional Water Planning Groups – Section 6.6
- 288.5(3) – Review and Update of Plan – Section 8.0

Additional Conservation Strategies for Wholesale Water Suppliers

The Texas Administrative Code lists additional water conservation strategies that can be adopted by a wholesale supplier but are not required. Additional strategies adopted by the City of Fort Worth include the following:

- 288.5(2)(C) – Program for Reuse and/or Recycling – Section 7.2



- 288.5(2)(D) – Other Measures - Section 6.1 (public education), and Sections 7.3 (landscape water management measures)

2.2 GUIDANCE AND METHODOLOGY FOR REPORTING ON WATER CONSERVATION AND WATER USE

In addition to TCEQ rules regarding water conservation, this plan also incorporates elements of the Guidance and Methodology for Reporting on Water Conservation and Water Use developed by TWDB and TCEQ, in consultation with the Water Conservation Advisory Council (the “Guidance”).⁴ The Guidance was developed in response to a charge by the 82nd Texas Legislature to develop water use and calculation methodology and guidance for preparation of water use reports and water conservation plans in accordance with TCEQ rules. The City of Fort Worth has considered elements of the Guidance in preparation of this Plan.

3.0 DESCRIPTION OF SERVICE AREA AND UTILITY PROFILE

The City of Fort Worth provides retail water and sewer service to approximately 770,000 residents and wholesale water service to 30 wholesale customers listed below. Service through wholesale customers accounts for approximately 350,000 additional residents. In total, Fort Worth provides water directly or indirectly to over 1.1 million people in Tarrant, Denton, Johnson, Parker and Wise counties. Figure 3-1 shows Fort Worth's water service area. Fort Worth's wholesale customers include:

- Aledo
- Bethesda WSC
- Burleson
- Crowley
- DFW Airport
- Dalworthington Gardens
- Edgecliff Village
- Everman
- Forest Hill
- Grand Prairie
- Haltom City
- Haslet
- Hurst
- Keller
- Kennedale
- Lake Worth
- North Richland Hills
- Northlake
- Richland Hills
- River Oaks
- Roanoke
- Saginaw
- Sansom Park
- Southlake
- Trophy Club MUD #1
- Trinity River Authority (TRA)
- Westlake
- Westover Hills
- Westworth Village
- White Settlement

The City purchases raw water from the Tarrant Regional Water District (TRWD). This water is from five major sources, as seen in Figure 3-2:

1. The West Fork of Trinity River via Lake Bridgeport, Eagle Mountain Lake and Lake Worth;
2. Clear Fork of the Trinity River via Lake Benbrook; (A pipeline connects Lake Benbrook to the Rolling Hills Water Treatment Plant to supplement supply to that plant. A pump station on the Clear Fork of the Trinity River also supplies the Holly Water Treatment Plant.)
3. Cedar Creek Reservoir, located approximately 75 miles southeast of Fort Worth; and
4. Richland-Chambers Reservoir, located approximately 75 miles southeast of Fort Worth.

FIGURE 3-1: FORT WORTH'S WATER SERVICE AREA

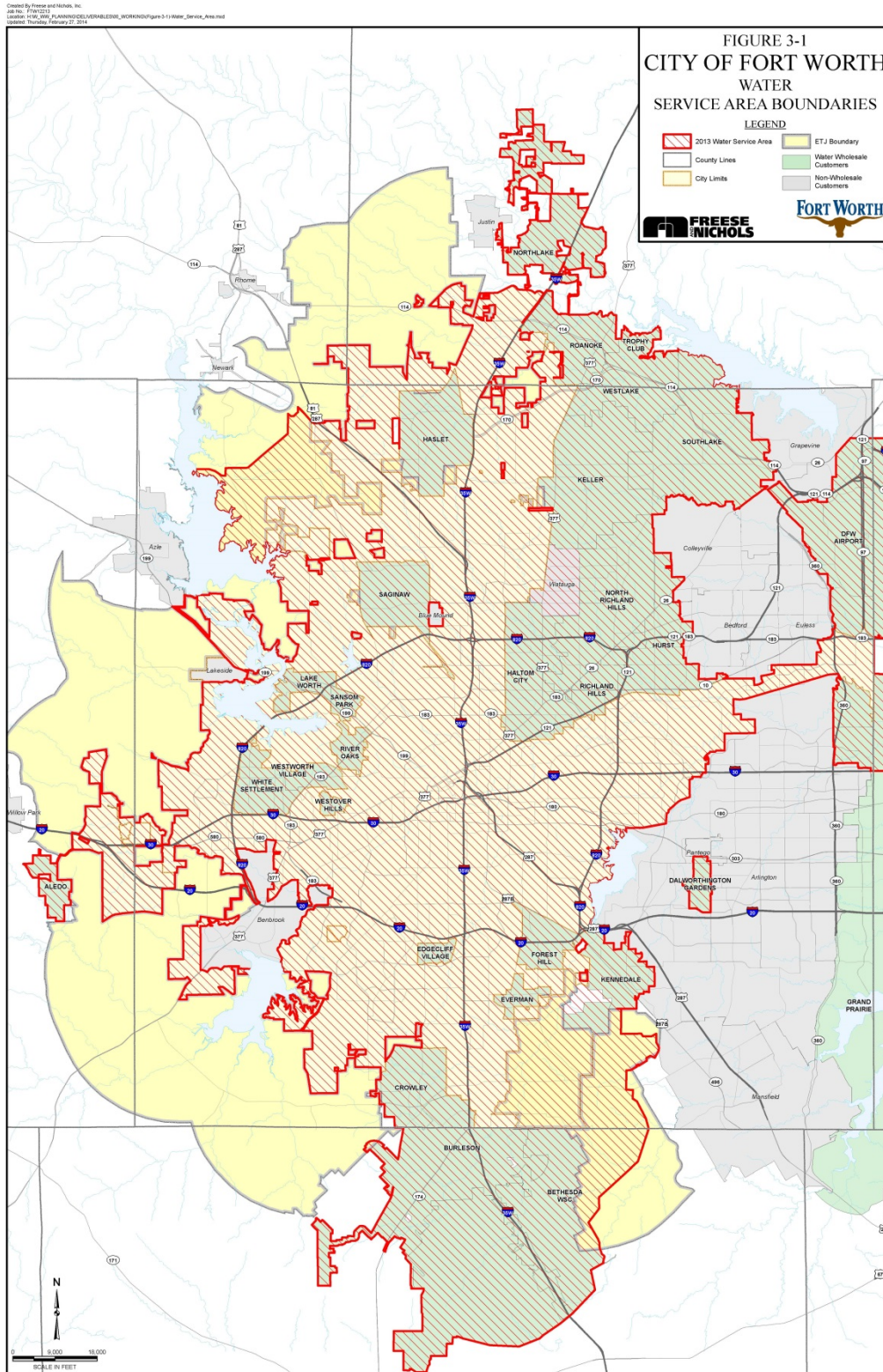
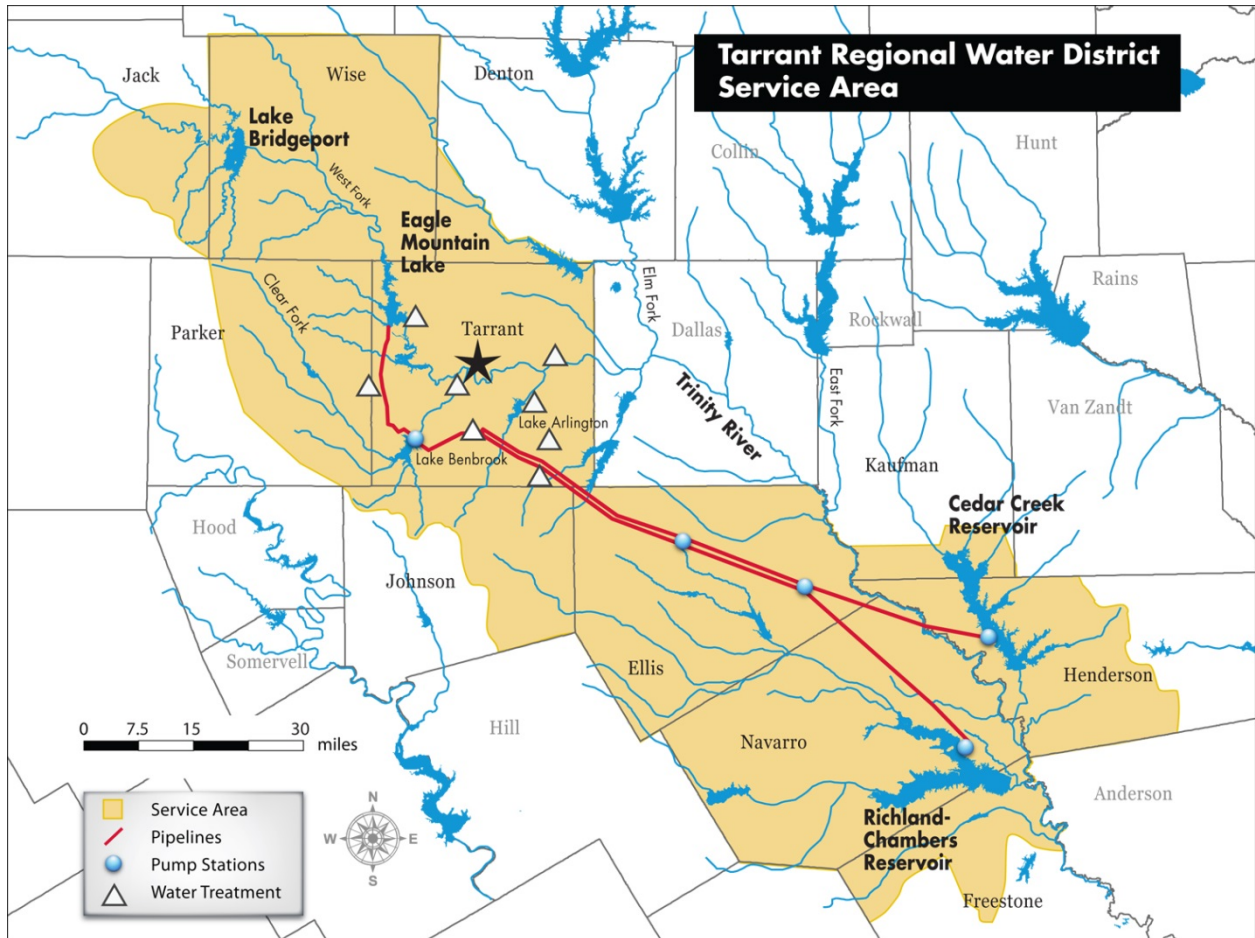


FIGURE 3-2: TARRANT REGIONAL WATER DISTRICT SUPPLY SOURCES





The City’s service area is currently served by five water treatment plants. As of 2012, the total treatment capacity is 497 million gallons per day (MGD). A breakdown of treatment capacity by plant is provided in Table 3-1 below.

TABLE 3-1: 2012 TREATMENT PLANT CAPACITY

Treatment Plant	Design Capacity (MGD)	Reliable Pumping Capacity (MGD)
Rolling Hills, est. 1972	200	190
North Holly, est. 1918	80	75
South Holly, est. 1952	100	95
Eagle Mountain, est. 1992	105	100
Westside, est. 2012	12	12
Total	497	472

The City has a wastewater treatment capacity of 166 million gallons per day (MGD) at the Village Creek Water Reclamation Facility in east Fort Worth.

Appendix C contains Fort Worth’s most recent water utility profiles based on the formats recommended by TCEQ for both retail suppliers and wholesale suppliers.

4.0 SPECIFICATION OF WATER CONSERVATION GOALS

TCEQ rules require the adoption of specific water conservation goals for a water conservation plan. The goals for this water conservation plan include the following:

- Maintain the 5-year moving average total per capita water use below specified amount in Table 4-2.
- Maintain the level of water loss in the system below the specified amount in Table 5-3.
- Maintain the Infrastructure Leakage Index (ILI), as described in Section 5.3, below the specified amount in Table 5-3.
- Implement and maintain a program of universal metering and meter replacement and repair as discussed in Section 5.2.
- Increase efficient water usage and decrease waste in lawn irrigation by enforcement of landscape water management regulations as described in Section 7.3.
- Raise public awareness of water conservation and encourage responsible public behavior by a public education and information program as discussed in Section 6.1.

In the previous (2009) plan, total per capita use goals were 179 gpcd by 2015 and 170 gpcd by 2020 as outlined in Table 4-1 below. As of 2014, Fort Worth’s five year average per capita use was 171 gpcd. This illustrates achieved conservation savings significantly ahead of the 2015 goal and very near to the year 2020 goal.

TABLE 4-1: PREVIOUS PLAN GPCD GOALS (2009)

Description	Units	2008	2015	2020
Total GPCD ^a	GPCD	192	179	170
Residential GPCD ^b	GPCD	93.10	87	83

a. Total GPCD = (Total Gallons in System ÷ Permanent Population) ÷ 365

b. Residential GPCD = (Gallons Used for Residential Use ÷ Residential Population) ÷ 365

As such, the 2020 and 2025 goals have been revised to reflect increased conservation as a result of measures included in this plan. Fort Worth has developed goals based on the recommendations of the Texas Water Conservation Implementation Task Force, which suggests a 1% reduction in gallons per capita per day per year. The current specific goals are outlined in Table 4-2. These goals were developed assuming a five year average per capita, and therefore some (dry) years will see higher per capita usage than these five year average goals. A series of dry years may lead to an average exceeding the goal. Figure

4-1 shows the total annual per capita since 2000, the five year average and the comparison between the previous goal and current goal.

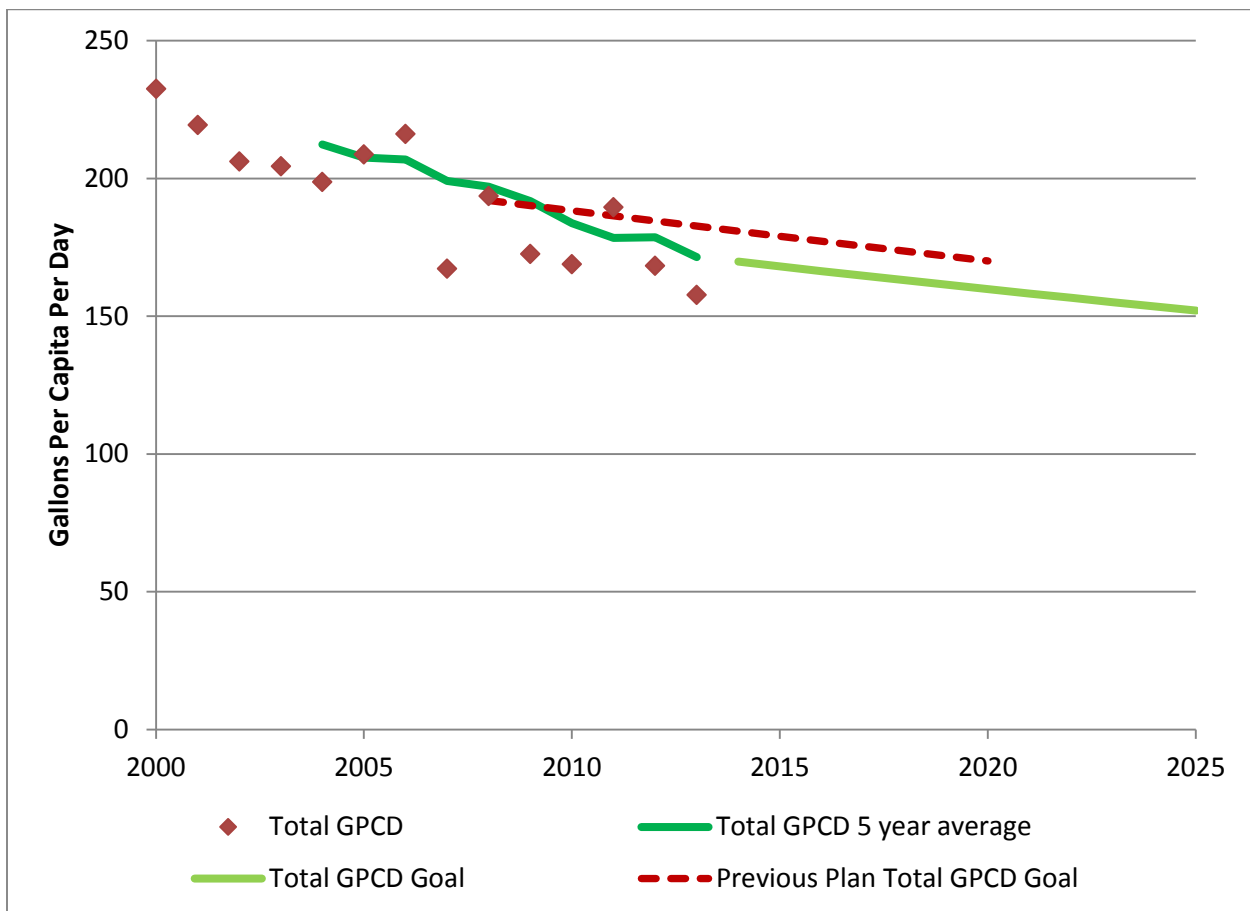
TABLE 4-2: GPCD GOALS (2014)

Description	Units	2013	2020	2025
Total GPCD ^a	GPCD	171	160	152
Residential GPCD ^b	GPCD	81	76	72

c. Total GPCD = (Total Gallons in System ÷ Permanent Population) ÷ 365

d. Residential GPCD = (Gallons Used for Residential Use ÷ Residential Population) ÷ 365

FIGURE 4-1: FORT WORTH TOTAL PER CAPITA USE AND GOALS



4.1 ANALYSIS OF BEST MANAGEMENT PRACTICES

During each update of the Water Conservation Plan the City has evaluated the best management practices outlined in the Water Conservation Best Management Practices Guide³. For a complete analysis of the Best Management Practices (BMPs), refer to Tables 4-3 and 4-4 on the following pages. Table 4-3 looks at the implementation of the BMP's for the practices the City has implemented and the proposed implementation date for additional strategies. Table 4-4 looks at the potential savings in 2020 and 2025, the proposed cost in 2020 and 2025, the cost per thousand gallons, whether the practice will have an impact to revenues (low, medium or high) and whether the practice has other benefits such as additional supply sources, revenue recovery or education component.

It should also be noted that the Water Conservation Advisory Council is reviewing and updating these BMP's. At this point the Water Conservation Advisory Council has approved four BMPs for wholesale water providers.

1. Customer Contract Requirement for Water Conservation Plans and Drought Contingency Plans – It is a requirement of this plan that Fort Worth's wholesale customers complete water conservation plans and submit them to state agencies as well as the City of Fort Worth for review.
2. Technical Assistance and Outreach – The City holds regular meetings with its wholesale customers to update them on programs the City is implementing. Water conservation staff is available for wholesale customers to contact regarding their programs and to assist wholesale customers with implementing their own programs.
3. Wholesale Supplier Collective Purchase and Direct Distribution of Water Conservation Equipment – Since the City is both a retail and wholesale provider, it has conducted rebate and retrofit programs for retail customers. At this time the City does not intend to offer a collective purchase or direct distribution program for its wholesale customers.
4. Coordination with Customers on Cost Sharing Programs – While the City does not formally have a cost sharing program with its wholesale customers, the City does participate in the Water Efficiency Network of North Texas that organizes cooperative buying programs across the region.

TABLE 4-3: WATER CONSERVATION BEST MANAGEMENT PRACTICES IMPLEMENTATION SCHEDULE

BMP	Description	Implementation Schedule				
		Currently Implemented	Implemented By Code	Implemented before 2015	Implemented before 2020	Implemented before 2025
1	System Water Audit and Water Loss	2002				
2	Water Conservation Pricing	1994				
3	Prohibition on Wasting Water	1994				
4	Plumbing Code Showerhead, Aerator and Toilet Flapper Retrofit		1992			
4a	Additional Showerhead, Aerator and Toilet Flapper Retrofit Program			✓		
5	Plumbing Code Residential Toilet Replacement Programs		2014			
5a	Additional Residential and Commercial Toilet Replacement Programs	2009				
6	Residential Clothes Washer Incentive Program		1992			
6a	Additional Residential Clothes Washer Incentive Programs				✓	
7	School Education	1990				
8	Water Survey for Single-Family and Multi-Family Customers	2007 Irrigation Audits				
9	Landscape Irrigation Conservation and Incentives	2003				
10	Water Wise Landscape Design and Conversion Programs				✓	
11	Athletic Field Conservation	2006				
12	Golf Course Conservation				✓	
13	Metering of All New Connections and Retrofit of Existing Connections	1980				
14	Wholesale Agency Assistance Programs			✓		
15	Conservation Coordinator	1990				
16	Water Reuse	1999				
17	Public Information	1983				
18	Rainwater Harvesting and Condensate Reuse					✓
19	New Construction Graywater					✓
20	Park Conservation				✓	



BMP	Description	Implementation Schedule				
		Currently Implemented	Implemented By Code	Implemented before 2015	Implemented before 2020	Implemented before 2025
21	Conservation Programs for Industrial, Commercial, and Institutional Accounts	2010				
22	Cost-Effectiveness Analysis for Municipal Water Users					✓
	Twice Per Week Watering Schedule				✓	
	Landscape Ordinance				✓	

TABLE 4-4: BEST MANAGEMENT PRACTICE COST-EFFECTIVENESS ESTIMATES

BMP Number	Description	Estimates of Current Costs and Savings						Rank for Expenditure	Potential Impact to Water Revenues	Other Benefits Achieved
		Estimated Savings		Estimated Costs		Cost Per Thousand Gallons				
		2020 (MGD)	2025 (MGD)	2020 (\$ per Year)	2025 (\$ per Year)	2020	2025			
	Plumbing Code*									
	Showerhead, Aerator and Toilet Flapper Retrofit	0.00	0.00	\$0	\$0	N/A	N/A	PL Code	Low	No
	Residential Toilet Replacement Programs	0.00	0.00	\$0	\$0	N/A	N/A	PL Code	High	No
	Residential Clothes Washer Incentive Programs	0.00	0.00	\$0	\$0	N/A	N/A	PL Code	High	No
	Necessary Programs - No Associated Savings									
14	Wholesale Agency Assistance Programs	0.00	0.00	\$50,000	\$50,000	N/A	N/A		High	Yes
15	Conservation Coordinator	0.00	0.00	\$85,000	\$95,000	N/A	N/A		Medium	Yes
17	Public Information BMP	0.00	0.00	\$100,000	\$100,000	N/A	N/A		Low	Yes
	Programs Not Recommended (RWPG)									
18	Rainwater Harvesting and Condensate Reuse	0.00	0.00	\$0	\$0	N/A	N/A		Low	No
19	New Construction Graywater BMP	0.00	0.00	\$0	\$0	N/A	N/A		Medium-High	No
	Cost for Existing and Additional Programs**									
	Twice per Week Watering Schedule	3.70	4.06	\$100,000	\$110,000	\$0.07	\$0.07	1	High	Yes
	Residential Landscape Ordinance	1.00	2.00	\$60,000	\$70,000	\$0.16	\$0.10	2	Low	No
2	Water Conservation Pricing*	0.56	0.97	\$60,000	\$70,000	\$0.29	\$0.20	3	Medium	No
3	Prohibition on Wasting Water	0.50	0.50	\$60,000	\$70,000	\$0.33	\$0.38	4	Medium	No

BMP Number	Description	Estimates of Current Costs and Savings						Rank for Expenditure	Potential Impact to Water Revenues	Other Benefits Achieved
		Estimated Savings		Estimated Costs		Cost Per Thousand Gallons				
		2020 (MGD)	2025 (MGD)	2020 (\$ per Year)	2025 (\$ per Year)	2020	2025			
8	Water Survey for Single-Family and Multi-Family Customers (Irrigation Audit)	0.25	0.25	\$40,000	\$50,000	\$0.44	\$0.55	5	Medium	Yes
1	System Water Audit and Water Loss (Leak Detection Repair)	3.00	5.00	\$800,000	\$880,000	\$0.73	\$0.48	6	Low	Yes
	Intensified Water Loss and Water Line Replacement Program	4.50	6.00	\$1,200,000	\$1,320,000	\$0.73	\$0.60	6	Low	Yes
10	Water Wise Landscape Irrigation Conservation and Incentives	0.50	0.50	\$200,000	\$200,000	\$1.10	\$1.10	8	Low	No
9	Landscape Irrigation Conservation and Incentives	1.00	1.00	\$400,000	\$400,000	\$1.10	\$1.10	8	Medium	No
5	Additional Residential Toilet Replacement Programs	1.10	1.21	\$450,000	\$495,000	\$1.12	\$1.12	10	High	No
7	School Education	3.35	4.27	\$150,000	\$200,000	\$1.14	\$1.02	11	Low	Yes
6	Additional Residential Clothes Washer Incentive Programs	0.10	0.11	\$50,000	\$100,000	\$1.37	\$2.49	12	Medium	No
20	Park Conservation BMP	0.50	0.50	\$250,000	\$250,000	\$1.37	\$1.37	12	Low	No
12	Golf Course Conservation	0.50	0.50	\$250,000	\$250,000	\$1.37	\$1.37	12	Low	No
11	Athletic Field Conservation	0.80	0.80	\$400,000	\$400,000	\$1.37	\$1.37	12	Low	No
16	Water Reuse	30.15	30.15	\$20,000,000	\$20,000,000	\$1.82	\$1.82	16	Medium	Yes
4	Additional Showerhead, Aerator and Toilet Flapper Retrofit	0.10	0.10	\$75,000	\$75,000	\$2.05	\$2.05	17	Low	No

BMP Number	Description	Estimates of Current Costs and Savings						Rank for Expenditure	Potential Impact to Water Revenues	Other Benefits Achieved
		Estimated Savings		Estimated Costs		Cost Per Thousand Gallons				
		2020 (MGD)	2025 (MGD)	2020 (\$ per Year)	2025 (\$ per Year)	2020	2025			
21	Conservation Programs for Industrial, Commercial and Institutional Accounts	0.22	0.24	\$250,000	\$275,000	\$2.35	\$2.59	18	Medium	Yes
13	Metering of all New Connections and Retrofit of Existing Connections	0.50	0.50	\$500,000	\$500,000	\$2.74	\$2.74	19	Low	Yes

* Based on 2016 Region C Water Plan

** Based on savings and cost data from City of Fort Worth or published literature

5.0 METERING, WATER USE RECORDS, CONTROL OF UNACCOUNTED WATER, AND LEAK DETECTION AND REPAIR

One of the key elements in water conservation is careful tracking of water use and control of losses. Programs for universal metering, meter testing, meter repair, and periodic meter replacement have been developed using American Water Works Association (AWWA) standards and are important elements in the City of Fort Worth's program to control losses.

5.1 PRACTICES TO MEASURE AND ACCOUNT FOR THE AMOUNT OF WATER DIVERTED FROM TRWD

Water deliveries from TRWD are metered by TRWD using meters with accuracy of at least $\pm 5\%$. TRWD can access the meters at all reasonable times, and meters are calibrated to maintain the required accuracy.

5.2 MONITORING AND RECORD MANAGEMENT PROGRAM FOR DETERMINING DELIVERIES, SALES AND LOSSES

The City has an effective record management system in place. As required by TAC Title 30, Part 1, Chapter 288, Subchapter A, Rule 288.2 (a)(2)(B), Fort Worth's record management system allows for the separation of water sales and uses into residential, commercial, municipal, and industrial categories. This information is included in the TCEQ required Water Conservation Implementation report, as described in Section 6.4.

The City of Fort Worth meters all of the connections in the distribution system. Meters range in size from 3/4" to 16". The meter size distribution is included in Table 5-1 below. All meters met AWWA accuracy standards when installed. In 2012, there were a total of 227,837 active retail customer meters in the City.

TABLE 5-1: METER SIZE DISTRIBUTION

Meter Size	Total Number
3/4"	193,240
1"	24,336
1 1/2"	3,608
2"	5,383
3"	684
4"	308
6"	199
8"	56
10"	22
12"	0
16"	1



The City has implemented a meter exchange program that provides for the annual replacement of meters in the system that do not register the correct amount of water flowing through them. This program has replaced more than 30,000 meters over the past five years.

5.3 LEAK DETECTION, REPAIR AND WATER LOSS ACCOUNTING

The system water audit is used annually to monitor the total level of non-revenue water. There are many variables which influence the revenue and non-revenue components of the City’s water system including meter inaccuracy, data discrepancies, unauthorized consumption, reported breaks and leaks and unreported losses.

The City of Fort Worth uses gallons per connection per day as its preferred water loss metric as it is less variable than other metrics to climatic conditions. In the previous plan, water loss (gallons per connection per day) was 110 with a goal of 95 by 2015 and 75 by 2020 (Table 5-2). Due to the City’s water loss reduction program, as of 2012, the City has reached 76 gallons of water loss per connection per day (Table 5-3). This is significantly ahead of the 2015 goal and nearly to the 2020 goal.

The Texas Water Development Board has also asked that cities begin to include their water loss in gallons per capita per day and as a percentage of the total water use in the system. These are additional performance indicators that can be used to determine the effectiveness of the water. The City will continue to reduce water losses throughout the system by analyzing and updating the targets and goals of this section annually in conjunction with the water audit.

TABLE 5-2: PREVIOUS PLAN WATER LOSS GOALS (2009)

Description	Units	2008	2015	2020
Water loss	Gallons/connection per day	110	95	75

TABLE 5-3: WATER LOSS GOALS (2014)

Description	Units	2012	2020	2025
Water Loss GPCD ^c	GPCD	27	25	23
Water Loss Percentage ^d	%	13%	12%	10%
Water Loss Per Connection	Gallons/connection per day	76	72.5	70
Real losses	ILI	4.08	3.75	3.5

- a. Total GPCD = (Total Gallons in System ÷ Permanent Population) ÷ 365
- b. Residential GPCD = (Gallons Used for Residential Use ÷ Residential Population) ÷ 365
- c. Water Loss GPCD = (Total Water Loss ÷ Permanent Population) ÷ 365
- d. Water Loss Percentage = (Total Water Loss ÷ Total Gallons in System) x 100; or (Water Loss GPCD ÷ Total GPCD) x 100

The Infrastructure Leakage Index (ILI) is a calculation of the theoretical lowest leakage possible divided by existing calculated leakage. This is developed as a unique value for every city and includes variables such as the distance from the curb stop to the meter boxes, the pressure in the system, and the number of service lines or connections per mile of main. Within Fort Worth, the theoretical lowest leakage is approximately 3 million gallons per day. This is the theoretical lowest leakage currently possible with the existing infrastructure and service connection density.

Fort Worth has an ILI of approximately 4.08, which means that theoretically the leakage could be reduced 4.08 times before reaching the lowest possible value. This puts Fort Worth in the average zone of ILIs within the United States. The City will continue to reduce leaks in the system through its state-of-the-art technologies that employ acoustic leak-noise detectors to target and locate suspected leaks. Its leak detection program includes continuously monitoring almost 230,000 linear feet of pipe in critical areas, as well as surveying over 2.5 million linear feet annually. Leaks detected and repaired through this program were estimated to have saved over 350 million gallons of water in fiscal year 2013. In addition, the City will continue to encourage customers and field operators to report visual leakage.

The City has also piloted District Metered Areas (DMAs) which are part of current Best Management Practice leakage control zones. DMAs are discrete metered areas within the distribution system, usually supplying 1,000 to 3,000 properties. The City has studied pressure surges within the system and will continue to review the possibilities of pressure control in pilot zones within the city limits. This will be conducted in combination with the water-loss control measures developed within the main pressure zones such as District Metered Areas (DMAs).

6.0 OTHER REQUIRED CONSERVATION MEASURES

6.1 PUBLIC EDUCATION AND INFORMATION

The City of Fort Worth has an active, comprehensive water conservation public education program in place. The City coordinates with Tarrant Regional Water District (TRWD) to provide a regionally consistent message on the importance of water conservation.

The City has established a representative Customer Advisory Committee to promote community awareness of the City's conservation efforts. The Committee is also responsible for reviewing, assessing and providing direction for all of the City's conservation programs. The committee includes customers from residential, commercial, industrial, institutional, irrigators, and wholesalers. Under direction of this Committee, important components of the City's current program include:

- Brochure distribution.
- Over 2.7 million water bill inserts annually.
- Notification of local organizations, schools, and civic groups that the City of Fort Worth staff is available to make presentations on the importance of water conservation and ways to save water. In 2012, the City participated in 47 community events and provided support for displays, exhibits and presentations in the community on water conservation reaching over 11,300 people.
- Water conservation information on Fort Worth's website (fortworthtexas.gov, savefortworthwater.org).
- Encouragement of local media coverage of water conservation issues and the importance of water conservation.
- Education programs not only for schools within the Fort Worth Independent School District, but also for schools within the 13 other districts which operate within the wholesale customer boundaries. The program targets elementary and reached more 23,000 students in 2012.

6.2 WATER RATE STRUCTURE

The City of Fort Worth has conservation-oriented water rate structures in place. The City's current rate structure consists of the following six classes:

- Residential
- Commercial
- Industrial

- Super User
- Irrigation
- Gas Well Use

Each customer is first charged a flat rate based on meter size as outlined in Table 6-1. Usage charges are then assessed according to customer class as show in Table 6-2 to Table 6-7. An increasing block rate structure is in place for residential and irrigation classes to encourage water conservation. The City analyzes each customer class and sets rates in proportion to those classes which place the most demands upon the water system. The rates shown in the tables below were effective as of January 1, 2014 and are subject to change as the City continues to refine its rate structures to improve the impact on water conservation and manage the cost of service most effectively.

TABLE 6-1: MONTHLY METER CHARGES

Meter Size	Service Charge
5/8" or 3/4"	\$9.00
1"	\$14.75
1½"	\$26.00
2	\$29.50
3	\$93.50
4	\$161.25
6	\$345.00
8	\$596.75
10	\$911.25

TABLE 6-2: RESIDENTIAL WATER RATES

First 8 CCF	\$1.97 per CCF
8 CCF to 20 CCF	\$2.80 per CCF
20 CCF to 30 CCF	\$3.55 per CCF
Above 30 CCF	\$4.40 per CCF

Note: 1 CCF (hundred cubic feet) = 748.05 gallons

TABLE 6-3: COMMERCIAL WATER RATES

All volumes	\$2.30 per CCF
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TABLE 6-4: INDUSTRIAL WATER RATES

All volumes	\$2.25 per CCF
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TABLE 6-5: SUPER USER WATER RATES

All volumes	\$1.85 per CCF
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TABLE 6-6: IRRIGATION WATER RATES

First 50 CCF	\$2.80 per CCF
50 to 100 CCF	\$3.55 per CCF
Above 100 CCF	\$4.40 per CCF

TABLE 6-7: GAS WELL RATES

Gas Well Use	\$4.79 per CCF
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6.3 RESERVOIR SYSTEM OPERATION

Fort Worth is a raw water customer of Tarrant Regional Water District (TRWD). As such, TRWD is responsible for operation of their reservoir system which consists of seven major reservoirs – Lake Bridgeport, Eagle Mountain Lake, Lake Worth, Cedar Creek Reservoir, Richland-Chambers Reservoir, Lake Arlington and Lake Benbrook. TRWD’s reservoir system operation plan seeks to maximize efficiency of water withdraws within the constraints of existing water rights. Other priorities include maintaining water quality and minimizing potential impacts on recreational users, fish, and wildlife. Each reservoir is operated on a policy of flood release above the conservation elevation. TRWD coordinates its Operation Plan with all of its water customers and provides recommendations for the operations of regional treatment systems including the City of Fort Worth. For more information regarding TRWD’s Reservoir System Operation please refer to TRWD’s Water Conservation Plan.

6.4 IMPLEMENTATION AND ENFORCEMENT

The City of Fort Worth completes the TCEQ required Water Conservation Implementation Report by May 1 of each year. The report includes various water conservation strategies that have been implemented, including the date of implementation. Additionally, the report includes progress made on the five and ten year per capita water use goals from this Plan. If the goals are not being met, Fort Worth must document why not. The amount of water saved is also documented in this report.

6.5 REQUIREMENT FOR WATER CONSERVATION PLANS BY WHOLESALE CUSTOMERS

The wholesale service area includes 30 customers. In 2012 there were estimated to be approximately 350,000 people within the combined wholesale customer service area. Table 6-8 shows each wholesale customer, the amount of water purchased from the City in 2013 and whether they are also a wastewater customer.

TABLE 6-8: WHOLESALE CUSTOMERS

Wholesale Customer	2013 Usage (MG)	Wastewater Customer
Aledo	69.6	No
Bethesda WSC	939.4	Yes
Burleson	1,666.2	Yes
Crowley	576.6	Yes
DFW Airport	400.3	No
Dalworthington Gardens	159.2	No
Edgecliff Village	141.2	Yes
Everman	0.0	Yes
Forest Hill	440.4	Yes
Grand Prairie	679.8	No
Haltom City	1,766.7	Yes
Haslet	157.9	No
Hurst	1,938.9	Yes
Keller	2,579.1	No
Kennedale	171.8	Yes
Lake Worth	258.0	Yes
North Richland Hills	2,653.6	Yes
Northlake	75.1	Yes
Richland Hills	257.7	Yes
River Oaks	0.0	Yes
Roanoke	500.3	No
Saginaw	1,042.8	Yes
Sansom Park	0.0	Yes
Southlake	3,551.8	No
Trophy Club MUD #1	793.6	No
Trinity River Authority (TRA)	0.0	Yes
Westlake	401.5	No
Westover Hills	210.6	Yes
Westworth Village	112.1	Yes
White Settlement	424.7	Yes
Total	21,969	

Each of the City’s wholesale customers is contractually obliged to develop, implement, and update Water Conservation Plans or conservation measures using the applicable requirements of TCEQ Water Conservation Plans, Drought Contingency Plans, Guidelines and Requirements, Texas Administrative Code 30 TAC Chapter 288(a)(2)(C). Each of the City’s wholesale customers are also contractually obligated to adopt any mandatory measures in this plan such as time of day restrictions and the twice per week watering schedule. The City has sent a copy of its Water Conservation and Drought Contingency plans to each of its wholesale customers to aid with the development of their plans.



The conservation goals as outlined in this section of the Water Conservation Plan are intended as guides for the wholesale customers. When existing contracts are renewed, requirements for implementation of water conservation plans will be incorporated into the respective wholesale customer contracts.

The City expects each wholesale customer to voluntarily reduce its water use through conservation practices. The targets in Table 6-9 below are recommended for each wholesale customer. The City encourages each wholesale customer to implement conservation plans which reduce water use within 10% of the target goals.

TABLE 6-9: WHOLESAL CUSTOMER TARGETS

	Total GPCD	Residential GPCD	Unaccounted-For Water Per Connection Per Day
By 2020	168	85	105*
By 2025	159	80	100*

** Unaccounted-for water targets are based on the new AWWA water audit practices which approve the performance indicator for water losses as gallons lost per connection per day. This includes real and apparent losses. The commonly used percentage is not recommended as it is too variable depending on usage. These are guidelines and are related to the average wholesale customer in a year of average rainfall. These are voluntary guidelines.*

The City requests that each wholesale customer provide a copy of their Water Conservation Plan and required water system audit (as required by the Texas Water Development Board water audit reporting requirement as specified by House Bill 3338) to the City of Fort Worth. This will be required in any new contracts developed with wholesale customers as specified in 30 TAC Chapter 288.

In 2000 the City of Fort Worth’s Wholesale customers accounted for slightly over a quarter of the raw water pumped. In 2013 the wholesale customers accounted for approximately a third of the raw water pumped. Fort Worth will hold quarterly meetings with their wholesale customers to provide information on Fort Worth’s program and conservation best management practices.

6.6 COORDINATION WITH REGIONAL WATER PLANNING GROUPS

The City has been working with the local Regional Water Planning Groups (Region C and G) to help develop the water conservation plan documents. This Water Conservation Plan has been discussed with Regional Water Planning Group consultants and is consistent with their methodology and structure. Letters documenting that a copy of the Water Conservation Plan was sent to the Chairs of the Region C and G Water Planning Groups are attached in Appendix D.

7.0 ADDITIONAL CONSERVATION EFFORTS

7.1 WATER-CONSERVING PLUMBING FIXTURES

The City of Fort Worth should adopt new plumbing code standards to be consistent with the 1.28 gallon toilet requirement of the Texas Health and Safety Code, Title 5, Subtitle B, Chapter 372 effective January 1, 2014. This code should be formally adopted by the City Council and included in the Code of Ordinances. This code encourages water conservation through the requirement that all toilets sold, offered for sale or distributed must be a dual flush toilet that may not exceed 1.28 gallons per flush on average or for one full flush. The projected demands for Fort Worth that will be included in the *2016 Region C Water Plan* will account for the new plumbing code requirement. The City routinely inspects new construction, remodeling, add-ons, etc., through building permits to ensure installation of fixtures adheres to current codes.

The City has several programs to encourage the replacement of high water use fixtures, the SmartFlush voucher program and SmartFlush commercial program. The City also has the CARE program for low income and elderly customers for toilet replacement. Since 2009 these programs combined to distribute over 30,000 toilets.

7.2 REUSE

The City of Fort Worth currently has a direct reuse program in place at its Village Creek Water Reclamation Facility which supplies reuse water to Dallas-Fort Worth Airport, Arlington and Euless. Expansion of the reuse program is a major component of the City's vision to manage its water resources in the most efficient manner. The City is currently conducting a feasibility study to expand its direct reuse program to potentially supply the central part of the City. The feasibility study is looking to identify customers currently using potable water for irrigation or other purposes that could convert to reuse.

TRWD has a Texas water right allowing the diversion of return flows of treated wastewater from the Trinity River. The water will be pumped from the river into constructed wetlands for treatment and then pumped into Richland-Chambers Reservoir and Cedar Creek Reservoir. The wetlands project will ultimately provide 115,500 acre-feet per year, of which 10,000 acre-feet per year can be supplied from existing facilities. A portion of this indirect reuse is provided to the City of Fort Worth.



7.3 LANDSCAPE WATER MANAGEMENT

The City has an existing ordinance which prohibits wasting water. This ordinance prohibits watering between 10 a.m. and 6 p.m. year round. In addition the Irrigation ordinance requires that only licensed irrigators alter existing or install new irrigation systems within Fort Worth. The City has adopted ordinances to require rain and freeze sensors on new irrigation systems.

The City has conducted pilot programs to assess different water-saving methodologies and technologies at City athletic fields. The Gateway Park development includes synthetic turf on soccer and rugby fields to improve levels of water conservation at this facility. The best, most effective methods will be considered for all appropriate City facilities. Once it has been determined that specific landscape water management techniques are effective, they will be presented to private facilities such as golf courses and to customers with significant irrigated areas.

The City and other regional water providers (North Texas Municipal Water District, Tarrant Regional Water District, Upper Trinity Regional Water District, the Trinity River Authority and the city of Dallas) have collaborated and agreed upon implementing a year round no more than twice per week watering schedule. The City will have a mandatory twice per week water schedule similar to Stage 1 of its drought plan. The schedule is included as Table 7-1. The two instances when this schedule has been implemented during Stage 1 drought (in 2011 and currently in 2013-2014) it has shown to have savings of 8 percent and 9 percent respectively.

TABLE 7-1: TWICE PER WEEK WATERING SCHEDULE

Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday
No outdoor watering	Non-residential	Residential addresses ending in (0,2,4,6,8)	Residential addresses ending in (1,3,5,7,9)	Non-residential	Residential addresses ending in (0,2,4,6,8)	Residential addresses ending in (1,3,5,7,9)

7.4 CONSERVATION PROGRAMS FOR INDUSTRIAL, COMMERCIAL, AND INSTITUTIONAL ACCOUNTS

The City contracts with a vendor to offer comprehensive audits to these customers. These audits generally consist of a review of the current water use for the customer, their processes, and an audit of their irrigation system (if applicable). All of the analysis from the report is then summarized into a report detailing recommended improvements, the cost, savings and return on investment. Based on analysis

performed by the vendor the program can account for savings of approximately 65-80 million gallons annually at an approximate cost of \$2.35 per thousand gallons.

7.5 ADDITIONAL PRACTICES, METHODS, AND TECHNIQUES

7.5.1 Internal City Water Conservation Effort

The City has implemented water conservation measures internally within City Hall and a number of its other buildings and parks and will continue to do so over the next five-year planning period. This includes retrofits of toilets, faucets, and showerheads, and development of a landscape program in conjunction with the Parks and Community Services Department. The City will also continue to analyze water savings from these measures. The City will also promote demonstration gardens such as the Water Conservation Garden at the Fort Worth Botanic Gardens.

7.5.2 Water Conservation Advisory Committee

The Water Conservation Advisory Committee was formed in August of 2005 to review the current outlook for water supply in North Central Texas, evaluate potential conservation strategies and make recommendations to the Water Director. The Committee comprises a diverse cross section of customer classes and interests. This committee provides review of specific water conservation measures.

7.5.3 Graywater

Residential graywater use (i.e., recycling water within the home using a dual plumbing system) is another potential water supply. The Texas Administrative Code Chapter 210 has rules governing the use of graywater for domestic purposes, industrial, commercial or institutional purposes and irrigation. At this time this practice is not considered economically feasible on a large residential scale, however it may be evaluated on a case-by-case basis for other customer classes.

7.5.4 Rainwater Harvesting and Condensate Reuse

Rainwater harvesting and condensate reuse provide a potential source of supply that could be used for non-potable purposes such as landscape irrigation. Large properties with this potential supply could offset a portion of their irrigation demand depending on the storage capacity. Rainwater and condensate reuse should be evaluated on a case-by-case basis to determine if it is cost effective for large properties. At this time the City will not implement a rebate/giveaway program, but the City will continue to educate the



public about the possibility of rain water harvesting and direct them to classes such as the Master Gardner's.

The Water department has partnered with the Storm water Department for the past three years to offer a rain barrel distribution program. The program works with a direct supplier to offer customers rain barrels at the direct. Then City staff works to advertise the program, register customers and provide a distribution date for customers to pick up their rain barrel. The program has minimal cost for the City to implement.

7.5.5 Weather Stations

TRWD is developing an interactive weather station program to install weather stations throughout its service area to provide consumers with a weekly e-mail and information through a website in determining an adequate amount of supplemental water that is needed to maintain healthy grass in specific locations. This service will provide the public advanced information regarding outdoor irrigation needs, thereby reducing water use. Through a series of selections on the type of irrigation system a consumer has, a weekly email that will tell the customer how long (in minutes) an irrigation system needs to run based on the past seven days of weather. This recommendation provides the actual amount of supplemental water that is required for a healthy lawn based on research of the Texas A&M Agrilife Extension Service and proven technologies. Fort Worth will promote this program, encourage its retail and wholesale customers to participate in the program, and make the information available through its website.

7.5.6 Residential Landscape Ordinance

The City of Fort Worth is projected to have substantial population growth in the next fifty years. The additional population will require additional housing. A residential landscape ordinance could impact the landscaping of future homes. The residential landscape ordinance should be crafted in conjunction with the City Planning and Development Department to identify drought tolerant turf, groundcover, shrubs and trees that are allowed to be planted at new homes. Once an ordinance is crafted it should be reviewed by the Water Conservation Advisory Committee. It is recommended that the City consider adopting a residential landscape ordinance in the next five years.

7.5.7 GIS tools

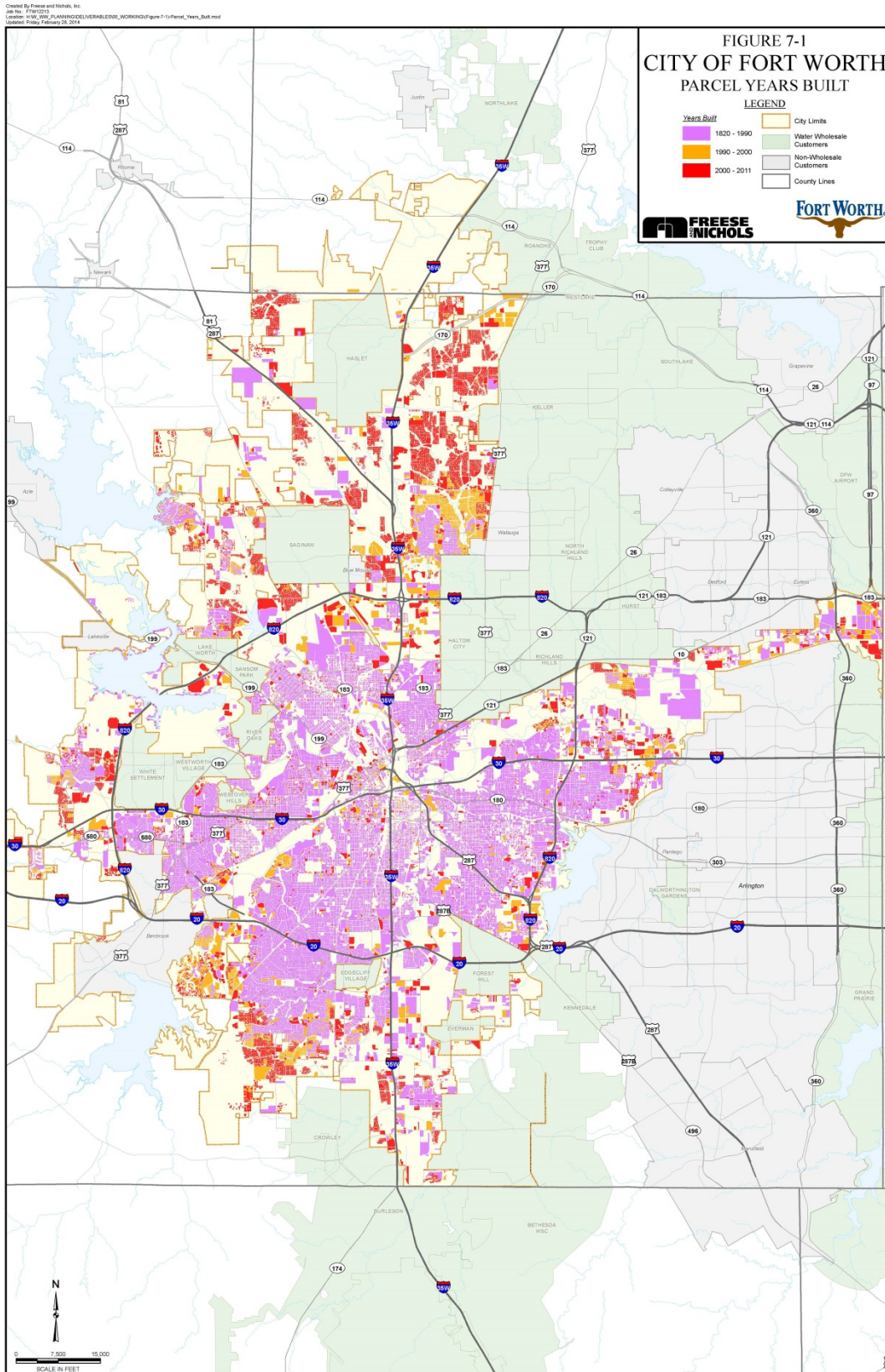
GIS is a powerful analysis tool to analyze data with a spatial component. Conservation staff will begin working with GIS staff in the water department to build a database for water conservation (including program participation, water use, violations etc.). The GIS tools available could be as simple as identifying



target areas for retrofit program based on the Tarrant County Appraisal District data, to as detailed as tying water use to each individual parcel within the City. Figure 7-1 shows the year built of homes within the Fort Worth city limits. Those areas shaded in purple represent homes that were built prior to 1990 and potentially to have older high use plumbing fixtures. Areas shaded in orange were built between 1990-2000, while those shaded in red were built after 2000.

As the amount of data continues to increase and with the possibility of smart meters, GIS is a potential tool to manage the data and identify where water conservation, leak detection and meter replacement programs should be targeted to achieve the greatest savings.

FIGURE 7-1 – CITY OF FORT WORTH PARCEL YEAR BUILT



7.5.8 Smart Meters

New technology known as smart meters or Advanced Metering Infrastructure (AMI) has the potential to change the way water consumption is measured. Many cities have begun to test these meters through pilot programs to determine if they should begin to use these meters as part of their meter replacement program. The advantages of these meters are that they can be read remotely reducing staff cost and provide real time meter readings to identify leaks or other anomalies in water use. Smart meters also have the potential to provide a valuable education component where a customer could view a “dashboard” of their previous, current and projected water use. Some of the disadvantages of these meters are the capital cost to convert to these systems including the additional cost to manage the data they provide. City staff will develop a pilot program to determine the cost effectiveness and potential savings of using smart meters in the next five years.

8.0 ADOPTION OF WATER CONSERVATION PLAN; PERIODIC REVIEW AND UPDATE OF PLAN

Opportunity for public comment on the plan was provided at a City of Fort Worth public meeting on February 27, 2014. Appendix E contains a copy of the minutes of the April 1, 2014 City Council meeting at which this Water Conservation Plan was adopted.

TCEQ requires that water conservation plans be reviewed and, if necessary, updated every five years to coincide with the regional water planning process. This Water Conservation Plan will be updated as required by TCEQ and, in addition, will be continually reassessed for opportunities to improve water efficiency and conservation based on new or updated information.

APPENDIX A
LIST OF REFERENCES

APPENDIX A

LIST OF REFERENCES

1. Title 30 of the Texas Administrative Code, Part 1, Chapter 288, Subchapter A, Rules 288.1 and 288.5, and Subchapter B, Rule 288.22, downloaded from [http://info.sos.state.tx.us/pls/pub/readtac\\$ext.ViewTAC?tac_view=4&ti=30&pt=1&ch=288](http://info.sos.state.tx.us/pls/pub/readtac$ext.ViewTAC?tac_view=4&ti=30&pt=1&ch=288), June 2013.
2. Tarrant Regional Water District, “Water Conservation and Drought Contingency Plan”, prepared by the Tarrant Regional Water District, April 2009
3. Water Conservation Implementation Task Force: “Texas Water Development Board Report 362, Water Conservation Best Management Practices Guide,” prepared for the Texas Water Development Board, Austin, November 2004.
4. Water Conservation Advisory Council: Guidance and Methodology for Reporting on Water Conservation and Water Use, December 2012
5. Texas Commission on Environmental Quality Annual Report.
http://www.tceq.texas.gov/permitting/water_rights/conserves.html#imple

APPENDIX B

**TEXAS COMMISSION OF ENVIRONMENTAL QUALITY RULES ON
MUNICIPAL WATER CONSERVATION PLANS**

APPENDIX B

TEXAS COMMISSION OF ENVIRONMENTAL QUALITY RULES ON MUNICIPAL WATER CONSERVATION PLANS

<u>TITLE 30</u>	ENVIRONMENTAL QUALITY
<u>PART 1</u>	TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
<u>CHAPTER 288</u>	WATER CONSERVATION PLANS, DROUGHT CONTINGENCY PLANS, GUIDELINES AND REQUIREMENTS
<u>SUBCHAPTER A</u>	WATER CONSERVATION PLANS
<u>RULE §288.1</u>	Definitions

The following words and terms, when used in this chapter, shall have the following meanings, unless the context clearly indicates otherwise.

(1) Agricultural or Agriculture--Any of the following activities:

(A) cultivating the soil to produce crops for human food, animal feed, or planting seed or for the production of fibers;

(B) the practice of floriculture, viticulture, silviculture, and horticulture, including the cultivation of plants in containers or non-soil media by a nursery grower;

(C) raising, feeding, or keeping animals for breeding purposes or for the production of food or fiber, leather, pelts, or other tangible products having a commercial value;

(D) raising or keeping equine animals;

(E) wildlife management; and

(F) planting cover crops, including cover crops cultivated for transplantation, or leaving land idle for the purpose of participating in any governmental program or normal crop or livestock rotation procedure.



- (2) Agricultural use--Any use or activity involving agriculture, including irrigation.
- (3) Best management practices--Voluntary efficiency measures that save a quantifiable amount of water, either directly or indirectly, and that can be implemented within a specific time frame.
- (4) Conservation--Those practices, techniques, and technologies that reduce the consumption of water, reduce the loss or waste of water, improve the efficiency in the use of water, or increase the recycling and reuse of water so that a water supply is made available for future or alternative uses.
- (5) Commercial use--The use of water by a place of business, such as a hotel, restaurant, or office building. This does not include multi-family residences or agricultural, industrial, or institutional users.
- (6) Drought contingency plan--A strategy or combination of strategies for temporary supply and demand management responses to temporary and potentially recurring water supply shortages and other water supply emergencies. A drought contingency plan may be a separate document identified as such or may be contained within another water management document(s).
- (7) Industrial use--The use of water in processes designed to convert materials of a lower order of value into forms having greater usability and commercial value, and the development of power by means other than hydroelectric, but does not include agricultural use.
- (8) Institutional use--The use of water by an establishment dedicated to public service, such as a school, university, church, hospital, nursing home, prison or government facility. All facilities dedicated to public service are considered institutional regardless of ownership.
- (9) Irrigation--The agricultural use of water for the irrigation of crops, trees, and pastureland, including, but not limited to, golf courses and parks which do not receive water from a public water supplier.
- (10) Irrigation water use efficiency--The percentage of that amount of irrigation water which is beneficially used by agriculture crops or other vegetation relative to the amount of water diverted from the source(s) of supply. Beneficial uses of water for irrigation purposes include, but are not limited to, evapotranspiration needs for vegetative maintenance and growth, salinity management, and leaching requirements associated with irrigation.
- (11) Mining use--The use of water for mining processes including hydraulic use, drilling, washing sand and gravel, and oil field re-pressuring.



(12) Municipal use--The use of potable water provided by a public water supplier as well as the use of sewage effluent for residential, commercial, industrial, agricultural, institutional, and wholesale uses.

(13) Nursery grower--A person engaged in the practice of floriculture, viticulture, silviculture, and horticulture, including the cultivation of plants in containers or nonsoil media, who grows more than 50% of the products that the person either sells or leases, regardless of the variety sold, leased, or grown. For the purpose of this definition, grow means the actual cultivation or propagation of the product beyond the mere holding or maintaining of the item prior to sale or lease, and typically includes activities associated with the production or multiplying of stock such as the development of new plants from cuttings, grafts, plugs, or seedlings.

(14) Pollution--The alteration of the physical, thermal, chemical, or biological quality of, or the contamination of, any water in the state that renders the water harmful, detrimental, or injurious to humans, animal life, vegetation, or property, or to the public health, safety, or welfare, or impairs the usefulness or the public enjoyment of the water for any lawful or reasonable purpose.

(15) Public water supplier--An individual or entity that supplies water to the public for human consumption.

(16) Residential use--The use of water that is billed to single and multi-family residences, which applies to indoor and outdoor uses.

(17) Residential gallons per capita per day--The total gallons sold for residential use by a public water supplier divided by the residential population served and then divided by the number of days in the year.

(18) Regional water planning group--A group established by the Texas Water Development Board to prepare a regional water plan under Texas Water Code, §16.053.

(19) Retail public water supplier--An individual or entity that for compensation supplies water to the public for human consumption. The term does not include an individual or entity that supplies water to itself or its employees or tenants when that water is not resold to or used by others.

(20) Reuse--The authorized use for one or more beneficial purposes of use of water that remains unconsumed after the water is used for the original purpose of use and before that water is either disposed of or discharged or otherwise allowed to flow into a watercourse, lake, or other body of state-



owned water.

(21) Total use--The volume of raw or potable water provided by a public water supplier to billed customer sectors or nonrevenue uses and the volume lost during conveyance, treatment, or transmission of that water.

(22) Total gallons per capita per day (GPCD)--The total amount of water diverted and/or pumped for potable use divided by the total permanent population divided by the days of the year. Diversion volumes of reuse as defined in this chapter shall be credited against total diversion volumes for the purposes of calculating GPCD for targets and goals.

(23) Water conservation plan--A strategy or combination of strategies for reducing the volume of water withdrawn from a water supply source, for reducing the loss or waste of water, for maintaining or improving the efficiency in the use of water, for increasing the recycling and reuse of water, and for preventing the pollution of water. A water conservation plan may be a separate document identified as such or may be contained within another water management document(s).

(24) Wholesale public water supplier--An individual or entity that for compensation supplies water to another for resale to the public for human consumption. The term does not include an individual or entity that supplies water to itself or its employees or tenants as an incident of that employee service or tenancy when that water is not resold to or used by others, or an individual or entity that conveys water to another individual or entity, but does not own the right to the water which is conveyed, whether or not for a delivery fee.

(25) Wholesale use--Water sold from one entity or public water supplier to other retail water purveyors for resale to individual customers.

Source Note: The provisions of this §288.1 adopted to be effective May 3, 1993, 18 TexReg 2558; amended to be effective February 21, 1999, 24 TexReg 949; amended to be effective April 27, 2000, 25 TexReg 3544; amended to be effective August 15, 2002, 27 TexReg 7146; amended to be effective October 7, 2004, 29 TexReg 9384; amended to be effective January 10, 2008, 33 TexReg 193; amended to be effective December 6, 2012, 37 TexReg 9515

<u>TITLE 30</u>	ENVIRONMENTAL QUALITY
<u>PART 1</u>	TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
<u>CHAPTER 288</u>	WATER CONSERVATION PLANS, DROUGHT CONTINGENCY PLANS, GUIDELINES AND REQUIREMENTS
<u>SUBCHAPTER A</u>	WATER CONSERVATION PLANS
RULE §288.2	Water Conservation Plans for Municipal Uses by Public Water Suppliers

(a) A water conservation plan for municipal water use by public water suppliers must provide information in response to the following. If the plan does not provide information for each requirement, the public water supplier shall include in the plan an explanation of why the requirement is not applicable.

(1) Minimum requirements. All water conservation plans for municipal uses by public water suppliers must include the following elements:

(A) a utility profile in accordance with the Texas Water Use Methodology, including, but not limited to, information regarding population and customer data, water use data (including total gallons per capita per day (GPCD) and residential GPCD), water supply system data, and wastewater system data;

(B) a record management system which allows for the classification of water sales and uses into the most detailed level of water use data currently available to it, including, if possible, the sectors listed in clauses (i) - (vi) of this subparagraph. Any new billing system purchased by a public water supplier must be capable of reporting detailed water use data as described in clauses (i) - (vi) of this subparagraph:

- (i) residential;
 - (I) single family;
 - (II) multi-family;
- (ii) commercial;
- (iii) institutional;



- (iv) industrial;
- (v) agricultural; and,
- (vi) wholesale.

(C) specific, quantified five-year and ten-year targets for water savings to include goals for water loss programs and goals for municipal use in total GPCD and residential GPCD. The goals established by a public water supplier under this subparagraph are not enforceable;

(D) metering device(s), within an accuracy of plus or minus 5.0% in order to measure and account for the amount of water diverted from the source of supply;

(E) a program for universal metering of both customer and public uses of water, for meter testing and repair, and for periodic meter replacement;

(F) measures to determine and control water loss (for example, periodic visual inspections along distribution lines; annual or monthly audit of the water system to determine illegal connections; abandoned services; etc.);

(G) a program of continuing public education and information regarding water conservation;

(H) a water rate structure which is not "promotional," i.e., a rate structure which is cost-based and which does not encourage the excessive use of water;

(I) a reservoir systems operations plan, if applicable, providing for the coordinated operation of reservoirs owned by the applicant within a common watershed or river basin in order to optimize available water supplies; and

(J) a means of implementation and enforcement which shall be evidenced by:

(i) a copy of the ordinance, resolution, or tariff indicating official adoption of the water conservation plan by the water supplier; and

(ii) a description of the authority by which the water supplier will implement and enforce the conservation plan; and

(K) documentation of coordination with the regional water planning groups for the service area of the public water supplier in order to ensure consistency with the appropriate approved regional water plans.

(2) Additional content requirements. Water conservation plans for municipal uses by public drinking water suppliers serving a current population of 5,000 or more and/or a projected

population of 5,000 or more within the next ten years subsequent to the effective date of the plan must include the following elements:

(A) a program of leak detection, repair, and water loss accounting for the water transmission, delivery, and distribution system;

(B) a requirement in every wholesale water supply contract entered into or renewed after official adoption of the plan (by either ordinance, resolution, or tariff), and including any contract extension, that each successive wholesale customer develop and implement a water conservation plan or water conservation measures using the applicable elements in this chapter. If the customer intends to resell the water, the contract between the initial supplier and customer must provide that the contract for the resale of the water must have water conservation requirements so that each successive customer in the resale of the water will be required to implement water conservation measures in accordance with the provisions of this chapter.

(3) Additional conservation strategies. Any combination of the following strategies shall be selected by the water supplier, in addition to the minimum requirements in paragraphs (1) and (2) of this subsection, if they are necessary to achieve the stated water conservation goals of the plan. The commission may require that any of the following strategies be implemented by the water supplier if the commission determines that the strategy is necessary to achieve the goals of the water conservation plan:

(A) conservation-oriented water rates and water rate structures such as uniform or increasing block rate schedules, and/or seasonal rates, but not flat rate or decreasing block rates;

(B) adoption of ordinances, plumbing codes, and/or rules requiring water-conserving plumbing fixtures to be installed in new structures and existing structures undergoing substantial modification or addition;

(C) a program for the replacement or retrofit of water-conserving plumbing fixtures in existing structures;

(D) reuse and/or recycling of wastewater and/or graywater;

(E) a program for pressure control and/or reduction in the distribution system and/or for customer connections;

(F) a program and/or ordinance(s) for landscape water management;

(G) a method for monitoring the effectiveness and efficiency of the water conservation plan;

and

(H) any other water conservation practice, method, or technique which the water supplier shows to be appropriate for achieving the stated goal or goals of the water conservation plan.

(b) A water conservation plan prepared in accordance with 31 TAC §363.15 (relating to Required Water Conservation Plan) of the Texas Water Development Board and substantially meeting the requirements of this section and other applicable commission rules may be submitted to meet application requirements in accordance with a memorandum of understanding between the commission and the Texas Water Development Board.

(c) A public water supplier for municipal use shall review and update its water conservation plan, as appropriate, based on an assessment of previous five-year and ten-year targets and any other new or updated information. The public water supplier for municipal use shall review and update the next revision of its water conservation plan every five years to coincide with the regional water planning group.

Source Note: The provisions of this §288.2 adopted to be effective May 3, 1993, 18 TexReg 2558; amended to be effective February 21, 1999, 24 TexReg 949; amended to be effective April 27, 2000, 25 TexReg 3544; amended to be effective October 7, 2004, 29 TexReg 9384; amended to be effective December 6, 2012, 37 TexReg 9515



<u>TITLE 30</u>	ENVIRONMENTAL QUALITY
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<u>SUBCHAPTER A</u>	WATER CONSERVATION PLANS
RULE §288.5	Water Conservation Plans for Wholesale Water Suppliers

A water conservation plan for a wholesale water supplier must provide information in response to each of the following paragraphs. If the plan does not provide information for each requirement, the wholesale water supplier shall include in the plan an explanation of why the requirement is not applicable.

(1) Minimum requirements. All water conservation plans for wholesale water suppliers must include the following elements:

(A) a description of the wholesaler's service area, including population and customer data, water use data, water supply system data, and wastewater data;

(B) specific, quantified five-year and ten-year targets for water savings including, where appropriate, target goals for municipal use in gallons per capita per day for the wholesaler's service area, maximum acceptable water loss, and the basis for the development of these goals. The goals established by wholesale water suppliers under this subparagraph are not enforceable;

(C) a description as to which practice(s) and/or device(s) will be utilized to measure and account for the amount of water diverted from the source(s) of supply;

(D) a monitoring and record management program for determining water deliveries, sales, and losses;

(E) a program of metering and leak detection and repair for the wholesaler's water storage, delivery, and distribution system;

(F) a requirement in every water supply contract entered into or renewed after official adoption of the



water conservation plan, and including any contract extension, that each successive wholesale customer develop and implement a water conservation plan or water conservation measures using the applicable elements of this chapter. If the customer intends to resell the water, then the contract between the initial supplier and customer must provide that the contract for the resale of the water must have water conservation requirements so that each successive customer in the resale of the water will be required to implement water conservation measures in accordance with applicable provisions of this chapter;

(G) a reservoir systems operations plan, if applicable, providing for the coordinated operation of reservoirs owned by the applicant within a common watershed or river basin. The reservoir systems operations plans shall include optimization of water supplies as one of the significant goals of the plan;

(H) a means for implementation and enforcement, which shall be evidenced by a copy of the ordinance, rule, resolution, or tariff, indicating official adoption of the water conservation plan by the water supplier; and a description of the authority by which the water supplier will implement and enforce the conservation plan; and

(I) documentation of coordination with the regional water planning groups for the service area of the wholesale water supplier in order to ensure consistency with the appropriate approved regional water plans.

(2) Additional conservation strategies. Any combination of the following strategies shall be selected by the water wholesaler, in addition to the minimum requirements of paragraph (1) of this section, if they are necessary in order to achieve the stated water conservation goals of the plan. The commission may require by commission order that any of the following strategies be implemented by the water supplier if the commission determines that the strategies are necessary in order for the conservation plan to be achieved:

(A) conservation-oriented water rates and water rate structures such as uniform or increasing block rate schedules, and/or seasonal rates, but not flat rate or decreasing block rates;

(B) a program to assist agricultural customers in the development of conservation pollution prevention and abatement plans;

(C) a program for reuse and/or recycling of wastewater and/or graywater; and

(D) any other water conservation practice, method, or technique which the wholesaler shows to be



appropriate for achieving the stated goal or goals of the water conservation plan.

(3) Review and update requirements. The wholesale water supplier shall review and update its water conservation plan, as appropriate, based on an assessment of previous five-year and ten-year targets and any other new or updated information. A wholesale water supplier shall review and update the next revision of its water conservation plan every five years to coincide with the regional water planning group.

Source Note: The provisions of this §288.5 adopted to be effective May 3, 1993, 18 TexReg 2558; amended to be effective February 21, 1999, 24 TexReg 949; amended to be effective April 27, 2000, 25 TexReg 3544; amended to be effective October 7, 2004, 29 TexReg 9384; amended to be effective December 6, 2012, 37 TexReg 9515

APPENDIX C

CITY OF FORT WORTH UTILITY PROFILES BASED ON TCEQ FORMAT

APPENDIX D

LETTERS TO REGION C AND REGION G WATER PLANNING GROUPS

APPENDIX E
ADOPTION OF WATER CONSERVATION PLAN



APPENDIX E
ADOPTION OF WATER CONSERVATION PLAN

Part B25

TOWN OF WESTLAKE

ORDINANCE NO. 503

AN ORDINANCE AMENDING CHAPTER 94, UTILITIES, ARTICLE II, WATER; WASTEWATER, OF THE TOWN OF WESTLAKE CODE OF ORDINANCES, BY ADDING SECTION 94-33 DROUGHT CONTINGENCY PLAN; PROVIDING A PENALTY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the Board of Aldermen finds that conservation of water and protection of water supplies is crucial to sustaining the quality of life of the residents and businesses of the Town of Westlake; and

WHEREAS, the Town of Westlake's Wholesale Water Contract with the City of Fort Worth requires that the Town of Westlake institute and apply the same rationing, conservation measures, or restrictions to the use of water by Westlake customers for so long as any part of Westlake's total water supply is being furnished by Fort Worth; and

WHEREAS, The Board of Aldermen desires to comply with the Fort Worth Wholesale Water Contract and TCEQ regulations concerning drought contingency planning.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: That all matters stated in the preamble are found to be true and correct and are incorporated herein as if copied in their entirety.

SECTION 2: That a new Section 94-33 *Drought Contingency Plan* is added to Chapter 94, Article II of the Town of Westlake Code of Ordinances to read as follows:

Sec. 94-33. Drought Contingency Plan

(a) Adoption

The Town of Westlake shall enforce drought contingency measures stipulated by the City of Fort Worth via the Fort Worth Drought Contingency Plan. Such measures will constitute the Town of Westlake Drought Contingency Plan.

(b) Implementation

The Town shall implement the Drought Contingency Plan whenever required by the City of Fort Worth. The Town will provide public notice of the effective dates any time a stage of the plan is elevated or terminated by the City of Fort Worth at the next available regularly scheduled meeting of the Board of Aldermen.

(c) Drought Contingency Plan Measures

1. Outdoor watering is prohibited between the hours of 10 a.m. and 6 p.m.
2. Irrigation must not result in a substantial amount of water to fall upon impervious areas instead of a lawn or landscape, such that a constant stream of water overflows from the lawn or landscape onto a street or other drainage area.
3. An irrigation system or other lawn watering device may not operate during any form of precipitation.
4. An irrigation system with broken or missing sprinkler heads may not be operated until repaired.
5. An irrigation system that has not been properly maintained in a manner that prevents the waste of water may not be operated until repaired.
6. All Westlake water customers supplied with irrigation by a private water well must post signs provided exclusively by the Town of Westlake identifying the private well irrigation system. Each water customer must purchase the prescribed sign, clearly post the sign in the front yard of the residence or business, and maintain the sign for the duration of the drought. The cost of the water well irrigation sign is \$15.
7. Additional water conservation measures may be implemented by the Board of Aldermen as dictated by the City of Fort Worth

(d) Enforcement

The Town of Westlake shall share enforcement water restrictions and water conservation measures as required by the City of Fort Worth.

(e) Violations and penalties.

Any person, who violates, disobeys, omits, neglects or refuses to comply with a measure implemented in accordance with this section and the drought contingency plan shall be fined up to the amount of \$500.00 per violation or the maximum amount as allowed by law for each and every violation. Each day constitutes a new and separate violation.

SECTION 3: That all provisions of Section 94, not hereby amended shall remain in full force and effect.

SECTION 4: It is hereby declared to be the intention of the Board of Aldermen of the Town of Westlake, Texas, that sections, paragraphs, clauses and phrases of this Ordinance are severable, and if any phrase, clause, sentence, paragraph or section of this Ordinance shall be declared legally invalid or unconstitutional by the valid judgment or decree of any court of competent jurisdiction, such legal invalidity or unconstitutionality shall not affect any of the remaining phrases, clauses, sentences, paragraphs or sections of this Ordinance since the same would have been enacted by the Board of Aldermen of the Town of Westlake without the incorporation in this Ordinance of any such legally invalid or unconstitutional, phrase, sentence, paragraph or section.

SECTION 5: The Town Manager or his designee is hereby directed to file a copy of the Water Conservation and Drought Contingency Plan and this Ordinance with the Texas Commission on Environmental Quality in accordance with Title 30, Chapter 238 of the Texas Administrative Code.

SECTION 6: In addition to and accumulative of all other penalties, the Town shall have the right to seek injunctive relief for any and all violations of this ordinance.

SECTION 7: This ordinance shall take effect immediately from and after its passage as the law in such case provides.

PASSED AND APPROVED ON THIS 12th DAY OF JUNE 2006.

ATTEST:



Scott Bradley, Mayor

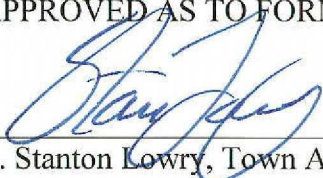


Jean Dwinnell, Town Secretary



Trent O. Petty, Town Manager

APPROVED AS TO FORM:



L. Stanton Lowry, Town Attorney

Part B25

TOWN OF WESTLAKE

ORDINANCE NO. 504

AN ORDINANCE OF THE TOWN OF WESTLAKE, TEXAS, AMENDING CHAPTER 98, ARTICLE III, SECTION 98-83 OF THE TOWN OF WESTLAKE CODE OF ORDINANCES BY ADDING SUB-SECTION (C) IRRIGATION CONSERVATION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Town of Westlake's Board of Aldermen finds conservation of water and protection of water supplies are in the best interest of its citizens; and

WHEREAS, The Town of Westlake is obligated to implement and enforce water conservation measures described in the Town's wholesale water customer contract with the City of Fort Worth; and

WHEREAS, The Board of Aldermen of the Town of Westlake desires to amend the provisions of Section 98-83 related to irrigation requirements in the Town of Westlake, Texas:

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: That all matters stated in the preamble are found to be true and correct and are incorporated herein as if copied in their entirety.

SECTION 2: Sec. 98-83 of the Westlake Code of Ordinances is hereby amended to add sub-section (c) Irrigation Conservation to read as follows:

Sec. 98-83. Irrigation Requirements

(c) Irrigation Conservation

(1) *Maintenance.* The owner of an irrigation system shall be responsible for the maintenance and operation of the system. Irrigation systems must be maintained and monitored to comply with all Town requirements including alteration and/or limiting of irrigation scheduling during drought conditions. All irrigations systems must:

- (i) prevent water to fall upon impervious areas instead of a lawn or landscape, such that a constant stream of water overflows from the lawn or landscape onto a street or other drainage area.
- (ii) cease operation during any form of precipitation.
- (iii) cease operation in the event a sprinkler head is broken or missing until repaired.
- (iv) be properly maintained in a manner that prevents the waste of water.

(2) *Rain Sensing Devices and Freeze Gauges.*

- (i) Any commercial or industrial customer class irrigation system installed within the Town on or after June 12, 2006 must be equipped with rain and freeze sensors.
- (ii) Any commercial or industrial customer class irrigation system installed before June 12, 2006 may not be operated after June 12, 2007 without being equipped with rain and freeze sensors.
- (iii) The potable water supply to lawn irrigation system shall be protected against backflow in accordance with the most current International Codes (IRC, IBC, IPC) and/or ordinances adopted by the Board of Alderman relating to cross connections. All rain and freeze sensors for commercial customer class lawn irrigation systems shall under go annual inspection and testing concurrent with schedules associated with the requirements of the International Codes.
- (iv) Any residential customer class irrigation system installed within the Town on or after June 1, 2007 must be equipped with rain and freeze sensors.

SECTION 3: That all provisions of Section 98-83, not hereby amended shall remain in full force and effect.

SECTION 4: It is hereby declared to be the intention of the Board of Aldermen of the Town of Westlake, Texas, that sections, paragraphs, clauses and phrases of this Ordinance are severable, and if any phrase, clause, sentence, paragraph or section of this Ordinance shall be declared legally invalid or unconstitutional by the valid judgment or decree of any court of competent jurisdiction, such legal invalidity or unconstitutionality shall not affect any of the remaining phrases, clauses, sentences, paragraphs or sections of this Ordinance since the same would have been enacted by the Board of Aldermen of the Town of Westlake without the incorporation in this Ordinance of any such legally invalid or unconstitutional, phrase, sentence, paragraph or section.

SECTION 5: Any person, who violates, disobeys, omits, neglects or refuses to comply with a measure implemented in accordance with this section and the drought contingency plan shall be fined up to the amount of \$500.00 per violation or the maximum amount as allowed by law for each and every violation. Each day constitutes a new and separate violation.

SECTION 6: In addition to and accumulative of all other penalties, the Town shall have the right to seek injunctive relief for any and all violations of this ordinance.


SECTION 7: This ordinance shall take effect immediately from and after its passage as the law in such case provides.

PASSED AND APPROVED ON THIS 12th DAY OF JUNE 2006.

ATTEST:



Scott Bradley, Mayor

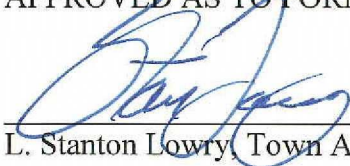


Jean Dwinnell, Town Secretary



Trent O. Petty, Town Manager

APPROVED AS TO FORM:



L. Stanton Lowry, Town Attorney

Part B25

TOWN OF WESTLAKE

ORDINANCE NO. 735

AN ORDINANCE OF THE TOWN OF WESTLAKE, TEXAS, AMENDING CHAPTER 94, UTILITIES, ARTICLE II, WATER AND WASTEWATER, SECTION 94-33, DROUGHT CONTINGENCY, OF THE TOWN OF WESTLAKE CODE OF ORDINANCES, AS AMENDED; PROVIDING A PENALTY CLAUSE; PROVIDING A CUMULATIVE CLAUSE; PROVIDING A SEVERABILITY CLAUSE; PROVIDING A SAVINGS CLAUSE; AUTHORIZING PUBLICATION; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the Town of Westlake Town Council finds conservation of water and protection of water supplies are in the best interest of its citizens; and

WHEREAS, The Town of Westlake is obligated to implement and enforce drought contingency efforts as acknowledged in the Town's current water contract with the City of Fort Worth; and

WHEREAS, The Town Council desire to amend the provisions of Section 94-33 related to drought contingency in the Town of Westlake, Texas Code of Ordinances:

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: That all matters stated in the preamble are found to be true and correct and are incorporated herein as if copied in their entirety.

SECTION 2: Chapter 94, Utilities, Article II, Water and Wastewater, Section 94-33 of the Town of Westlake Code of Ordinances, as amended, is hereby further amended as follows:

ARTICLE II: WATER; WASTEWATER

Sec. 94-33. Drought Contingency Plan

- (a) Adoption. The Town of Westlake shall enforce drought contingency measures stipulated by the City of Fort Worth via the most recently adopted City of Fort Worth Drought Contingency Plan. Such measures will constitute the Town of Westlake Drought Contingency Plan.
- (b) Implementation. The town shall implement the drought contingency plan whenever required by the City of Fort Worth. The town will provide public notice of the effective dates any time a stage of the plan is elevated or terminated by the City of Fort Worth at the next available regularly scheduled meeting of the Town Council.
- (c) Drought contingency plan measures.

- (1) Outdoor watering is prohibited between the hours of 10:00 a.m. and 6:00 p.m.
 - (2) Outdoor watering is permitted only on the day designated as an outdoor water use day for the property's address as adopted by Ordinance in Chapter 98 of the Town of Westlake Code of Ordinances
 - (3) Irrigation must not result in a substantial amount of water to fall upon impervious areas instead of a lawn or landscape, such that a constant stream of water overflows from the lawn or landscape onto a street or other drainage area.
 - (4) An irrigation system or other lawn watering device may not operate during any form of precipitation.
 - (5) An irrigation system with broken or missing sprinkler heads may not be operated until repaired.
 - (6) An irrigation system that has not been properly maintained in a manner that prevents the waste of water may not be operated until repaired.
 - (7) All Westlake water customers supplied with irrigation by private water well must post signs identifying the private well irrigation system, clearly post the sign in the front yard of the residence or business, and maintain the sign for the duration of the drought.
 - (8) Additional water conservation and drought contingency measures, as identified in Chapter 98 of the Town of Westlake Code of Ordinances, may be implemented by the Town of Westlake or as required by the City of Fort Worth.
- (d) Enforcement. The Town of Westlake shall share enforcement of water restrictions, drought contingency, and conservation measures as required by the City of Fort Worth.

SECTION 3: That all provisions of this Ordinance shall remain in full force and effect.

SECTION 4: That this Ordinance shall be cumulative of all other Town Ordinances and all other provisions of other Ordinances adopted by the Town which are inconsistent with the terms or provisions of this Ordinance are hereby repealed.

SECTION 5: That any person, firm or corporation violating any of the provisions or terms of this ordinance shall be subject to the same penalty as provided for in the Code of Ordinances of the Town of Westlake, and upon conviction shall be punishable by a fine not to exceed the sum of Two Thousand Dollars (\$2,000.00) for each offense. Each day that a violation is permitted to exist shall constitute a separate offense.

SECTION 6: It is hereby declared to be the intention of the Town Council of the Town of Westlake, Texas, that sections, paragraphs, clauses and phrases of this Ordinance are severable, and if any phrase, clause, sentence, paragraph or section of this Ordinance shall be declared legally invalid or unconstitutional by the valid judgment or decree of any court of competent jurisdiction, such legal invalidity or unconstitutionality shall not affect any of the remaining phrases, clauses, sentences, paragraphs or sections of this Ordinance since the same would have been enacted by the Town Council of the Town of Westlake without the incorporation in this Ordinance of any such legally invalid or unconstitutional, phrase, sentence, paragraph or section.

SECTION 7: This ordinance shall take effect immediately from and after its passage as the law in such case provides.

PASSED AND APPROVED ON THIS 22ND DAY OF SEPTEMBER 2014.

ATTEST:



Laura Wheat, Mayor




Kelly Edwards, Town Secretary

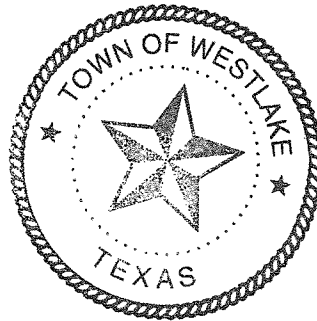


Thomas E. Brymer, Town Manager

APPROVED AS TO FORM:



L. Stanton Lowry, Town Attorney



INVOICE

Star-Telegram

808 Throckmorton St.
FORT WORTH, TX 76102
(817) 390-7761
Federal Tax ID 26-2674582

RECEIVED
SEP 29 2014

Customer ID: TOW27
Invoice Number: 331557761
Invoice Date: 9/25/2014
Terms: Net due in 21 days
Due Date: 9/30/2014
PO Number:
Order Number: 33155776
Sales Rep: 073
Description: TOWN OF WESTLA
Publication Dates: 9/24/2014 - 9/25/2014

Bill To:
TOWN OF WESTLAKE
3 VILLAGE CIR STE 202
WESTLAKE, TX 76262-7940

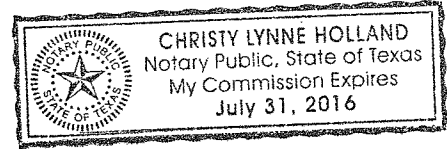
RECEIVED
SEP 20 2014

Description	Location	Col	Depth	Linage	MU	Rate	Amount
TOWN OF WESTLAKE	3580	1	31	31	LINE	\$6.14	\$380.72
Misc Fee							\$10.00
Net Amount:							\$390.72

TOWN OF WESTLAKE
ORDINANCE NO. 735
AN ORDINANCE OF THE TOWN OF
WESTLAKE, TEXAS, AMENDING
CHAPTER 94, UTILITIES, ARTICLE
II, WATER AND WASTEWATER,
SECTION 94-33, DROUGHT CON-
TINGENCY, OF THE TOWN OF
WESTLAKE CODE OF ORDINANC-
ES, AS AMENDED; PROVIDING A
PENALTY CLAUSE; PROVIDING A
CUMULATIVE CLAUSE; PROVIDING

A SEVERABILITY CLAUSE; PRO-
VIDING A SAVINGS CLAUSE; AU-
THORIZING PUBLICATION; AND
ESTABLISHING AN EFFECTIVE
DATE. SECTION 5: That any person,
firm or corporation violating any of
the provisions or terms of this
ordinance shall be subject to the
same penalty as provided for in the
Code of Ordinances of the Town of
Westlake, and upon conviction shall
be punishable by a fine not to
exceed the sum of Two Thousand
Dollars (\$2,000.00) for each of-
fense. Each day that a violation is
permitted to exist shall constitute
a separate offense. PASSED AND
APPROVED ON THIS 22ND DAY OF
SEPTEMBER 2014.

THE STATE OF TEXAS
County of Tarrant



Before me, a Notary Public in and for said County and State, this day personally appeared Deborah Baylor, Bid and Legal Coordinator for the Star-Telegram, published by the Star-Telegram, Inc. at Fort Worth, in Tarrant County, Texas; and who, after being duly sworn, did depose and say that the attached clipping of an advertisement was published in the above named paper on the listed dates: BIDS & LEGAL DEPT. STAR TELEGRAM (817) 390-7039

Signed

Deborah Baylor

SUBSCRIBED AND SWORN TO BEFORE ME, THIS Thursday, September 25, 2014.

Notary Public

Christy L. Holland

Thank You For Your Payment

Remit To: Star-Telegram
P.O. BOX 901051
FORT WORTH, TX 76101-2051

Customer ID: TOW27
Customer Name: TOWN OF WESTLAKE
Invoice Number: 331557761
Invoice Amount: \$390.72
PO Number:
Amount Enclosed: \$

TEXAS WATER DEVELOPMENT BOARD
WATER USE SURVEY

Part B26

WATER USE IN CALENDAR YEAR: 2017

SYSTEM NAME: TOWN OF WESTLAKE
 OPERATOR NAME:
 MULTIPLE SURVEY ORG:
 MAILING ADDRESS 1: 1500 Solana Blvd
 MAILING ADDRESS 2: Bldg 7, Ste 7200
 CITY/STATE/ZIP: Westlake TX 76262-
 PWS NAME: TOWN OF WESTLAKE

SURVEY NUMBER: 0947001
 PRIMARY USED COUNTY: TARRANT
 PRIMARY USED RIVER BASIN: TRINITY
 ORGANIZATION MAIN PHONE: 817-430-0941
 MAIN EMAIL: customerservice@westlake-tx.org
 WEB: www.westlake-tx.org
 PWS CODE: 2200350

INTAKE:

Water Type		County	Basin	Seller Name and/or Seller System		River / Reservoir	Metered or Estimated	Brackish / Saline (Y or N)	% Treated Prior to Intake	Total Volume (gallons)	
SURFACE WATER PURCHASED				CITY OF FORT WORTH			M	N	100.00	450,208,222	
JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
19,129,162	24,398,760	24,610,355	31,618,887	43,443,315	42,421,529	58,129,354	49,821,260	54,859,914	45,456,865	32,830,361	23,488,460

COUNTY CONNECTIONS:

COUNTY NAME	TOTAL CONNECTIONS
DENTON	5
TARRANT	803

CONNECTIONS & USAGE:

	CONNECTIONS	VOLUME (GALLONS)
TOTAL METERED RETAIL:	810	419,521,000
Residential - Single Family	700	287,299,000
Residential - Multi Family	0	0
Institutional	28	33,202,000
Commercial	82	99,020,000
Industrial	0	0
Agriculture	0	0
Reuse	0	0
TOTAL UNMETERED:	0	30,687,222

WATER SYSTEM INFORMATION:

Estimated full-time residential population served directly by this system	1,300
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A. Water Utility General Information

1. Water Utility Name	<u>TOWN OF WESTLAKE</u>		
1a. Regional Water Planning Area	<u>C</u>		
1b. Address	<u>3 VILLAGE CIR STE 202</u>		
	<u>WESTLAKE, TX 76262-7940</u>		
2. Contact Information			
2a. Name	<u>Jarrold Greenwood</u>		
2b. Telephone Number	<u>(817) 490-5717</u>		
2c. Email Address	<u>jgreenwood@westlake-tx.org</u>		
3. Reporting Period			
3a. Start Date	<u>01/01/2017</u>		
3b. End Date	<u>12/31/2017</u>		
4. Source Water Utilization			
4a. Surface Water	<u>100.00</u>	%	
4b. Ground Water	<u>0.00</u>	%	
5. Population Served			
5a. Retail Population Served	<u>1,300</u>		Assessment
5b. Wholesale Population Served	<u>0</u>		Scale
6. Utility's Length of Main Lines	<u>34.00</u>	miles	<u>4</u>
7. Total Retail Metered Connections - Active and Inactive	<u>810</u>		<u>4</u>
8. Number of Wholesale Connections Served	<u>0</u>		
9. Service Connection Density	<u>23.82</u>	connections per mile	
10. Average Yearly System Operating Pressure	<u>85.00</u>	psi	<u>2</u>
11. Volume Units of Measure	<u>Gallons</u>		

B. System Input Volume

12. Volume of Water Intake	<u>0</u>	gallons	
13. Produced Water	<u>0</u>	gallons	<u>N/A</u>
13a. Production Meter Accuracy	<u>0.0</u>	%	<u>N/A</u>
13b. Corrected Input Volume	<u>0</u>	gallons	
14. Total Treated Purchased Water	<u>450,208,222</u>	gallons	<u>5</u>
14a. Treated Purchased Water Meter Accuracy	<u>100.0</u>	%	<u>5</u>
14b. Corrected Treated Purchased Water Volume	<u>450,208,222</u>	gallons	

TEXAS WATER DEVELOPMENT BOARD

P.O. BOX 13231, CAPITOL STATION

AUSTIN, TX 78711-3231

2017 WATER AUDIT REPORT

15. Total Treated Wholesale Water Sales	0	gallons	N/A
15a. Treated Wholesale Water Meter Accuracy	0.0	%	N/A
15b. Corrected Treated Wholesale Water Sales Volume	0	gallons	
16. Total System Input Volume Line 13b + Line 14b - Line 15b	450,208,222	gallons	
C. Authorized Consumption			Assessment Scale
17. Billed Metered	419,521,000	gallons	4
18. Billed Unmetered	0	gallons	5
19. Unbilled Metered	0	gallons	5
20. Unbilled Unmetered	5,627,603	gallons	5
21. Total Authorized Consumption	425,148,603	gallons	
D. Water Losses			
22. Water Losses Line 16 - Line 21	25,059,619	gallons	
E. Apparent Losses			
23. Average Customer Meter Accuracy	99.00	%	2
24. Customer Meter Accuracy Loss	4,237,586	gallons	
25. Systematic Data Handling Discrepancy	0	gallons	2
26. Unauthorized Consumption	1,125,521	gallons	2
27. Total Apparent Losses	5,363,106	gallons	
F. Real Losses			
28. Reported Breaks and Leaks	0	gallons	2
29. Unreported Loss	19,696,513	gallons	2
30. Total Real Losses Line 28 + Line 29	19,696,513	gallons	
31. Total Water Losses Line 27 + Line 30	25,059,619	gallons	
32. Non-Revenue Water Line 31 + Line 19 + Line 20	30,687,222	gallons	
G. Technical Performance Indicator for Apparent Loss			
33. Apparent Losses Normalized Line 27 / Line 7 / 365	18.14	gallons lost per connection per day	

TEXAS WATER DEVELOPMENT BOARD

P.O. BOX 13231, CAPITOL STATION

AUSTIN, TX 78711-3231

2017 WATER AUDIT REPORT

H. Technical Performance Indicators for Real Loss

34. Real Loss Volume Line 30	<u>19,696,513</u>	gallons
35. Unavoidable Annual Real Losses Volume (5.41 * Line 6 + (Line 7 * 0.15)) * 365 * Line 10	<u>0</u>	gallons
36. Infrastructure Leakage Index Line 34 / Line 35	<u>0.00</u>	I.L.I
37. Real Losses Normalized - Service Connections Line 34 / Line 7 / 365	<u>0.00</u>	gallons lost per connection per day
38. Real Losses Normalized - Main Lines Line 34 / Line 6 / 365	<u>1587.15</u>	gallons lost per mile per day

I. Financial Performance Indicators

			Assessment Scale
39. Total Apparent Losses Line 27	<u>5,363,106</u>	gallons	
40. Retail Price of Water	<u>0.00539</u>	\$/gallons	<u>5</u>
41. Cost of Apparent Losses Line 39 x Line 40	<u>\$28,907.14</u>		
42. Total Real Losses Line 30	<u>19,696,513</u>	gallons	
43. Variable Production Cost of Water	<u>1,045.99574</u>	\$/gallons	<u>5</u>
44. Cost of Real Losses Line 42 x Line 43	<u>\$20,602,468,511.81</u>		
45. Total Cost Impact of Apparent and Real Losses Line 41 + Line 44	<u>\$20,602,497,418.95</u>		
46. Total Assessment Score	<u>79</u>		

J. System Losses and Gallons Per Capita per Day (GPCD)

47. Total Water Loss - Percentage	<u>5.57</u>	%
48. GPCD Input Line 16 / Line 5a / 365	<u>949</u>	
49. GPCD Loss Line 31 / Line 5a / 365	<u>53</u>	

K. Wholesale Factor Adjustments

50. Percent of Treated Wholesale Water Traveling through General Distribution System	<u>0.00</u>	%
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TEXAS WATER DEVELOPMENT BOARD

P.O. BOX 13231, CAPITOL STATION

AUSTIN, TX 78711-3231

2017 WATER AUDIT REPORT

51. Volume of Treated Wholesale Water Traveling through General Distribution System (Line 50/100) * Line 15b	<u>0</u>	gallons
52. Wholesale Factor Line 15b / (Line 13b + Line 14b)	<u>0.00</u>	
53. Adjusted Real Loss Volume ((1 - Line 52) x (Line 30 * Line 50 / 100)) + (Line 30 - (Line 30 * Line 50/100))	<u>19,696,513</u>	gallons
54. Adjusted Cost of Real Losses ((1 - Line 52) x (Line 44 * Line 50 / 100)) + (Line 44 - (Line 44 * Line 50/100))	<u>\$20,602,468,511.81</u>	
55. Adjusted Total Water Loss Volume ((1 - Line 52) x (Line 31 * Line 50 / 100)) + (Line 31 - (Line 31 * Line 50/100))	<u>25,059,619</u>	gallons
56. Adjusted Total Cost Impact of Apparent and Real Losses ((1 - Line 52) x (Line 45 * Line 50 / 100)) + (Line 45 - (Line 45 * Line 50/100))	<u>\$20,602,497,418.95</u>	
57. Adjusted Real Loss Per Connection ((1 - Line 52) x (Line 37 * Line 50 / 100)) + (Line 37 - (Line 37 * Line 50/100))	<u>0.00</u>	gallons lost per connection per day
58. Adjusted Real Loss Per Mile ((1 - Line 52) x (Line 38 * Line 50 / 100)) + (Line 38 - (Line 38 * Line 50/100))	<u>1587.15</u>	gallons lost per mile per day
59. Adjusted Infrastructure Leakage Index ((1 - Line 52) x (Line 36 * Line 50 / 100)) + (Line 36 - (Line 36 * Line 50/100))	<u>0.00</u>	I.L.I
60. Adjusted Total Water Loss - Percentage ((1 - Line 52) x (Line 47 * Line 50 / 100)) + (Line 47 - (Line 47 * Line 50/100))	<u>5.57</u>	%
61. Adjusted GPCD Loss ((1 - Line 52) x (Line 49 * Line 50 / 100)) + (Line 49 - (Line 49 * Line 50/100))	<u>53</u>	

Comments

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part C: Financial Information

Regional or wholesale providers, complete questions 29-31.

Retail providers, complete questions 32-34.

29. List top **TEN** customers of the system by annual usage in gallons and percentage of total usage, including whether any are in bankruptcy.

Customer Name	Annual Usage (gal)	Percent of Usage	Bankruptcy (Y/N)
N/A			

Comments: _____

30. List the top TEN customers of the system by gross revenues and percent of total revenues, including whether any are in bankruptcy

Customer Name	Annual Revenue(\$)	Percent of Revenue	Bankruptcy (Y/N)
N/A			

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

31. Provide a summary of the wholesale contracts with customers

Contract Type	Minimum annual amount	Usage fee per 1,000 gallons	Annual Operations and Maintenance	Annual Capital Costs	Annual Debt Service	Other
N/A						

32. List top **TEN** customers of the water and/or wastewater system by annual revenue with corresponding usage and percentage of total use, including whether any are in bankruptcy.

a. **WATER**

Customer Name	Annual Usage (gal)	Percent of Total Water Revenue	Bankruptcy (Y/N)
Deloitte	17,228,000	11.5	N
Fidelity Real Estate	14,497,000	9.8	N
Town of Westlake	6,435,000	8.2	N
Vaquero Club	1,974,000	3.9	N
HW 2421 Bam	2,676,000	3.0	N
Vaquero HOA	2,685,000	1.9	N
Hillwood Properties	3,333,000	1.6	N
Charles Schwab & Co	3,719,000	1.6	N
Westlake Academy	2,545,000	1.4	N
Glenwyck Farms H	2,142,000D	.8	N

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

b. **WASTEWATER**

Customer Name	Annual Usage (gal)	Percent of Total Wastewater Revenue	Bankruptcy (Y/N)
Deloitte	18,514,000	13.4	N
Fidelity Real Estate	13,837,000	11.7	N
Vaquero Club	1,639,000	2.3	N
HW 2421	2,795,000	2.1	N
RES326 Leasing	1,626,000	1.0	N
Calais Custom Homes	252,000	0.9	N
Westlake Academy	661,000	0.8	N
Quick Trip Corporation	767,000	0.6	N
Pentavia Custom Homes	232,000	0.6	N
Vernon Wells	762,000	0.6	N

33. Current Average Residential Usage and Rate Information

Service	Date of Last Rate Increase	Avg. Monthly Usage (gallons)	Avg. Monthly Bill (\$)	Avg. Monthly Increase Per Customer(\$)	Projected Monthly Increase Necessary (\$)
Water	1-23-2017	45,000	307.50	0.00	0.00
Wastewater	1-23-2017	15,000	161.50	0.00	0.00

34. Provide the number of customers for each of the past five years.

Year	Number of Customers
2017	792
2016	759
2015	660
2014	568
2013	541

All applicants complete questions 35-51 of the financial section, as applicable.

35. Disclose all issues that may affect the project or the applicant's ability to issue and/or repay debt (such as anticipated lawsuits, judgments, bankruptcies, major customer closings, etc.).

None

36. Has the applicant ever defaulted on any debt?

- Yes If yes, d
circumstances surrounding prior default(s). _____
- No

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

37. Does the applicant have taxing authority?

- Yes
- No

38. Provide the last five-years of data showing total taxable assessed valuation including net ad valorem taxes levied, corresponding tax rate (detailing debt service and general purposes), and tax collection rate.

Fiscal Year Ending	Net Taxable Assessed Value (\$)	Tax Rate	General Fund	Interest & Sinking Fund	Tax Levy \$	Percentage Current Collections	Percentage Total Collections
2017	1105075652	.13695	.12882	.00813	1514086	NA	NA
2016	946567754	.15634	.13947	.01687	1470666	98.16	99.77
2015	901719544	.15634	.13710	.01924	1450643	96.59	98.02
2014	898462598	.15684	.13888	.01796	1350188	99.23	99.20
2013	886227159	.15684	.14	.01487	1352097	99.90	99.93

Comments: _____

39. Attach the last five-years of tax assessed values delineated by Classification (Residential, Commercial and Industrial). **If applicant does not have taxing authority, provide the assessed values of the county.**

- a) **2017 attached (See Table 2 in Attached Annual Continuing Disclosure Report)**
- b) **2016 attached (See Table 2 in Attached Annual Continuing Disclosure Report)**
- c) **2015 attached (See Table 2 in Attached Annual Continuing Disclosure Report)**
- d) **2014 attached (See Table 2 in Attached Annual Continuing Disclosure Report)**
- e) **2013 attached (See Table 2 in Attached Annual Continuing Disclosure Report)**

40. Attach the direct and overlapping tax rate table:

- Attached tax rate table**

41. Provide the current top **TEN** taxpayers showing percentage of ownership to total assessed valuation. State if any are in bankruptcy and explain anticipated prospective impacts in the Comments blank, below. If any of these have changed in the past three years, please provide information on the changes to the top ten.

Taxpayer Name	Assessed Value	Percent of Total	Bankruptcy (Y/N)
Attachment C-41	See CAFR Pg. 105, Exhibit S-6		

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

--	--	--	--

Comments: _____

42. Provide the maximum tax rate permitted by law per \$100 of property value. **\$1.50**

43. Does the applicant collect sales tax?

Yes Provide the sales tax collection history for the past five years.

Fiscal Year Ending	Total Collections
2016	See Table 11 in attached Annual Continue Disclosure Report, Part C-43
2015	See Table 11 in attached Annual Continue Disclosure Report, Part C-43
2014	See Table 11 in attached Annual Continue Disclosure Report, Part C-43
2013	
2012	

No

44. Indicate the tax status of the proposed loan?

Tax-Exempt

Taxable

45. Proforma **(Select one of the four listed below) Please be sure the proforma reflects the schedule requested, including multi-phased funding options.**

a. System revenues are anticipated to be used to repay the proposed debt. Attach a proforma indicating the following information for each year the debt is outstanding:

- projected gross revenues
- operating and maintenance expenditures
- outstanding and proposed debt service requirements
- net revenues available for debt service and coverage of current and proposed debt paid from revenues

b. Taxes are anticipated to be used to repay the proposed debt. Attach a pro forma indicating the following information for each year the debt is outstanding:

- outstanding and proposed debt service requirements
- the tax rate necessary to repay current and proposed debt paid from taxes
- list the assumed collection rate and tax base used to prepare the schedule

c. Combination of system revenues and taxes to be used to repay the proposed debt. Attach a pro forma indicating the following information for each year the debt is outstanding:

- projected gross revenues, operating and maintenance expenditures, net revenues available for debt service
- outstanding and proposed debt service requirements
- the tax rate necessary to pay the current and proposed debt
- list the assumed collection rate and tax base used to prepare the schedule

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

- d. Another type of pledge will be used to repay the proposed debt. Attach a pro forma with information for each year the debt is outstanding, which includes projected revenues, annual expenditures, outstanding debt requirements, and revenues available for debt service.
 Attached

- 46. Attach a **FIVE** year comparative system operating statement (not condensed) including audited prior years and an unaudited year-to-date statement. Unaudited year-to-date statement must reflect the financial status for a period not exceeding the latest six months.
 Attached Operating Statement.

- 47. Attach **ONE** copy of an annual audit of financial statements, including the management letter, for the preceding fiscal year prepared by a certified public accountant or firm of accountants and, if the last annual audit was more than 6 months ago, then, provide interim financial information.
 Attached Annual Audit
 Attached Management Letter
 If applicable, attached interim financial information

- 48. Does the applicant have any outstanding debt? (Check all that apply)
 Yes, General obligation debt
 Yes, Revenue debt
 Yes, Authorized but unissued debt
 No

- 49. Attach a listing of total outstanding debt and identify the debt holder. Segregate by type (General Obligation or Revenue) and present a consolidated schedule for each, showing total annual requirements. Note any authorized but unissued debt.
 - a. General Obligation Debt:
 Yes
 Attached schedule. The schedule should also identify the debt holder.
 No

 - b. Revenue:
 Yes
 Attached schedule. The schedule should also identify the debt holder.
 No

 - c. Authorized by Unissued Debt:
 Yes
 Attached schedule. The schedule should also identify the debt holder.
 No

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

50. List the ten largest employers of the Applicant's service area:

Name	Number of Employees
Attached Part C 50	

Comments (example, any anticipated changes to the tax base, employers etc.) _____

51. Provide any current bond ratings with date received.

	Standard & Poor's	Date Received	Moody's	Date Received	Fitch	Date Received
G.O.						
Revenue						

52. Is the project intended to allow the applicant to provide or receive water or sewer services to or from another entity?

- Yes. If yes, the applicant must attach, at a minimum, the proposed agreement, contract, or other documentation establishing the service relationship, with the final and binding agreements provided prior to loan closing.
 - Attached**
- No.

Part C39

Municipal Secondary Market Disclosure Information Cover Sheet

This cover sheet is provided with a submission of information to the Electronic Municipal Market Access (EMMA) Dataport of the Municipal Securities Rulemaking Board (MSRB) pursuant to Securities and Exchange Commission (SEC) Rule 15c2-12.

Obligations for which this Submission of Information is Being Made:

Name of Issuer and/or Obligor: *Town of Westlake, Texas*

Name of Issue(s): *See Attachment*

CUSIP Numbers to which the information filed relates:

Nine-digit numbers: *See Attachment*

Six-digit number if information filed relates to all securities of the issuer:

Event Filing Pursuant to Rule 15c2-12:

- Principal/interest payment delinquency
- Non-payment related default
- Unscheduled draws on debt service reserve reflecting financial difficulties
- Unscheduled draw on credit enhancement reflecting financial difficulties
- Substitution of credit or liquidity provider, or its failure to perform
- Adverse tax opinion or event affecting the tax-exempt status
- Modification to rights of security holders
- Bond call
- Defeasance
- Release, substitution or sale of prop. securing repayment of the securities
- Rating change
- Failure to provide event filing information as required
- Tender offer/secondary market purchases
- Merger/consolidation/acquisition, and sale of all or substantially all assets
- Bankruptcy, insolvency, receivership or similar event
- Successor, Additional or Change in Trustee

Additional/Voluntary Disclosure:

- Amendment to continuing disclosure undertaking
- Change in obligated person
- Notice to investor pursuant to bond documents
- Communication from the Internal Revenue Service
- Bid for auction rate or other securities
- Capital or other financing plan
- Litigation/enforcement action
- Change in tender agent, remarketing agent or other ongoing party
- Derivative or other similar transaction
- Other Event-based disclosures

Financial or Operating Information being Submitted Herewith:

Annual Financial Report or CAFR

Financial Information & Operating Data

Other (describe) _____

Fiscal Period Covered: *September 30, 2016*

Monthly Quarterly Annual Other:

Contact Information:

Name of Contact Person: *Debbie Piper*

Email Address: dpiper@westlake-tx.org

Voice Telephone Number: *817-490-5712*

Employer: *Town of Westlake, Texas*

Above contact information is for: The Issuer The Obligor The Dissemination Agen

Title: *Finance Director*

Web Site Address: <http://www.westlake-tx.org/>

Fax Number: *817-430-1812*

Date: *March 6, 2017*

**ATTACHMENT TO RULE 15c2-12 FILING COVER SHEET
TOWN OF WESTLAKE, TEXAS
CUSIP NUMBERS OF SECURITIES COVERED BY THIS FILING
Issuer #96048P**

**(1) \$9,125,000 General Obligation
Refunding Bonds, Series 2007**

<u>Maturity</u>	<u>CUSIP No.</u>
5/1/2017	96048PCF1

**(2) \$7,375,000 General Obligation
Refunding Bonds, Series 2011**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PDC7
2/15/2019	96048PDD5
2/15/2020	96048PDE3
2/15/2021	96048PDF0
2/15/2022	96048PDG8
2/15/2023	96048PDH6
2/15/2024	96048PDJ2
2/15/2025	96048PDK9
2/15/2026	96048PDL7
2/15/2027	96048PDM5
2/15/2028	96048PDN3

**(3) \$2,200,000 General Obligation
Refunding Bonds, Series 2013**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PDU7
2/15/2019	96048PDV5
2/15/2020	96048PDW3
2/15/2022	96048PDY9
2/15/2025	96048PEA0
2/15/2028	96048PEB8

**(4) \$9,320,000 Combination Tax & Revenue
Certificates of Obligation, Series 2013**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PEG7
2/15/2019	96048PEH5
2/15/2020	96048PEJ1
2/15/2021	96048PEK8
2/15/2022	96048PEL6
2/15/2024	96048PEM4
2/15/2026	96048PEN2
2/15/2028	96048PEP7
2/15/2029	96048PEQ5
2/15/2030	96048PER3
2/15/2031	96048PES1
2/15/2033	96048PEU6
2/15/2036	96048PEV4
2/15/2039	96048PEW2
2/15/2043	96048PEX0

**(5) \$1,910,000 General Obligation
Refunding Bonds, Series 2014**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2028	96048PFA9
2/15/2029	96048PFB7
2/15/2030	96048PFC5
2/15/2031	96048PFD3
2/15/2032	96048PFE1

**(6) \$5,795,000 General Obligation
Refunding Bonds, Series 2017**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PFV3
2/15/2019	96048PFW1
2/15/2020	96048PFX9
2/15/2021	96048PFY7
2/15/2022	96048PFZ4
2/15/2023	96048PGA8
2/15/2024	96048PGB6
2/15/2025	96048PGC4
2/15/2026	96048PGD2
2/15/2027	96048PGE0
2/15/2028	96048PGF7
2/15/2029	96048PGG5
2/15/2030	96048PGH3
2/15/2031	96048PGJ9
2/15/2032	96048PGK6

ANNUAL CONTINUING DISCLOSURE REPORT
for fiscal year ended September 30, 2016
TOWN OF WESTLAKE, TEXAS
(Tarrant and Denton Counties)

The Town of Westlake, Texas (the "Issuer") is providing this Annual Continuing Disclosure Report, which includes updated quantitative financial information and operating data of the general type included in tables that were part of its Official Statement(s) relating to the securities listed in the preceding Attachment, although table numbers herein may vary from those in such Official Statement(s).

The Issuer's audited Comprehensive Annual Financial Report (CAFR) for its most recent fiscal year end is being filed simultaneously herewith.

Table 1 - Current Appraised Valuation, Exemptions and Tax Supported Debt

	<u>Tarrant County</u>	<u>Denton County</u>	<u>Total</u>
Total Market Value of Issuer Property for FY 2016-17	\$ 1,568,214,122	\$ 20,043,379	\$ 1,588,257,501
Homestead Cap Loss	(62,483,152)	-	(62,483,152)
Ag Deferrals (Productivity Loss)	<u>(78,172,761)</u>	<u>(16,643,604)</u>	<u>(94,816,365)</u>
Total Appraised Value of Issuer Property for FY 2016-17	<u>\$ 1,427,558,209</u>	<u>\$ 3,399,775</u>	<u>\$ 1,430,957,984</u>
Less Exemptions:			
Homestead Exemption - Local Option (General)	(100,346,357)	-	(100,346,357)
Homestead Exemption - Local Option (Over 65)	(595,000)	-	(595,000)
Abatements ⁽¹⁾	(135,433,473)	-	(135,433,473)
Reduction for Cases Before ARB	(59,278,265)	-	(59,278,265)
Reduction for Incomplete/In Process Accounts	(12,758,433)	-	(12,758,433)
Absolute Exemptions	(12,352,533)	(2,241,248)	(14,593,781)
Other Exemptions, Reductions	<u>(2,877,023)</u>	<u>-</u>	<u>(2,877,023)</u>
Total Adjustments, Exemptions	<u>(323,641,084)</u>	<u>(2,241,248)</u>	<u>(325,882,332)</u>
Taxable Assessed Valuation for FY 2016-17	<u>\$ 1,103,917,125</u>	<u>\$ 1,158,527</u>	<u>\$ 1,105,075,652</u>
Gross Principal Amount of Ad Valorem Tax Supported Debt as of 12/31/2016			\$ 36,322,000
Less: Principal Amount Such Debt Being Repaid From Sources Other Than Ad Valorem Taxes			<u>(34,695,000)</u>
Net Amount of Ad Valorem Tax Supported Debt as of 12/31/2016			<u>\$ 1,627,000</u>
Debt Service Fund Balance as of 09/30/2016			<u>\$ 30,468</u>

Sources: Tarrant and Denton Central Appraisal Districts; Issuer financial statements.

(1) The Issuer has granted partial tax abatements for two major facilities within its boundaries, including those used by Deloitte LLP and Fidelity Investments. Such abatements have 10-year terms and are subject to various terms and conditions, including in the case of both companies the satisfaction of certain employment targets, in order to qualify for abatement in any given year. The Deloitte LLP abatement expires October 2021, and the Fidelity Investments abatement expires November 2019.

Table 2 - Market Valuation and Exemptions by Category

Market Valuation	Fiscal Years Ending September 30,					
	2017		2016		2015	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real Estate, Residential	\$ 879,417,798	55.37%	\$ 669,171,945	50.52%	\$ 617,469,021	48.62%
Real Estate, Commercial	466,391,373	29.36%	455,595,734	34.40%	427,483,453	33.66%
Personal Prop, Comml/Indust	146,514,438	9.22%	122,122,330	9.22%	146,956,302	11.57%
Agricultural Properties	95,250,592	6.00%	77,073,547	5.82%	77,486,314	6.10%
Utilities	<u>683,300</u>	<u>0.04%</u>	<u>555,495</u>	<u>0.04%</u>	<u>497,410</u>	<u>0.04%</u>
Total Market Valuation	1,588,257,501	100.00%	1,324,519,051	100.00%	1,269,892,500	100.00%
Less Exemptions & Reductions						
Homestead Cap Loss	(62,483,152)		(5,553,073)		(16,626,670)	
Agricultural, Productivity Loss	(94,816,365)		(76,467,922)		(76,873,063)	
Homestead - Local Option	(100,346,357)		(85,558,380)		(86,061,862)	
Over 65 - Local Option	(595,000)		(605,000)		(561,700)	
Disabled - Local Option	-		-		-	
Abatements ⁽¹⁾	(135,433,473)		(162,354,187)		(163,938,263)	
Reduction for ARB Cases	(59,278,265)		(9,842,969)		(7,517,937)	
Reduction for Incomplete Accts	(12,758,433)		(22,863,722)		(1,780,074)	
Absolute Exemptions	(14,593,781)		(14,706,044)		(14,813,387)	
Disabled Veterans	-		-		-	
Nominal Value	-		-		-	
Other Exemptions, Reductions	<u>(2,877,023)</u>		<u>-</u>		<u>-</u>	
Net Taxable Assessed Valuation	<u>\$ 1,105,075,652</u>		<u>\$ 946,567,754</u>		<u>\$ 901,719,544</u>	

Market Valuation	Fiscal Years Ending September 30,			
	2014		2013	
	Amount	% of Total	Amount	% of Total
Real Estate, Residential	\$ 574,506,369	46.22%	\$ 545,598,263	44.65%
Real Estate, Commercial	438,047,262	35.24%	443,779,916	36.31%
Personal Prop., Commercial/Indust.	151,927,427	12.22%	140,063,086	11.46%
Agricultural Properties	78,589,129	6.32%	92,015,149	7.53%
Utilities	<u>-</u>	<u>0.00%</u>	<u>584,960</u>	<u>0.05%</u>
Total Market Valuation	1,243,070,187	100.00%	1,222,041,374	100.00%
Less Exemptions & Reductions				
Homestead Cap Loss	(2,499,033)		(4,783,528)	
Agricultural, Productivity Loss	(76,828,073)		(80,257,943)	
Homestead - Local Option	(77,856,727)		(72,510,736)	
Over 65 - Local Option	(551,700)		(535,000)	
Disabled - Local Option	-		(10,000)	
Abatements ⁽¹⁾	(172,174,981)		(168,861,045)	
Reduction for ARB Cases	-		-	
Reduction for Incomplete Accts	(2,574,101)		(2,695,142)	
Absolute Exemptions	(12,122,064)		(6,148,041)	
Disabled Veterans	-		(12,000)	
Nominal Value	(910)		(780)	
Other Exemptions, Reductions	<u>-</u>		<u>-</u>	
Net Taxable Assessed Valuation	<u>\$ 898,462,598</u>		<u>\$ 886,227,159</u>	

Source: Tarrant and Denton Central Appraisal Districts.

(1) The Issuer has granted partial tax abatements for two major facilities within its boundaries, including those used by Deloitte LLP and Fidelity Investments. Such abatements have 10-year terms and are subject to various terms and conditions, including in the case of both companies the satisfaction of certain employment targets, in order to qualify for abatement in any given year. The Deloitte LLP abatement expires October 2021, and the Fidelity Investments abatement expires November 2019.

Table 3 - Tax Rates, Levies, Collections and Ratios

	Fiscal Years Ending September 30,				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Bond Tax Rate	\$ 0.00813	\$ 0.01687	\$ 0.01924	\$ 0.01796	\$ 0.01487
Maintenance Tax Rate	0.12882	0.13947	0.13710	0.13888	0.14197
Total Tax Rate	<u>\$ 0.13695</u>	<u>\$ 0.15634</u>	<u>\$ 0.15634</u>	<u>\$ 0.15684</u>	<u>\$ 0.15684</u>
Taxable Assessed Valuation	<u>\$ 1,105,575,652</u>	<u>\$ 946,567,764</u>	<u>\$ 901,719,544</u>	<u>\$ 898,462,598</u>	<u>\$ 886,227,159</u>
Total Ad Valorem Taxes Levied	<u>\$ 1,514,086</u>	<u>\$ 1,470,666</u>	<u>\$ 1,450,643</u>	<u>\$ 1,350,188</u>	<u>\$ 1,352,097</u>
Current Collection Ratio	In process	98.16%	96.59%	99.23%	99.90%
Total Collection Ratio	In process	99.77%	98.02%	99.20%	99.93%
Gross Ad Valorem Tax Debt ⁽¹⁾	\$ 34,677,000	\$ 27,142,000	\$ 28,232,000	\$ 29,304,000	\$ 30,212,000
Gross Tax Debt Ratio to TAV	3.14%	2.87%	3.13%	3.26%	3.41%
Net Ad Valorem Tax Debt ⁽²⁾	\$ 1,552,000	\$ 1,627,000	\$ 1,727,000	\$ 1,824,000	\$ 1,917,000
Net Tax Debt Ratio to TAV	0.14%	0.17%	0.19%	0.20%	0.22%
Estimated Population	1,200	1,200	1,194	1,194	1,014
TAV per Capita	\$ 921,313	\$ 788,806	\$ 755,209	\$ 752,481	\$ 873,991
Gross Tax Debt per Capita ⁽¹⁾	\$ 28,897.50	\$ 22,618.33	\$ 23,644.89	\$ 24,542.71	\$ 29,794.87
Net Tax Debt per Capita ⁽²⁾	\$ 1,293.33	\$ 1,355.83	\$ 1,446.40	\$ 1,527.64	\$ 1,890.53

Sources: The District's audited financial statements; Tarrant and Denton Central Appraisal Districts; Texas Municipal Reports of the Municipal Advisory Council of Texas.

(1) As of fiscal year end; most recent fiscal year end is a projection and is subject to change.

(2) Only that portion of aggregate debt service that is attributable to the Issuer's Combination Tax and Revenue Certificate of Obligation, Series 2011 (the "Series 2011 Certificate"), with outstanding principal of \$1,627,000 as of 09/30/ 2016, is currently being paid from ad valorem tax revenues. Although the pledge of the Issuer's ad valorem tax continues for as long as all debt reflected in this table remains outstanding, the Issuer may use other funds to pay debt service.

(3) In certain years, the total collection ratio may be slightly lower than the current collection ratio due to refunds attributable to a prior tax year.

Table 4 - Largest Taxpayers

Name	Type of Business ⁽¹⁾	TAV for FY	% of TAV
		<u>2016-17</u>	<u>\$ 1,105,075,652</u>
BRE Solana LLC	Commercial Real Estate	\$ 173,218,573	15.67%
FMR Texas I LLC/Ltd. Partnership	Commercial Real Estate	80,939,255	7.32%
DCLI, LLC	Conference Center	47,521,483	4.30%
Fidelity Investments Inc.	Financial Services	39,098,584	3.54%
Dallas MTA LP (dba Verizon Wireless	Wireless Telecommunications	38,537,456	3.49%
Marsh USA Inc.	Risk Mgt., Insurance	15,402,373	1.39%
Lexington TNI Westlake, LP	Commercial Real Estate/REIT	14,618,533	1.32%
Prince Whipple Trust	Private Trust	7,070,782	0.64%
Keith Hutton	Personal	6,391,904	0.58%
Vernon Wells III and Charlene Wells	Personal	<u>5,837,063</u>	<u>0.53%</u>
Totals		<u>\$ 428,636,006</u>	<u>38.26%</u>

Source: Tarrant and Denton Central Appraisal Districts.

(1) Of the top ten taxpayers, the valuations of three are related solely to commercial real estate, representing approximately 24% of the Issuer's total tax base. The valuations of such property may fluctuate substantially from year to year. A downturn in the commercial real estate market could adversely affect the Issuer's tax base.

Table 5 - Debt Service Requirements

The following schedule sets forth the total debt service requirements of the Issuer's outstanding bonds and certificates of obligation for which it has levied its ad valorem tax (although a portion of those obligations may be paid from other sources):

Year End 9/30	Ad Valorem Tax Debt ⁽¹⁾			Principal Balance at 02/15/2017	% of Principal
	Principal	Interest	Total	\$35,787,000	Retired
2017	\$ 1,110,000	\$ 1,123,716	\$ 2,233,716	\$ 34,677,000	3.10%
2018	1,339,000	1,170,009	2,509,009	33,338,000	6.84%
2019	1,378,000	1,132,997	2,510,997	31,960,000	10.69%
2020	1,422,000	1,094,590	2,516,590	30,538,000	14.67%
2021	1,456,000	1,054,599	2,510,599	29,082,000	18.74%
2022	1,501,000	1,012,862	2,513,862	27,581,000	22.93%
2023	1,541,000	969,406	2,510,406	26,040,000	27.24%
2024	1,591,000	922,147	2,513,147	24,449,000	31.68%
2025	1,621,000	870,063	2,491,063	22,828,000	36.21%
2026	1,677,000	814,829	2,491,829	21,151,000	40.90%
2027	1,728,000	756,557	2,484,557	19,423,000	45.73%
2028	1,794,000	695,165	2,489,165	17,629,000	50.74%
2029	1,866,000	629,983	2,495,983	15,763,000	55.95%
2030	1,928,000	561,122	2,489,122	13,835,000	61.34%
2031	2,005,000	489,731	2,494,731	11,830,000	66.94%
2032	2,070,000	411,444	2,481,444	9,760,000	72.73%
2033	625,000	358,619	983,619	9,135,000	74.47%
2034	650,000	336,269	986,269	8,485,000	76.29%
2035	675,000	313,019	988,019	7,810,000	78.18%
2036	700,000	288,869	988,869	7,110,000	80.13%
2037	720,000	264,613	984,613	6,390,000	82.14%
2038	745,000	238,478	983,478	5,645,000	84.23%
2039	775,000	209,550	984,550	4,870,000	86.39%
2040	805,000	178,700	983,700	4,065,000	88.64%
2041	840,000	145,800	985,800	3,225,000	90.99%
2042	875,000	111,500	986,500	2,350,000	93.43%
2043	910,000	75,800	985,800	1,440,000	95.98%
2044	460,000	48,400	508,400	980,000	97.26%
2045	480,000	29,600	509,600	500,000	98.60%
2046	500,000	10,000	510,000	-	100.00%
Totals	<u>\$ 35,787,000</u>	<u>\$ 16,318,435</u>	<u>\$ 52,105,435</u>		

(1) Since the Issuer's fiscal year ended 09/30/2016, the Issuer issued refunding bonds and certificates of obligation. This debt service schedule takes into account both such financings (neither of which is reflected in the Comprehensive Annual Financial Report filed together herewith).

Table 6 - Authorized But Unissued Ad Valorem Tax Debt

Voter Authorized but Unissued Ad Valorem Tax Bonds:	None
Ad Valorem Tax Bond Elections Planned for Next 12 Months:	None
New Money Ad Valorem Tax Debt Not Requiring Voter Approval Planned During Next 12 Months:	Undetermined

Table 7 - Other Obligations

As of [September 30, 2016](#), the Issuer had certain other proprietary, contractual, special revenue and lease obligations payable from and secured by sources other than ad valorem taxes as described more fully in Note 5 to the audited financial statements included in the Issuer's Comprehensive Annual Financial Report filed together herewith (beginning on page 54).

Table 8 - Tax Adequacy

<u>Fiscal Year</u>	<u>Gross Ad Valorem Tax Debt Service</u>	<u>Est. Gross Ad Valorem Tax Rate ⁽¹⁾⁽²⁾</u>	<u>Net Ad Valorem Tax Debt Service</u>	<u>Est. Net Ad Valorem Tax Rate ⁽¹⁾⁽²⁾</u>
Current Year (2016-17)	\$2,233,716	\$0.2021	\$113,148	\$0.0102
Maximum Annual Debt Service	\$2,516,590	\$0.2277	\$151,800	\$0.0137
Average Annual Debt Service	\$1,736,848	\$0.1572	\$130,375	\$0.0118

(1) Prior to FYE 09/30/2011, the Issuer had not levied an ad valorem tax. Instead it paid debt service on its ad valorem tax debt from other lawfully available revenues. Only that portion of aggregate debt service that is attributable to the Issuer's Series 2011 Certificate, with an outstanding principal balance as of 09/30/2016 of \$1,627,000, is currently being paid from ad valorem tax revenues. Although the pledge of the Issuer's ad valorem tax continues for as long as all debt reflected in this table remains outstanding, the Issuer may use other funds to pay debt service.

(2) The Estimated Ad Valorem Tax Rate is the rate that would be required to be levied to pay debt service assuming no other source of payment, and further assuming a 100% collection ratio applied to the Issuer's current Taxable Assessed Valuation.

Table 9 - General Fund Summary Revenues and Expenditures

	Fiscal Years Ended September 30,				
	2016	2015	2014	2013	2012
Revenues:					
Sales tax	\$ 3,345,688	\$ 3,587,323	\$ 3,471,344	\$ 3,061,948	\$ 2,534,774
Property tax	1,318,058	1,256,796	1,198,374	1,236,978	1,271,975
Mixed beverage tax	61,476	59,184	51,602	39,727	38,286
Franchise tax	930,043	963,040	795,322	734,935	664,991
Interest income	18,911	10,078	10,503	9,286	14,060
Building permits and fees	2,715,236	1,200,790	1,175,075	969,735	598,394
Fines and penalties	796,014	734,152	730,441	695,167	622,338
Intergovernmental	-	3,810	3,540	10,331	-
Contributions	13,299	10,000	-	11,094	325,520
Miscellaneous	227,886	81,539	70,338	73,933	80,936
Total Revenues	9,426,611	7,906,712	7,506,539	6,843,134	6,151,274
Expenditures:					
General government and admin.	3,280,507	2,411,239	2,236,360	1,910,545	1,878,885
Public safety	2,453,857	2,490,551	2,146,587	1,967,584	2,224,469
Cultural and recreational	185,923	130,322	123,541	113,924	111,765
Public works	773,751	744,028	615,781	532,675	391,115
Capital outlay	50,563	748,297	20,875	50,014	-
Debt service	48,247	48,237	48,240	-	-
Total Operating Expenditures	6,792,848	6,572,674	5,191,384	4,574,742	4,606,234
Excess (deficiency) of revs over ex	2,633,763	1,334,038	2,315,155	2,268,392	1,545,040
Other Financing Sources (Uses):					
Proceeds from sale of assets	-	-	-	-	-
Note proceeds	-	-	34,710	-	-
Other proceeds <i>(insurance, asset sales)</i>	-	162,059	-	-	-
Transfers in ⁽¹⁾	277,878	521,320	56,419	609,826	583,857
Transfers out ⁽¹⁾	(912,718)	(2,290,385)	(1,504,397)	(1,090,392)	(880,486)
Total Other Sources (Uses)	(634,840)	(1,607,006)	(1,413,268)	(480,566)	(296,629)
Net Change in Fund Balance	1,998,923	(272,968)	901,887	1,787,826	1,248,411
Beginning Fund Balance	7,680,550	7,953,518	7,051,631	5,263,805	4,015,394
Ending Fund Balance	\$ 9,679,473	\$ 7,680,550	\$ 7,953,518	\$ 7,051,631	\$ 5,263,805

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

(1) Detailed information relating to transfers may be found in the notes to the audited financial statements included in the Issuer's Comprehensive Annual Financial Reports.

For the most recent fiscal year, see Note 9 on page 63 of the Comprehensive Annual Financial Report filed together herewith.

Table 9A - Changes in Net Position

Governmental Activities - Fiscal Years Ended September 30,

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Revenues:					
Program revenues:					
Fees, fines, charges for services	\$ 3,794,327	\$ 2,466,032	\$ 2,127,786	\$ 1,798,529	\$ 1,417,879
Operating grants, contributions	7,863,168	7,615,653	6,592,642	4,907,472	5,269,841
Capital grants, contributions	269,185	19,983,078	80,472	5,897,456	-
General revenues:					
Taxes					
Sales taxes	4,609,523	4,925,428	4,725,845	4,375,397	3,657,274
Property taxes	1,476,355	1,438,969	1,367,069	1,366,633	1,441,238
Hotel occupancy taxes	822,490	872,179	796,481	709,578	590,853
Mixed beverage taxes	61,476	59,184	51,602	39,727	38,286
Franchises taxes	930,043	963,040	795,322	734,935	664,991
Unrestricted grants	-	28,904	-	-	-
Interest on investments	55,600	198,199	26,713	24,218	33,353
Miscellaneous	241,501	-	246,633	1,023,149	1,112,858
Extraordinary items	-	-	-	-	(124,346)
Special item	-	-	-	-	67,760
Total revenues	<u>20,123,668</u>	<u>38,550,666</u>	<u>16,810,565</u>	<u>20,877,094</u>	<u>14,169,987</u>
Expenses:					
General government	4,491,557	3,145,716	2,784,587	2,606,785	2,518,490
Public safety	2,737,084	2,381,437	2,190,050	1,978,803	1,883,424
Culture and recreation	187,274	129,970	123,541	113,924	111,765
Economic development	141,779	171,757	147,680	267,973	216,901
Public works	1,102,636	1,081,996	955,794	626,423	546,039
Visitor services	740,835	665,936	493,087	521,521	475,719
Education	9,516,287	8,598,261	7,147,411	5,803,611	6,193,560
Interest on long-term debt	990,413	1,022,201	998,951	1,031,328	897,573
Total expenses	<u>19,907,865</u>	<u>17,197,274</u>	<u>14,841,101</u>	<u>12,950,368</u>	<u>12,843,471</u>
Excess (deficiency) before transfer:	215,803	21,353,392	1,969,464	7,926,726	1,326,516
Transfers	264,578	323,100	43,399	(485,591)	45,507
Change in net position	<u>480,381</u>	<u>21,676,492</u>	<u>2,012,863</u>	<u>7,441,135</u>	<u>1,372,023</u>
Effect of accounting principle change	-	(530,877)	(647,443)	-	-
Net position, beginning	<u>54,568,576</u>	<u>33,422,961</u>	<u>32,057,541</u>	<u>24,616,406</u>	<u>23,244,383</u>
Net position, ending	<u>\$ 55,048,957</u>	<u>\$ 54,568,576</u>	<u>\$ 33,422,961</u>	<u>\$ 32,057,541</u>	<u>\$ 24,616,406</u>

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 10 - General Fund Summary Balance Sheet

	Fiscal Years Ended September 30,				
	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Assets:					
Cash and investments	\$ 8,939,772	\$ 7,106,297	\$ 7,399,920	\$ 6,219,206	\$ 4,637,252
Property tax receivables	2,674	5,379	14,353	1,961	1,796
Accounts receivable	991,831	824,725	771,499	703,875	557,579
Due from other funds	199,237	164,147	157,353	165,140	149,641
Prepaid items	12,794	13,334	8,821	6,906	6,856
Restricted cash & investments	-	-	-	293,363	264,709
Total Assets	<u>\$ 10,146,308</u>	<u>\$ 8,113,882</u>	<u>\$ 8,351,946</u>	<u>\$ 7,390,451</u>	<u>\$ 5,617,833</u>
Liabilities, Deferred Inflows & Fund Balance:					
Liabilities:					
Unearned revenue	-	-	-	1,961	1,796
Accounts payable	464,160	427,953	372,092	336,859	352,232
Due to other funds	-	-	11,983	-	-
Total Liabilities	<u>464,160</u>	<u>427,953</u>	<u>384,075</u>	<u>338,820</u>	<u>354,028</u>
Deferred Inflows of Resources:					
Unavailable resources - prop taxes	2,675	5,379	14,353	-	-
Total Deferred Inflows	<u>2,675</u>	<u>5,379</u>	<u>14,353</u>	<u>-</u>	<u>-</u>
Fund Balances:					
Restricted/Committed/Nonspendabl	586,752	296,949	282,345	300,269	271,565
Unassigned	9,092,721	7,383,601	7,671,173	6,751,362	4,992,240
Total Fund Equity	<u>9,679,473</u>	<u>7,680,550</u>	<u>7,953,518</u>	<u>7,051,631</u>	<u>5,263,805</u>
Total Liabilities and Fund Equity	<u>\$ 10,146,308</u>	<u>\$ 8,113,882</u>	<u>\$ 8,351,946</u>	<u>\$ 7,390,451</u>	<u>\$ 5,617,833</u>

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 10A - Condensed Statement of Net Position

	Governmental Activities - Fiscal Years Ended September 30,				
	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Assets					
Current and other assets	\$ 23,271,426	\$ 29,451,181	\$ 14,197,535	\$ 21,781,962	\$ 12,185,864
Capital assets	62,414,763	54,470,449	50,205,686	41,121,883	34,313,615
Total Assets	<u>85,686,189</u>	<u>83,921,630</u>	<u>64,403,221</u>	<u>62,903,845</u>	<u>46,499,479</u>
Deferred outflows of resources	<u>2,546,463</u>	<u>1,549,467</u>	<u>1,194,749</u>	<u>1,247,851</u>	<u>-</u>
Liabilities					
Non-current liabilities	30,117,478	29,466,305	29,866,622	27,611,536	20,098,829
Other liabilities	2,984,891	1,377,466	2,308,387	1,986,917	1,784,244
Total Liabilities	<u>33,102,369</u>	<u>30,843,771</u>	<u>32,175,009</u>	<u>29,598,453</u>	<u>21,883,073</u>
Deferred inflows of resources	<u>81,326</u>	<u>58,750</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Position					
Net investments in capital assets	38,299,337	29,633,298	32,048,991	21,177,426	14,866,299
Restricted	7,489,048	17,827,177	2,284,947	4,242,491	4,726,376
Unrestricted	9,260,572	7,108,101	(910,977)	6,637,624	5,023,731
Total Net Position	<u>\$ 55,048,957</u>	<u>\$ 54,568,576</u>	<u>\$ 33,422,961</u>	<u>\$ 32,057,541</u>	<u>\$ 24,616,406</u>

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 11 - Municipal Sales Tax History

FYE	Sales Tax Revenues - Gov't'l. Funds ⁽¹⁾	Percentage of Ad Valorem Tax Levy	Ad Valorem Tax Rate Equivalent	Breakdown of Sales Tax Collected	
				Taxing Unit	Tax Rate
30-Sep				The Issuer (approximate allocation) :	
2012	\$3,657,274	254.02%	\$0.3868	General Fund	\$0.0100
2013	\$4,375,397	323.60%	\$0.4937	4B Economic Dev. Fund	\$0.0050
2014	\$4,725,845	350.01%	\$0.5260	Property Tax Reduction	\$0.0050
2015	\$4,925,428	339.53%	\$0.5462	State of Texas	<u>\$0.0625</u>
2016	\$4,609,523	313.43%	\$0.0487	Total	<u>\$0.0825</u>

Source: the Issuer's audited financial statements.

Table 12 - Status of Current Investments

As of November 30, 2016, the Issuer's investment portfolio, including its General Fund, Capital Projects Fund, Utility Fund, and other miscellaneous governmental, proprietary and component unit funds, was invested as follows (with no material difference between book and market values):

Investment Description	Issuer	Westlake	Total
		Academy ⁽¹⁾	
Bank Accounts (cash and cash equivalents)	\$ 15,665,559	\$ 1,143,963	\$ 16,809,522
TexPool	250	100	350
Total	<u>\$ 15,665,809</u>	<u>\$ 1,144,063</u>	<u>\$ 16,809,872</u>

Source: The Issuer's monthly statements and financial records; unaudited. See Comprehensive Annual Financial Report (Note III) for more investment information.

(1) Represents investments of the Westlake Academy, a component unit of the Issuer the balances and transactions of which are blended with the balances and transactions of the Issuer. Investments of other component units of the Issuer may also be blended with the Issuer or alternatively may be excluded and "discretely presented." See Footnotes I-A and I-B of the Issuer's audited financial statements included in its Comprehensive Annual Financial Report for more information regarding component units.

Estimated Overlapping Debt

Updated information relating to the Issuer as contained in the "Estimated Overlapping Debt" table of the final official statement(s) of debt previously issued, is contained in other tables of this annual continuing disclosure report. Information relating to the debt of other taxing entities within the boundaries of the Issuer that was contained in the "Estimated Overlapping Debt" table of the final official statement(s) has not been updated because it is not financial information or operating data of the Issuer. However, information relating to other taxing entities is contained in individual "Texas Municipal Reports" published by and available from the Texas Municipal Advisory Council at <http://www.mactexas.com>.

2585 - Westlake, Town of (General Obligation Debt) Overlapping Debt

- [Westlake, Town of \(General Obligation Debt\)](#)

[Download To Excel](#)

Taxing Body Ovlpng Amt	Debt Amount	As Of	%Ovlpng
Carroll ISD \$29,141,084	\$269,575,246 *	01/31/18	10.81
Denton Co 129,061	645,305,000 *	01/31/18	0.02
Keller ISD 8,412,835	706,960,916 *	01/31/18	1.19
Northwest ISD 01/31/18 2.64	803,407,028 * 21,209,946		
Tarrant Co 2,445,642	321,795,000 *	01/31/18	0.76
Tarrant Co Hosp Dist 164,597	20,835,000 *	01/31/18	0.79
Trophy Club MUD # 1 1,793,610	9,450,000 *	01/31/18	18.98

Total Overlapping Debt:			\$63,296,774
Westlake, Town of \$36,207,000*		01/31/18	

Total Direct and Overlapping Debt: \$99,503,774			
Total Direct and Overlapping Debt % of A.V.: 8.22%			
Total Direct and Overlapping Debt per Capita: \$78,349			
* Gross Debt			

Part C41

EXHIBIT S-6

**TOWN OF WESTLAKE
PRINCIPAL PROPERTY TAX PAYERS
CURRENT AND FIVE YEARS AGO
(UNAUDITED)**

2016				2011			
Taxpayer	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value	Taxpayer	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value
BRE Solana LLC	\$ 164,977,385	1	17.44%	Maguire Thomas Partners, etal	\$ 116,839,380	1	13.31%
FMR Texas, LLC/LTD Partnership	73,943,304	2	7.82%	FMR Texas, LLC/LTD Partnership	148,569,643	2	16.93%
DCLI, LLC	51,201,275	3	5.41%	Maguire Partners	39,117,985	3	4.46%
Fidelity Investments Inc.	19,681,046	4	2.08%	Lexington TNI Westlake LP	18,249,200	4	2.08%
Marsh USA Inc	15,402,374	5	1.63%	First American Leasing/Real Estate	17,636,457	5	2.01%
Lexington TNI Westlake LP	12,750,000	6	1.35%	DCLI, LLC	13,234,691	6	1.51%
Corelogic Solutions LLC	6,494,537	7	0.69%	Fidelity Investments	12,277,810	7	1.40%
Prince Whipple Trust	5,802,272	8	0.61%	Levi Strauss & Co.	8,215,271	8	0.94%
Vaquero Club, Inc.	5,383,416	9	0.57%	Westlake Terra, LLC	7,400,002	9	0.84%
Wells Vernon III	5,310,200	10	0.56%	EMC Corp	6,418,484	10	0.73%
Total	\$ 360,945,809		38.16%	Total	\$ 387,958,923		44.20%

Source: Tarrant County Appraisal District

Note: (1) Prior to fiscal year ended September 30, 2011, the Town of Westlake did not assess an ad valorem tax.

(2) Total Taxable Assessed Value including real and personal property for tax year 2010 (fiscal year 2011) is \$877,783,383.

(3) Total Taxable Assessed Value including real and personal property for tax year 2015 (fiscal year 2016) is \$945,997,666.

Part C43

Municipal Secondary Market Disclosure Information Cover Sheet

This cover sheet is provided with a submission of information to the Electronic Municipal Market Access (EMMA) Dataport of the Municipal Securities Rulemaking Board (MSRB) pursuant to Securities and Exchange Commission (SEC) Rule 15c2-12.

Obligations for which this Submission of Information is Being Made:

Name of Issuer and/or Obligor: *Town of Westlake, Texas*

Name of Issue(s): *See Attachment*

CUSIP Numbers to which the information filed relates:

Nine-digit numbers: *See Attachment*

Six-digit number if information filed relates to all securities of the issuer:

Event Filing Pursuant to Rule 15c2-12:

- Principal/interest payment delinquency
- Non-payment related default
- Unscheduled draws on debt service reserve reflecting financial difficulties
- Unscheduled draw on credit enhancement reflecting financial difficulties
- Substitution of credit or liquidity provider, or its failure to perform
- Adverse tax opinion or event affecting the tax-exempt status
- Modification to rights of security holders
- Bond call
- Defeasance
- Release, substitution or sale of prop. securing repayment of the securities
- Rating change
- Failure to provide event filing information as required
- Tender offer/secondary market purchases
- Merger/consolidation/acquisition, and sale of all or substantially all assets
- Bankruptcy, insolvency, receivership or similar event
- Successor, Additional or Change in Trustee

Additional/Voluntary Disclosure:

- Amendment to continuing disclosure undertaking
- Change in obligated person
- Notice to investor pursuant to bond documents
- Communication from the Internal Revenue Service
- Bid for auction rate or other securities
- Capital or other financing plan
- Litigation/enforcement action
- Change in tender agent, remarketing agent or other ongoing party
- Derivative or other similar transaction
- Other Event-based disclosures

Financial or Operating Information being Submitted Herewith:

Annual Financial Report or CAFR

Financial Information & Operating Data

Other (describe) _____

Fiscal Period Covered: *September 30, 2016*

Monthly Quarterly Annual Other:

Contact Information:

Name of Contact Person: *Debbie Piper*

Email Address: dpiper@westlake-tx.org

Voice Telephone Number: *817-490-5712*

Employer: *Town of Westlake, Texas*

Above contact information is for: The Issuer The Obligor The Dissemination Agen

Title: *Finance Director*

Web Site Address: <http://www.westlake-tx.org/>

Fax Number: *817-430-1812*

Date: *March 6, 2017*

**ATTACHMENT TO RULE 15c2-12 FILING COVER SHEET
TOWN OF WESTLAKE, TEXAS
CUSIP NUMBERS OF SECURITIES COVERED BY THIS FILING
Issuer #96048P**

**(1) \$9,125,000 General Obligation
Refunding Bonds, Series 2007**

<u>Maturity</u>	<u>CUSIP No.</u>
5/1/2017	96048PCF1

**(2) \$7,375,000 General Obligation
Refunding Bonds, Series 2011**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PDC7
2/15/2019	96048PDD5
2/15/2020	96048PDE3
2/15/2021	96048PDF0
2/15/2022	96048PDG8
2/15/2023	96048PDH6
2/15/2024	96048PDJ2
2/15/2025	96048PDK9
2/15/2026	96048PDL7
2/15/2027	96048PDM5
2/15/2028	96048PDN3

**(3) \$2,200,000 General Obligation
Refunding Bonds, Series 2013**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PDU7
2/15/2019	96048PDV5
2/15/2020	96048PDW3
2/15/2022	96048PDY9
2/15/2025	96048PEA0
2/15/2028	96048PEB8

**(4) \$9,320,000 Combination Tax & Revenue
Certificates of Obligation, Series 2013**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PEG7
2/15/2019	96048PEH5
2/15/2020	96048PEJ1
2/15/2021	96048PEK8
2/15/2022	96048PEL6
2/15/2024	96048PEM4
2/15/2026	96048PEN2
2/15/2028	96048PEP7
2/15/2029	96048PEQ5
2/15/2030	96048PER3
2/15/2031	96048PES1
2/15/2033	96048PEU6
2/15/2036	96048PEV4
2/15/2039	96048PEW2
2/15/2043	96048PEX0

**(5) \$1,910,000 General Obligation
Refunding Bonds, Series 2014**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2028	96048PFA9
2/15/2029	96048PFB7
2/15/2030	96048PFC5
2/15/2031	96048PFD3
2/15/2032	96048PFE1

**(6) \$5,795,000 General Obligation
Refunding Bonds, Series 2017**

<u>Maturity</u>	<u>CUSIP No.</u>
2/15/2018	96048PFV3
2/15/2019	96048PFW1
2/15/2020	96048PFX9
2/15/2021	96048PFY7
2/15/2022	96048PFZ4
2/15/2023	96048PGA8
2/15/2024	96048PGB6
2/15/2025	96048PGC4
2/15/2026	96048PGD2
2/15/2027	96048PGE0
2/15/2028	96048PGF7
2/15/2029	96048PGG5
2/15/2030	96048PGH3
2/15/2031	96048PGJ9
2/15/2032	96048PGK6

ANNUAL CONTINUING DISCLOSURE REPORT
for fiscal year ended September 30, 2016
TOWN OF WESTLAKE, TEXAS
(Tarrant and Denton Counties)

The Town of Westlake, Texas (the "Issuer") is providing this Annual Continuing Disclosure Report, which includes updated quantitative financial information and operating data of the general type included in tables that were part of its Official Statement(s) relating to the securities listed in the preceding Attachment, although table numbers herein may vary from those in such Official Statement(s).

The Issuer's audited Comprehensive Annual Financial Report (CAFR) for its most recent fiscal year end is being filed simultaneously herewith.

Table 1 - Current Appraised Valuation, Exemptions and Tax Supported Debt

	<u>Tarrant County</u>	<u>Denton County</u>	<u>Total</u>
Total Market Value of Issuer Property for FY 2016-17	\$ 1,568,214,122	\$ 20,043,379	\$ 1,588,257,501
Homestead Cap Loss	(62,483,152)	-	(62,483,152)
Ag Deferrals (Productivity Loss)	<u>(78,172,761)</u>	<u>(16,643,604)</u>	<u>(94,816,365)</u>
Total Appraised Value of Issuer Property for FY 2016-17	<u>\$ 1,427,558,209</u>	<u>\$ 3,399,775</u>	<u>\$ 1,430,957,984</u>
Less Exemptions:			
Homestead Exemption - Local Option (General)	(100,346,357)	-	(100,346,357)
Homestead Exemption - Local Option (Over 65)	(595,000)	-	(595,000)
Abatements ⁽¹⁾	(135,433,473)	-	(135,433,473)
Reduction for Cases Before ARB	(59,278,265)	-	(59,278,265)
Reduction for Incomplete/In Process Accounts	(12,758,433)	-	(12,758,433)
Absolute Exemptions	(12,352,533)	(2,241,248)	(14,593,781)
Other Exemptions, Reductions	<u>(2,877,023)</u>	<u>-</u>	<u>(2,877,023)</u>
Total Adjustments, Exemptions	<u>(323,641,084)</u>	<u>(2,241,248)</u>	<u>(325,882,332)</u>
Taxable Assessed Valuation for FY 2016-17	<u>\$ 1,103,917,125</u>	<u>\$ 1,158,527</u>	<u>\$ 1,105,075,652</u>
Gross Principal Amount of Ad Valorem Tax Supported Debt as of 12/31/2016			\$ 36,322,000
Less: Principal Amount Such Debt Being Repaid From Sources Other Than Ad Valorem Taxes			<u>(34,695,000)</u>
Net Amount of Ad Valorem Tax Supported Debt as of 12/31/2016			<u>\$ 1,627,000</u>
Debt Service Fund Balance as of 09/30/2016			<u>\$ 30,468</u>

Sources: Tarrant and Denton Central Appraisal Districts; Issuer financial statements.

(1) The Issuer has granted partial tax abatements for two major facilities within its boundaries, including those used by Deloitte LLP and Fidelity Investments. Such abatements have 10-year terms and are subject to various terms and conditions, including in the case of both companies the satisfaction of certain employment targets, in order to qualify for abatement in any given year. The Deloitte LLP abatement expires October 2021, and the Fidelity Investments abatement expires November 2019.

Table 2 - Market Valuation and Exemptions by Category

Market Valuation	Fiscal Years Ending September 30,					
	2017		2016		2015	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Real Estate, Residential	\$ 879,417,798	55.37%	\$ 669,171,945	50.52%	\$ 617,469,021	48.62%
Real Estate, Commercial	466,391,373	29.36%	455,595,734	34.40%	427,483,453	33.66%
Personal Prop, Comml/Indust	146,514,438	9.22%	122,122,330	9.22%	146,956,302	11.57%
Agricultural Properties	95,250,592	6.00%	77,073,547	5.82%	77,486,314	6.10%
Utilities	<u>683,300</u>	<u>0.04%</u>	<u>555,495</u>	<u>0.04%</u>	<u>497,410</u>	<u>0.04%</u>
Total Market Valuation	1,588,257,501	100.00%	1,324,519,051	100.00%	1,269,892,500	100.00%
Less Exemptions & Reductions						
Homestead Cap Loss	(62,483,152)		(5,553,073)		(16,626,670)	
Agricultural, Productivity Loss	(94,816,365)		(76,467,922)		(76,873,063)	
Homestead - Local Option	(100,346,357)		(85,558,380)		(86,061,862)	
Over 65 - Local Option	(595,000)		(605,000)		(561,700)	
Disabled - Local Option	-		-		-	
Abatements ⁽¹⁾	(135,433,473)		(162,354,187)		(163,938,263)	
Reduction for ARB Cases	(59,278,265)		(9,842,969)		(7,517,937)	
Reduction for Incomplete Accts	(12,758,433)		(22,863,722)		(1,780,074)	
Absolute Exemptions	(14,593,781)		(14,706,044)		(14,813,387)	
Disabled Veterans	-		-		-	
Nominal Value	-		-		-	
Other Exemptions, Reductions	<u>(2,877,023)</u>		<u>-</u>		<u>-</u>	
Net Taxable Assessed Valuation	<u>\$ 1,105,075,652</u>		<u>\$ 946,567,754</u>		<u>\$ 901,719,544</u>	

Market Valuation	Fiscal Years Ending September 30,			
	2014		2013	
	Amount	% of Total	Amount	% of Total
Real Estate, Residential	\$ 574,506,369	46.22%	\$ 545,598,263	44.65%
Real Estate, Commercial	438,047,262	35.24%	443,779,916	36.31%
Personal Prop., Commercial/Indust.	151,927,427	12.22%	140,063,086	11.46%
Agricultural Properties	78,589,129	6.32%	92,015,149	7.53%
Utilities	<u>-</u>	<u>0.00%</u>	<u>584,960</u>	<u>0.05%</u>
Total Market Valuation	1,243,070,187	100.00%	1,222,041,374	100.00%
Less Exemptions & Reductions				
Homestead Cap Loss	(2,499,033)		(4,783,528)	
Agricultural, Productivity Loss	(76,828,073)		(80,257,943)	
Homestead - Local Option	(77,856,727)		(72,510,736)	
Over 65 - Local Option	(551,700)		(535,000)	
Disabled - Local Option	-		(10,000)	
Abatements ⁽¹⁾	(172,174,981)		(168,861,045)	
Reduction for ARB Cases	-		-	
Reduction for Incomplete Accts	(2,574,101)		(2,695,142)	
Absolute Exemptions	(12,122,064)		(6,148,041)	
Disabled Veterans	-		(12,000)	
Nominal Value	(910)		(780)	
Other Exemptions, Reductions	<u>-</u>		<u>-</u>	
Net Taxable Assessed Valuation	<u>\$ 898,462,598</u>		<u>\$ 886,227,159</u>	

Source: Tarrant and Denton Central Appraisal Districts.

(1) The Issuer has granted partial tax abatements for two major facilities within its boundaries, including those used by Deloitte LLP and Fidelity Investments. Such abatements have 10-year terms and are subject to various terms and conditions, including in the case of both companies the satisfaction of certain employment targets, in order to qualify for abatement in any given year. The Deloitte LLP abatement expires October 2021, and the Fidelity Investments abatement expires November 2019.

Table 3 - Tax Rates, Levies, Collections and Ratios

	Fiscal Years Ending September 30,				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Bond Tax Rate	\$ 0.00813	\$ 0.01687	\$ 0.01924	\$ 0.01796	\$ 0.01487
Maintenance Tax Rate	0.12882	0.13947	0.13710	0.13888	0.14197
Total Tax Rate	<u>\$ 0.13695</u>	<u>\$ 0.15634</u>	<u>\$ 0.15634</u>	<u>\$ 0.15684</u>	<u>\$ 0.15684</u>
Taxable Assessed Valuation	<u>\$ 1,105,575,652</u>	<u>\$ 946,567,764</u>	<u>\$ 901,719,544</u>	<u>\$ 898,462,598</u>	<u>\$ 886,227,159</u>
Total Ad Valorem Taxes Levied	<u>\$ 1,514,086</u>	<u>\$ 1,470,666</u>	<u>\$ 1,450,643</u>	<u>\$ 1,350,188</u>	<u>\$ 1,352,097</u>
Current Collection Ratio	In process	98.16%	96.59%	99.23%	99.90%
Total Collection Ratio	In process	99.77%	98.02%	99.20%	99.93%
Gross Ad Valorem Tax Debt ⁽¹⁾	\$ 34,677,000	\$ 27,142,000	\$ 28,232,000	\$ 29,304,000	\$ 30,212,000
Gross Tax Debt Ratio to TAV	3.14%	2.87%	3.13%	3.26%	3.41%
Net Ad Valorem Tax Debt ⁽²⁾	\$ 1,552,000	\$ 1,627,000	\$ 1,727,000	\$ 1,824,000	\$ 1,917,000
Net Tax Debt Ratio to TAV	0.14%	0.17%	0.19%	0.20%	0.22%
Estimated Population	1,200	1,200	1,194	1,194	1,014
TAV per Capita	\$ 921,313	\$ 788,806	\$ 755,209	\$ 752,481	\$ 873,991
Gross Tax Debt per Capita ⁽¹⁾	\$ 28,897.50	\$ 22,618.33	\$ 23,644.89	\$ 24,542.71	\$ 29,794.87
Net Tax Debt per Capita ⁽²⁾	\$ 1,293.33	\$ 1,355.83	\$ 1,446.40	\$ 1,527.64	\$ 1,890.53

Sources: The District's audited financial statements; Tarrant and Denton Central Appraisal Districts; Texas Municipal Reports of the Municipal Advisory Council of Texas.

(1) As of fiscal year end; most recent fiscal year end is a projection and is subject to change.

(2) Only that portion of aggregate debt service that is attributable to the Issuer's Combination Tax and Revenue Certificate of Obligation, Series 2011 (the "Series 2011 Certificate"), with outstanding principal of \$1,627,000 as of 09/30/ 2016, is currently being paid from ad valorem tax revenues. Although the pledge of the Issuer's ad valorem tax continues for as long as all debt reflected in this table remains outstanding, the Issuer may use other funds to pay debt service.

(3) In certain years, the total collection ratio may be slightly lower than the current collection ratio due to refunds attributable to a prior tax year.

Table 4 - Largest Taxpayers

Name	Type of Business ⁽¹⁾	TAV for FY	% of TAV
		<u>2016-17</u>	<u>\$ 1,105,075,652</u>
BRE Solana LLC	Commercial Real Estate	\$ 173,218,573	15.67%
FMR Texas I LLC/Ltd. Partnership	Commercial Real Estate	80,939,255	7.32%
DCLI, LLC	Conference Center	47,521,483	4.30%
Fidelity Investments Inc.	Financial Services	39,098,584	3.54%
Dallas MTA LP (dba Verizon Wireless	Wireless Telecommunications	38,537,456	3.49%
Marsh USA Inc.	Risk Mgt., Insurance	15,402,373	1.39%
Lexington TNI Westlake, LP	Commercial Real Estate/REIT	14,618,533	1.32%
Prince Whipple Trust	Private Trust	7,070,782	0.64%
Keith Hutton	Personal	6,391,904	0.58%
Vernon Wells III and Charlene Wells	Personal	<u>5,837,063</u>	<u>0.53%</u>
Totals		<u>\$ 428,636,006</u>	<u>38.26%</u>

Source: Tarrant and Denton Central Appraisal Districts.

(1) Of the top ten taxpayers, the valuations of three are related solely to commercial real estate, representing approximately 24% of the Issuer's total tax base. The valuations of such property may fluctuate substantially from year to year. A downturn in the commercial real estate market could adversely affect the Issuer's tax base.

Table 5 - Debt Service Requirements

The following schedule sets forth the total debt service requirements of the Issuer's outstanding bonds and certificates of obligation for which it has levied its ad valorem tax (although a portion of those obligations may be paid from other sources):

Year End 9/30	Ad Valorem Tax Debt ⁽¹⁾			Principal Balance at 02/15/2017	% of Principal
	Principal	Interest	Total	\$35,787,000	Retired
2017	\$ 1,110,000	\$ 1,123,716	\$ 2,233,716	\$ 34,677,000	3.10%
2018	1,339,000	1,170,009	2,509,009	33,338,000	6.84%
2019	1,378,000	1,132,997	2,510,997	31,960,000	10.69%
2020	1,422,000	1,094,590	2,516,590	30,538,000	14.67%
2021	1,456,000	1,054,599	2,510,599	29,082,000	18.74%
2022	1,501,000	1,012,862	2,513,862	27,581,000	22.93%
2023	1,541,000	969,406	2,510,406	26,040,000	27.24%
2024	1,591,000	922,147	2,513,147	24,449,000	31.68%
2025	1,621,000	870,063	2,491,063	22,828,000	36.21%
2026	1,677,000	814,829	2,491,829	21,151,000	40.90%
2027	1,728,000	756,557	2,484,557	19,423,000	45.73%
2028	1,794,000	695,165	2,489,165	17,629,000	50.74%
2029	1,866,000	629,983	2,495,983	15,763,000	55.95%
2030	1,928,000	561,122	2,489,122	13,835,000	61.34%
2031	2,005,000	489,731	2,494,731	11,830,000	66.94%
2032	2,070,000	411,444	2,481,444	9,760,000	72.73%
2033	625,000	358,619	983,619	9,135,000	74.47%
2034	650,000	336,269	986,269	8,485,000	76.29%
2035	675,000	313,019	988,019	7,810,000	78.18%
2036	700,000	288,869	988,869	7,110,000	80.13%
2037	720,000	264,613	984,613	6,390,000	82.14%
2038	745,000	238,478	983,478	5,645,000	84.23%
2039	775,000	209,550	984,550	4,870,000	86.39%
2040	805,000	178,700	983,700	4,065,000	88.64%
2041	840,000	145,800	985,800	3,225,000	90.99%
2042	875,000	111,500	986,500	2,350,000	93.43%
2043	910,000	75,800	985,800	1,440,000	95.98%
2044	460,000	48,400	508,400	980,000	97.26%
2045	480,000	29,600	509,600	500,000	98.60%
2046	500,000	10,000	510,000	-	100.00%
Totals	<u>\$ 35,787,000</u>	<u>\$ 16,318,435</u>	<u>\$ 52,105,435</u>		

(1) Since the Issuer's fiscal year ended 09/30/2016, the Issuer issued refunding bonds and certificates of obligation. This debt service schedule takes into account both such financings (neither of which is reflected in the Comprehensive Annual Financial Report filed together herewith).

Table 6 - Authorized But Unissued Ad Valorem Tax Debt

Voter Authorized but Unissued Ad Valorem Tax Bonds:	None
Ad Valorem Tax Bond Elections Planned for Next 12 Months:	None
New Money Ad Valorem Tax Debt Not Requiring Voter Approval Planned During Next 12 Months:	Undetermined

Table 7 - Other Obligations

As of [September 30, 2016](#), the Issuer had certain other proprietary, contractual, special revenue and lease obligations payable from and secured by sources other than ad valorem taxes as described more fully in Note 5 to the audited financial statements included in the Issuer's Comprehensive Annual Financial Report filed together herewith (beginning on page 54).

Table 8 - Tax Adequacy

<u>Fiscal Year</u>	Gross Ad Valorem Tax <u>Debt Service</u>	Est. Gross Ad Valorem Tax Rate ⁽¹⁾⁽²⁾	Net Ad Valorem Tax <u>Debt Service</u>	Est. Net Ad Valorem Tax Rate ⁽¹⁾⁽²⁾
Current Year (2016-17)	\$2,233,716	\$0.2021	\$113,148	\$0.0102
Maximum Annual Debt Service	\$2,516,590	\$0.2277	\$151,800	\$0.0137
Average Annual Debt Service	\$1,736,848	\$0.1572	\$130,375	\$0.0118

(1) Prior to FYE 09/30/2011, the Issuer had not levied an ad valorem tax. Instead it paid debt service on its ad valorem tax debt from other lawfully available revenues. Only that portion of aggregate debt service that is attributable to the Issuer's Series 2011 Certificate, with an outstanding principal balance as of 09/30/2016 of \$1,627,000, is currently being paid from ad valorem tax revenues. Although the pledge of the Issuer's ad valorem tax continues for as long as all debt reflected in this table remains outstanding, the Issuer may use other funds to pay debt service.

(2) The Estimated Ad Valorem Tax Rate is the rate that would be required to be levied to pay debt service assuming no other source of payment, and further assuming a 100% collection ratio applied to the Issuer's current Taxable Assessed Valuation.

Table 9 - General Fund Summary Revenues and Expenditures

	Fiscal Years Ended September 30,				
	2016	2015	2014	2013	2012
Revenues:					
Sales tax	\$ 3,345,688	\$ 3,587,323	\$ 3,471,344	\$ 3,061,948	\$ 2,534,774
Property tax	1,318,058	1,256,796	1,198,374	1,236,978	1,271,975
Mixed beverage tax	61,476	59,184	51,602	39,727	38,286
Franchise tax	930,043	963,040	795,322	734,935	664,991
Interest income	18,911	10,078	10,503	9,286	14,060
Building permits and fees	2,715,236	1,200,790	1,175,075	969,735	598,394
Fines and penalties	796,014	734,152	730,441	695,167	622,338
Intergovernmental	-	3,810	3,540	10,331	-
Contributions	13,299	10,000	-	11,094	325,520
Miscellaneous	227,886	81,539	70,338	73,933	80,936
Total Revenues	9,426,611	7,906,712	7,506,539	6,843,134	6,151,274
Expenditures:					
General government and admin.	3,280,507	2,411,239	2,236,360	1,910,545	1,878,885
Public safety	2,453,857	2,490,551	2,146,587	1,967,584	2,224,469
Cultural and recreational	185,923	130,322	123,541	113,924	111,765
Public works	773,751	744,028	615,781	532,675	391,115
Capital outlay	50,563	748,297	20,875	50,014	-
Debt service	48,247	48,237	48,240	-	-
Total Operating Expenditures	6,792,848	6,572,674	5,191,384	4,574,742	4,606,234
Excess (deficiency) of revs over ex	2,633,763	1,334,038	2,315,155	2,268,392	1,545,040
Other Financing Sources (Uses):					
Proceeds from sale of assets	-	-	-	-	-
Note proceeds	-	-	34,710	-	-
Other proceeds (<i>insurance, asset sales</i>)	-	162,059	-	-	-
Transfers in ⁽¹⁾	277,878	521,320	56,419	609,826	583,857
Transfers out ⁽¹⁾	(912,718)	(2,290,385)	(1,504,397)	(1,090,392)	(880,486)
Total Other Sources (Uses)	(634,840)	(1,607,006)	(1,413,268)	(480,566)	(296,629)
Net Change in Fund Balance	1,998,923	(272,968)	901,887	1,787,826	1,248,411
Beginning Fund Balance	7,680,550	7,953,518	7,051,631	5,263,805	4,015,394
Ending Fund Balance	\$ 9,679,473	\$ 7,680,550	\$ 7,953,518	\$ 7,051,631	\$ 5,263,805

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

(1) Detailed information relating to transfers may be found in the notes to the audited financial statements included in the Issuer's Comprehensive Annual Financial Reports.

For the most recent fiscal year, see Note 9 on page 63 of the Comprehensive Annual Financial Report filed together herewith.

Table 9A - Changes in Net Position

Governmental Activities - Fiscal Years Ended September 30,

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Revenues:					
Program revenues:					
Fees, fines, charges for services	\$ 3,794,327	\$ 2,466,032	\$ 2,127,786	\$ 1,798,529	\$ 1,417,879
Operating grants, contributions	7,863,168	7,615,653	6,592,642	4,907,472	5,269,841
Capital grants, contributions	269,185	19,983,078	80,472	5,897,456	-
General revenues:					
Taxes					
Sales taxes	4,609,523	4,925,428	4,725,845	4,375,397	3,657,274
Property taxes	1,476,355	1,438,969	1,367,069	1,366,633	1,441,238
Hotel occupancy taxes	822,490	872,179	796,481	709,578	590,853
Mixed beverage taxes	61,476	59,184	51,602	39,727	38,286
Franchises taxes	930,043	963,040	795,322	734,935	664,991
Unrestricted grants	-	28,904	-	-	-
Interest on investments	55,600	198,199	26,713	24,218	33,353
Miscellaneous	241,501	-	246,633	1,023,149	1,112,858
Extraordinary items	-	-	-	-	(124,346)
Special item	-	-	-	-	67,760
Total revenues	<u>20,123,668</u>	<u>38,550,666</u>	<u>16,810,565</u>	<u>20,877,094</u>	<u>14,169,987</u>
Expenses:					
General government	4,491,557	3,145,716	2,784,587	2,606,785	2,518,490
Public safety	2,737,084	2,381,437	2,190,050	1,978,803	1,883,424
Culture and recreation	187,274	129,970	123,541	113,924	111,765
Economic development	141,779	171,757	147,680	267,973	216,901
Public works	1,102,636	1,081,996	955,794	626,423	546,039
Visitor services	740,835	665,936	493,087	521,521	475,719
Education	9,516,287	8,598,261	7,147,411	5,803,611	6,193,560
Interest on long-term debt	990,413	1,022,201	998,951	1,031,328	897,573
Total expenses	<u>19,907,865</u>	<u>17,197,274</u>	<u>14,841,101</u>	<u>12,950,368</u>	<u>12,843,471</u>
Excess (deficiency) before transfer:	215,803	21,353,392	1,969,464	7,926,726	1,326,516
Transfers	264,578	323,100	43,399	(485,591)	45,507
Change in net position	<u>480,381</u>	<u>21,676,492</u>	<u>2,012,863</u>	<u>7,441,135</u>	<u>1,372,023</u>
Effect of accounting principle change	-	(530,877)	(647,443)	-	-
Net position, beginning	<u>54,568,576</u>	<u>33,422,961</u>	<u>32,057,541</u>	<u>24,616,406</u>	<u>23,244,383</u>
Net position, ending	<u>\$ 55,048,957</u>	<u>\$ 54,568,576</u>	<u>\$ 33,422,961</u>	<u>\$ 32,057,541</u>	<u>\$ 24,616,406</u>

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 10 - General Fund Summary Balance Sheet

	Fiscal Years Ended September 30,				
	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Assets:					
Cash and investments	\$ 8,939,772	\$ 7,106,297	\$ 7,399,920	\$ 6,219,206	\$ 4,637,252
Property tax receivables	2,674	5,379	14,353	1,961	1,796
Accounts receivable	991,831	824,725	771,499	703,875	557,579
Due from other funds	199,237	164,147	157,353	165,140	149,641
Prepaid items	12,794	13,334	8,821	6,906	6,856
Restricted cash & investments	-	-	-	293,363	264,709
Total Assets	\$ 10,146,308	\$ 8,113,882	\$ 8,351,946	\$ 7,390,451	\$ 5,617,833
Liabilities, Deferred Inflows & Fund Balance:					
Liabilities:					
Unearned revenue	-	-	-	1,961	1,796
Accounts payable	464,160	427,953	372,092	336,859	352,232
Due to other funds	-	-	11,983	-	-
Total Liabilities	464,160	427,953	384,075	338,820	354,028
Deferred Inflows of Resources:					
Unavailable resources - prop taxes	2,675	5,379	14,353	-	-
Total Deferred Inflows	2,675	5,379	14,353	-	-
Fund Balances:					
Restricted/Committed/Nonspendabl	586,752	296,949	282,345	300,269	271,565
Unassigned	9,092,721	7,383,601	7,671,173	6,751,362	4,992,240
Total Fund Equity	9,679,473	7,680,550	7,953,518	7,051,631	5,263,805
Total Liabilities and Fund Equity	\$ 10,146,308	\$ 8,113,882	\$ 8,351,946	\$ 7,390,451	\$ 5,617,833

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 10A - Condensed Statement of Net Position

	Governmental Activities - Fiscal Years Ended September 30,				
	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Assets					
Current and other assets	\$ 23,271,426	\$ 29,451,181	\$ 14,197,535	\$ 21,781,962	\$ 12,185,864
Capital assets	62,414,763	54,470,449	50,205,686	41,121,883	34,313,615
Total Assets	85,686,189	83,921,630	64,403,221	62,903,845	46,499,479
Deferred outflows of resources	2,546,463	1,549,467	1,194,749	1,247,851	-
Liabilities					
Non-current liabilities	30,117,478	29,466,305	29,866,622	27,611,536	20,098,829
Other liabilities	2,984,891	1,377,466	2,308,387	1,986,917	1,784,244
Total Liabilities	33,102,369	30,843,771	32,175,009	29,598,453	21,883,073
Deferred inflows of resources	81,326	58,750	-	-	-
Net Position					
Net investments in capital assets	38,299,337	29,633,298	32,048,991	21,177,426	14,866,299
Restricted	7,489,048	17,827,177	2,284,947	4,242,491	4,726,376
Unrestricted	9,260,572	7,108,101	(910,977)	6,637,624	5,023,731
Total Net Position	\$ 55,048,957	\$ 54,568,576	\$ 33,422,961	\$ 32,057,541	\$ 24,616,406

Source: Derived from Comprehensive Annual Financial Reports; please refer directly to such Reports for important Notes and more detailed information.

Table 11 - Municipal Sales Tax History

FYE	Sales Tax Revenues - Gov't'l. Funds ⁽¹⁾	Percentage of Ad Valorem Tax Levy	Ad Valorem Tax Rate Equivalent	Breakdown of Sales Tax Collected	
				Taxing Unit	Tax Rate
30-Sep				The Issuer (approximate allocation) :	
2012	\$3,657,274	254.02%	\$0.3868	General Fund	\$0.0100
2013	\$4,375,397	323.60%	\$0.4937	4B Economic Dev. Fund	\$0.0050
2014	\$4,725,845	350.01%	\$0.5260	Property Tax Reduction	\$0.0050
2015	\$4,925,428	339.53%	\$0.5462	State of Texas	<u>\$0.0625</u>
2016	\$4,609,523	313.43%	\$0.0487	Total	<u>\$0.0825</u>

Source: the Issuer's audited financial statements.

Table 12 - Status of Current Investments

As of November 30, 2016, the Issuer's investment portfolio, including its General Fund, Capital Projects Fund, Utility Fund, and other miscellaneous governmental, proprietary and component unit funds, was invested as follows (with no material difference between book and market values):

Investment Description	Issuer	Westlake	Total
		Academy ⁽¹⁾	
Bank Accounts (cash and cash equivalents)	\$ 15,665,559	\$ 1,143,963	\$ 16,809,522
TexPool	250	100	350
Total	<u>\$ 15,665,809</u>	<u>\$ 1,144,063</u>	<u>\$ 16,809,872</u>

Source: The Issuer's monthly statements and financial records; unaudited. See Comprehensive Annual Financial Report (Note III) for more investment information.

(1) Represents investments of the Westlake Academy, a component unit of the Issuer the balances and transactions of which are blended with the balances and transactions of the Issuer. Investments of other component units of the Issuer may also be blended with the Issuer or alternatively may be excluded and "discretely presented." See Footnotes I-A and I-B of the Issuer's audited financial statements included in its Comprehensive Annual Financial Report for more information regarding component units.

Estimated Overlapping Debt

Updated information relating to the Issuer as contained in the "Estimated Overlapping Debt" table of the final official statement(s) of debt previously issued, is contained in other tables of this annual continuing disclosure report. Information relating to the debt of other taxing entities within the boundaries of the Issuer that was contained in the "Estimated Overlapping Debt" table of the final official statement(s) has not been updated because it is not financial information or operating data of the Issuer. However, information relating to other taxing entities is contained in individual "Texas Municipal Reports" published by and available from the Texas Municipal Advisory Council at <http://www.mactexas.com>.

Part C45b

**TOWN OF WESTLAKE, TEXAS
APPLICATION FOR FINANCIAL ASSISTANCE
FOR WATER AND WASTEWATER INFRASTRUCTURE PROJECTS**

PART C, Question 45b - Proforma Debt Service and I&S Tax Rate

Total outstanding Ad Valorem Tax Supported GO Debt (9/30/17): \$36,207,000

Taxable Assessed Valuation Used for All Years (Actual 2017-18): \$1,105,675,661

Annual I&S Tax Collection Ratio based on historical collections: 100%

FYE 9/30	Ad Valorem I&S Tax Supported GO Debt							Pro Forma I&S Tax Rate
	Outstanding GO Debt (Bonds, COs)	\$2,100,000 CO, Series 2018 (Proposed TWDB Financing)*			Gross Annual GO Debt Service ⁽¹⁾	Net Annual GO Debt Service ⁽²⁾		
		Principal	Interest	Total				
2018	\$ 2,743,182	\$ -	\$ -	\$ -	\$ 2,743,182	\$ 277,700	\$0.02482	<i>(actual rate)</i>
2019	2,745,115	-	26,695	26,695	2,771,811	286,819	0.02594	
2020	2,749,844	100,000	35,204	135,204	2,885,047	425,545	0.03849	
2021	2,743,925	100,000	34,399	134,399	2,878,323	428,041	0.03871	
2022	2,747,188	100,000	33,534	133,534	2,880,722	426,307	0.03856	
2023	2,743,659	100,000	32,594	132,594	2,876,253	429,541	0.03885	
2024	2,747,246	100,000	31,554	131,554	2,878,800	422,772	0.03824	
2025	2,491,063	100,000	30,399	130,399	2,621,461	430,713	0.03895	
2026	2,491,829	105,000	29,111	134,111	2,625,940	443,922	0.04015	
2027	2,484,557	105,000	27,688	132,688	2,617,245	436,556	0.03948	
2028	2,489,165	105,000	26,166	131,166	2,620,331	434,010	0.03925	
2029	2,495,983	110,000	24,520	134,520	2,630,503	279,184	0.02525	
2030	2,489,122	110,000	22,716	132,716	2,621,838	281,032	0.02542	
2031	2,494,731	110,000	20,742	130,742	2,625,473	282,542	0.02555	
2032	2,481,444	115,000	18,540	133,540	2,614,984	133,540	0.01208	
2033	983,619	115,000	16,120	131,120	1,114,738	131,120	0.01186	
2034	986,269	120,000	13,510	133,510	1,119,779	133,510	0.01207	
2035	988,019	120,000	10,756	130,756	1,118,775	130,756	0.01183	
2036	988,869	125,000	7,871	132,871	1,121,739	132,871	0.01202	
2037	984,613	130,000	4,810	134,810	1,119,423	134,810	0.01219	
2038	983,478	130,000	1,619	131,619	1,115,097	131,619	0.01190	
2039	984,550	-	-	-	984,550	-	0.00000	
2040	983,700	-	-	-	983,700	-	0.00000	
2041	985,800	-	-	-	985,800	-	0.00000	
2042	986,500	-	-	-	986,500	-	0.00000	
2043	985,800	-	-	-	985,800	-	0.00000	
2044	508,400	-	-	-	508,400	-	0.00000	
2045	509,600	-	-	-	509,600	-	0.00000	
2046	510,000	-	-	-	510,000	-	0.00000	
Totals	\$ 51,507,269	\$ 2,100,000	\$ 448,543	\$ 2,548,543	\$ 54,055,813	\$ 6,212,905		

Source: the Town's audited financial statements and number runs prepared by its financial advisor.

(1) Although all of the debt reflected in the above table is secured by a pledge of I&S ad valorem taxes, the Town has historically paid most of such debt from other sources (primarily sales tax revenues). The only financings currently being paid from ad valorem tax revenues are the Town's 2011 Certificate of Obligation and 2013 Refunding Bonds which had a combined outstanding principal balance of \$3,177,000 as of 09/30/2017, the debt service for which is included under "Net Annual GO Debt Service."

(2) Includes debt service on the Town's 2011 Certificates of Obligation and 2013 Refunding Bonds, the only Town financings currently being paid from I&S ad valorem tax revenues. Beginning in fiscal year ending 9/30/2020, also includes debt service on the 2018 CO to be sold to TWDB thereby showing the maximum possible impact such debt service may have on the Town's I&S tax rate.

* Preliminary (based on assumed net interest cost rate of 1.99%); subject to change.

Part C46

PART C, Question 46 - Utility Fund Comparative Operating Statement

<u>Operating Revenues</u>	Fiscal Years Ending September 30,					From 10/01/17
	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>To 03/31/18⁽¹⁾</u>
Charges for services	\$ 3,157,332	\$ 3,028,787	\$ 3,352,471	\$ 3,830,533	\$ 4,636,861	\$ 1,890,464
Miscellaneous revenues	<u>224,995</u>	<u>399,915</u>	<u>197,304</u>	<u>137,553</u>	<u>178,774</u>	<u>53,560</u>
Total operating revenues	3,382,327	3,428,702	3,549,775	3,968,086	4,815,635	1,944,024
<u>Operating Expenses</u>						
Payroll costs	275,910	328,944	358,353	423,436	497,740	NA
Professional and contract services	81,630	94,069	1,129,962	1,186,445	87,632	NA
Depreciation	432,628	430,527	493,101	496,738	495,381	NA
Amortization of WW treatment rights	31,428	31,760	31,774	31,847	31,760	NA
Water purchases	965,192	1,048,219	1,223,393	1,358,068	1,215,465	426,669
Other operating costs	<u>859,717</u>	<u>987,547</u>	<u>829,343</u>	<u>1,203,193</u>	<u>1,687,411</u>	<u>1,666,099</u>
Total operating expenses	<u>2,646,505</u>	<u>2,921,066</u>	<u>4,065,926</u>	<u>4,699,727</u>	<u>4,015,389</u>	<u>2,092,768</u>
Net operating income	<u>\$ 735,822</u>	<u>\$ 507,636</u>	<u>\$ (516,151)</u>	<u>\$ (731,641)</u>	<u>\$ 800,246</u>	<u>\$ (148,744)</u>

Source: audited financial statements for fiscal years ended 09/30/2013 - 09/30/2017; unaudited financial records of the Town for the current fiscal year-to-date.

(1) Detailed expenses for interim current fiscal year figures will not be available until post-year end journal entries are prepared.

Part C46

Account Type Descriptions	ENTERPRISE FUNDS			MAINTENANCE & REPLACEMENT FUNDS				SPECIAL REVENUES FUNDS					DEBT SERVICE FUNDS		CAPITAL PROJECT FUNDS				GRAND TOTAL ALL FUNDS
	Fund 100	Fund 255	Fund 500	Fund 505	Fund 605	Fund 510	Fund 600	Fund 220	Fund 200	Fund 210	Fund 215	Fund 418	Fund 300	Fund 301	Fund 405	Fund 410	Fund 415	Fund 412	
	General Fund	Cemetery Fund	Utility Fund	Vehicle M&R Utility Fund	Vehicle M&R General Fund	Utility M&R Fund	General M&R Fund	Visitor Association Fund	4B Economic Development Fund	Economic Development Fund	Local Public Improvemnet Distric Fund	Lone Star Public Fund	Debt Service Fund	Debt Service Fund	Municipal Capital Projects Fund	Fire Station Project Fund	PID Capital Project Fund	Academy Expansion Fund	

REVENUES AND OTHER SOURCES

General Sales Tax	\$ 1,263,736	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 392,056	\$ (87,570)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,568,222
Property Tax	1,282,247	-	-	-	-	-	-	-	-	-	-	-	-	287,761	-	-	-	-	1,570,007
Charge for Services	-	10,393	1,799,819	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,810,211
Hotel Tax	-	-	-	-	-	-	-	305,006	-	14,975	-	-	-	-	-	-	-	-	319,981
Beverage Tax	16,111	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16,111
Franchise Fees	214,895	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	214,895
Permits and Fees Other	112,589	-	-	-	-	-	300	-	-	-	-	-	-	-	-	-	-	-	112,889
Permits and Fees Building	1,055,954	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,055,954
Permits and Fees Utility	-	-	90,645	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	90,645
Fines & Forfeitures	321,592	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	321,592
Investment Earnings	98,454	1,174	33,601	158	1,226	8,198	-	7,331	-	-	-	136	-	-	-	17,901	-	14,732	182,911
Contributions	12,238	-	-	-	-	-	-	1,900	-	80,000	-	-	-	-	-	26,389	-	-	120,526
Misc Income	12,086	1,214	11,761	-	-	-	-	6,938	-	-	119,395	-	-	-	-	333	-	-	151,727
Total Revenues	4,389,901	12,781	1,935,826	158	1,226	8,198	300	321,174	392,056	7,405	119,395	136	-	287,761	-	44,622	-	14,732	7,535,672
Transfers In	-	-	-	-	-	-	-	-	-	-	-	-	1,874,743	-	-	-	-	80,000	1,954,743
Total Other Sources	-	-	-	-	-	-	-	-	-	-	-	-	1,874,743	-	-	-	-	80,000	1,954,743
TOTAL REVENUES AND OTHER SOURCES	\$ 4,389,901	\$ 12,781	\$ 1,935,826	\$ 158	\$ 1,226	\$ 8,198	\$ 300	\$ 321,174	\$ 392,056	\$ 7,405	\$ 119,395	\$ 136	\$ 1,874,743	\$ 287,761	\$ -	\$ 44,622	\$ -	\$ 94,732	\$ 9,490,415

EXPENDITURES AND OTHER USES

Payroll Salaries	\$ 1,655,354	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,655,354
Payroll Transfer In	(374,642)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(374,642)
Payroll Insurance	279,614	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	279,614
Payroll Taxes TWC/WC	37,073	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37,073
Payroll SS/Medicare	116,350	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	116,350
Payroll Retirement	225,311	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	225,311
Total Payroll & Related	1,939,061	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,939,061
Cost of Sales Inventory	-	447	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	447
Debt	351,677	-	867,758	-	-	-	-	-	-	-	-	-	1,874,743	241,949	-	-	-	-	3,336,128
Economic Development	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance	35,280	-	8,122	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	43,402
Payroll Transfer Out	-	-	185,624	-	-	-	-	214,611	-	-	-	-	-	-	-	-	-	-	400,234
Rent & Utilities	148,583	-	38,793	-	-	-	-	14,488	-	-	-	-	-	-	-	-	-	-	201,864
Repair & Maintenance	65,693	-	37,074	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	102,767
Services	905,209	960	523,858	-	-	-	-	130,163	-	-	145,127	-	1,300	-	123,332	-	-	-	1,829,949
Supplies	84,723	-	2,640	-	-	-	-	11,579	-	-	-	-	-	-	-	-	-	-	98,942
Travel & Training	76,626	125	2,230	-	-	-	-	4,005	-	-	-	-	-	-	-	-	-	-	82,986
Water Purchases	-	-	426,669	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	426,669
Total Operations & Maintenance	1,667,791	1,532	2,092,768	-	-	-	-	374,845	-	-	145,127	-	1,876,043	241,949	123,332	-	-	-	6,523,388
Capital Project Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,342,651	155,772	677,792	-	2,176,214
Capital Outlay	3,831	-	13,054	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16,885
Maintenance & Replacement	-	-	-	-	104,117	-	133,310	-	-	-	-	-	-	-	-	-	-	-	237,427
Total Capital	3,831	-	13,054	-	104,117	-	133,310	-	-	-	-	-	-	-	1,342,651	155,772	677,792	-	2,430,527
Transfers Out	1,689,625	-	-	-	-	-	-	-	76,368	80,000	-	-	-	-	-	-	-	-	1,845,993
Total Other Uses	1,689,625	-	-	-	-	-	-	-	76,368	80,000	-	-	-	-	-	-	-	-	1,845,993
TOTAL EXPENDITURES AND OTHER USES	\$ 5,300,309	\$ 1,532	\$ 2,105,822	\$ -	\$ 104,117	\$ -	\$ 133,310	\$ 374,845	\$ 76,368	\$ 80,000	\$ 145,127	\$ -	\$ 1,876,043	\$ 241,949	\$ 1,465,982	\$ 155,772	\$ 677,792	\$ -	\$ 12,738,969

SUMMARY

Excess Revenue over(under) Expenditures	(910,408)	11,249	(169,997)	158	(102,891)	8,198	(133,010)	(53,671)	315,688	(72,595)	(25,732)	136	(1,300)	45,812	(1,465,982)	(111,150)	(677,792)	94,732	(3,248,554)
BEGINNING FUND BALANCE	10,242,277	211,349	674,981	17,074	226,358	829,333	(19,621)	799,168	-	-	488,485	13,790	-	11,961	11,169,629	1,700,249	797,234	1,413,345	28,575,611
ENDING FUND BALANCE	\$ 9,331,869	\$ 222,597	\$ 504,984	\$ 17,233	\$ 123,467	\$ 837,532	\$ (152,632)	\$ 745,497	\$ 315,688	\$ (72,595)	\$ 462,753	\$ 13,926	\$ (1,300)	\$ 57,772	\$ 9,703,647	\$ 1,589,099	\$ 119,442	\$ 1,508,077	\$ 25,327,057

FY2017-2018 Actuals - 10/01/17 thru 03/31/2018
 All Funds - Revenues, Expenditures and Fund Balance

Part C47

Account Type Descriptions	ENTERPRISE FUNDS			MAINTENANCE & REPLACEMENT FUNDS				SPECIAL REVENUES FUNDS					DEBT SERVICE FUNDS		CAPITAL PROJECT FUNDS				GRAND TOTAL ALL FUNDS
	Fund 100	Fund 255	Fund 500	Fund 505	Fund 605	Fund 510	Fund 600	Fund 220	Fund 200	Fund 210	Fund 215	Fund 418	Fund 300	Fund 301	Fund 405	Fund 410	Fund 415	Fund 412	
	General Fund	Cemetry Fund	Utility Fund	Vehicle M&R Utility Fund	Vehicle M&R General Fund	Utility M&R Fund	General M&R Fund	Visitor Association Fund	4B Economic Development Fund	Economic Development Fund	Local Public Improvemnet Distric Fund	Lone Star Public Fund	Debt Service Fund	Debt Service Fund	Municipal Capital Projects Fund	Fire Station Project Fund	PID Capital Project Fund	Academy Expansion Fund	

REVENUES AND OTHER SOURCES

General Sales Tax	\$ 1,263,736	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 392,056	\$ (87,570)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,568,222
Property Tax	1,282,247	-	-	-	-	-	-	-	-	-	-	-	-	287,761	-	-	-	-	1,570,007
Charge for Services	-	10,393	1,799,819	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,810,211
Hotel Tax	-	-	-	-	-	-	-	305,006	-	14,975	-	-	-	-	-	-	-	-	319,981
Beverage Tax	16,111	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16,111
Franchise Fees	214,895	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	214,895
Permits and Fees Other	112,589	-	-	-	-	-	300	-	-	-	-	-	-	-	-	-	-	-	112,889
Permits and Fees Building	1,055,954	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,055,954
Permits and Fees Utility	-	-	90,645	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	90,645
Fines & Forfeitures	321,592	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	321,592
Investment Earnings	98,454	1,174	33,601	158	1,226	8,198	-	7,331	-	-	-	136	-	-	-	17,901	-	14,732	182,911
Contributions	12,238	-	-	-	-	-	-	1,900	-	80,000	-	-	-	-	-	26,389	-	-	120,526
Misc Income	12,086	1,214	11,761	-	-	-	-	6,938	-	-	119,395	-	-	-	-	333	-	-	151,727
Total Revenues	4,389,901	12,781	1,935,826	158	1,226	8,198	300	321,174	392,056	7,405	119,395	136	-	287,761	-	44,622	-	14,732	7,535,672
Transfers In	-	-	-	-	-	-	-	-	-	-	-	-	1,874,743	-	-	-	-	80,000	1,954,743
Total Other Sources	-	-	-	-	-	-	-	-	-	-	-	-	1,874,743	-	-	-	-	80,000	1,954,743
TOTAL REVENUES AND OTHER SOURCES	\$ 4,389,901	\$ 12,781	\$ 1,935,826	\$ 158	\$ 1,226	\$ 8,198	\$ 300	\$ 321,174	\$ 392,056	\$ 7,405	\$ 119,395	\$ 136	\$ 1,874,743	\$ 287,761	\$ -	\$ 44,622	\$ -	\$ 94,732	\$ 9,490,415

EXPENDITURES AND OTHER USES

Payroll Salaries	\$ 1,655,354	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,655,354
Payroll Transfer In	(374,642)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(374,642)
Payroll Insurance	279,614	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	279,614
Payroll Taxes TWC/WC	37,073	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37,073
Payroll SS/Medicare	116,350	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	116,350
Payroll Retirement	225,311	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	225,311
Total Payroll & Related	1,939,061	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,939,061
Cost of Sales Inventory	-	447	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	447
Debt	351,677	-	867,758	-	-	-	-	-	-	-	-	-	1,874,743	241,949	-	-	-	-	3,336,128
Economic Development	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance	35,280	-	8,122	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	43,402
Payroll Transfer Out	-	-	185,624	-	-	-	-	214,611	-	-	-	-	-	-	-	-	-	-	400,234
Rent & Utilities	148,583	-	38,793	-	-	-	-	14,488	-	-	-	-	-	-	-	-	-	-	201,864
Repair & Maintenance	65,693	-	37,074	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	102,767
Services	905,209	960	523,858	-	-	-	-	130,163	-	-	145,127	-	1,300	-	123,332	-	-	-	1,829,949
Supplies	84,723	-	2,640	-	-	-	-	11,579	-	-	-	-	-	-	-	-	-	-	98,942
Travel & Training	76,626	125	2,230	-	-	-	-	4,005	-	-	-	-	-	-	-	-	-	-	82,986
Water Purchases	-	-	426,669	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	426,669
Total Operations & Maintenance	1,667,791	1,532	2,092,768	-	-	-	-	374,845	-	-	145,127	-	1,876,043	241,949	123,332	-	-	-	6,523,388
Capital Project Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,342,651	155,772	677,792	-	2,176,214
Capital Outlay	3,831	-	13,054	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16,885
Maintenance & Replacement	-	-	-	-	104,117	-	133,310	-	-	-	-	-	-	-	-	-	-	-	237,427
Total Capital	3,831	-	13,054	-	104,117	-	133,310	-	-	-	-	-	-	-	1,342,651	155,772	677,792	-	2,430,527
Transfers Out	1,689,625	-	-	-	-	-	-	-	76,368	80,000	-	-	-	-	-	-	-	-	1,845,993
Total Other Uses	1,689,625	-	-	-	-	-	-	-	76,368	80,000	-	-	-	-	-	-	-	-	1,845,993
TOTAL EXPENDITURES AND OTHER USES	\$ 5,300,309	\$ 1,532	\$ 2,105,822	\$ -	\$ 104,117	\$ -	\$ 133,310	\$ 374,845	\$ 76,368	\$ 80,000	\$ 145,127	\$ -	\$ 1,876,043	\$ 241,949	\$ 1,465,982	\$ 155,772	\$ 677,792	\$ -	\$ 12,738,969

SUMMARY

Excess Revenus over(under) Expenditures	(910,408)	11,249	(169,997)	158	(102,891)	8,198	(133,010)	(53,671)	315,688	(72,595)	(25,732)	136	(1,300)	45,812	(1,465,982)	(111,150)	(677,792)	94,732	(3,248,554)
BEGINNING FUND BALANCE	10,242,277	211,349	674,981	17,074	226,358	829,333	(19,621)	799,168	-	-	488,485	13,790	-	11,961	11,169,629	1,700,249	797,234	1,413,345	28,575,611
ENDING FUND BALANCE	\$ 9,331,869	\$ 222,597	\$ 504,984	\$ 17,233	\$ 123,467	\$ 837,532	\$ (152,632)	\$ 745,497	\$ 315,688	\$ (72,595)	\$ 462,753	\$ 13,926	\$ (1,300)	\$ 57,772	\$ 9,703,647	\$ 1,589,099	\$ 119,442	\$ 1,508,077	\$ 25,327,057



THE TOWN OF
ESTLAKE



COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended **Part C47**
September 30, 2017



Forging Westlake

MANAGING THE IMPACT OF GROWTH

THE TOWN OF WESTLAKE * 1500 SOLANA BLVD, SUITE 7200 * WESTLAKE, TEXAS 76262 * WWW.WESTLAKE-TX.ORG





Town of Westlake

Town of Westlake, Texas

Comprehensive Annual Financial Report
Fiscal Year Ended September 30, 2017

Prepared by:

Town of Westlake
Finance Department

1500 Solana Blvd, Suite 7200
Westlake, Texas 76262



Town of Westlake

Town of Westlake
 Consolidated Annual Financial Report
 For the Fiscal Year Ended September 30, 2017
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Town of Westlake

March 23, 2018

Honorable Mayor, Council Members and the Citizens of the Town of Westlake,

The Town of Westlake (the "Town") Fiscal and Budgetary Policies require that the Town's Finance Department prepare a complete set of financial statements presented in conformity with generally accepted accounting principles (GAAP) and audited in accordance with generally accepted auditing standards by a firm of licensed certified public accountants. Accordingly, the Comprehensive Annual Financial Report (CAFR) for the Town of Westlake, Texas for the fiscal year ended September 30, 2017, is hereby issued.

This report consists of management's representations concerning the finances of the Town. Consequently, management assumes full responsibility for the completeness and reliability of all the information presented in this report. To provide a reasonable basis for making representations, the Town established a comprehensive internal control framework that was designed both to protect the Town's assets from loss, theft or misuse and to compile sufficient reliable information for the preparation of the Town's financial statements in conformity with GAAP. Because the cost of internal controls should not outweigh their benefits, the Town's comprehensive framework of internal controls has been designed to provide reasonable, rather than absolute, assurance that the financial statements will be free from material misstatements. As management, we assert that, to the best of our knowledge and belief, this financial report is complete and reliable in all material respects.

The Town's financial statements have been audited by Weaver and Tidwell, L.L.P. The goal of the independent audit was to provide reasonable assurance that the financial statements of the Town for the fiscal year ended September 30, 2017, were free of material misstatements. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent auditor concluded, based upon the audit, that there was a reasonable basis for rendering an unmodified opinion that the Town's financial statements for the fiscal year ended September 30, 2017, were fairly presented in conformity with GAAP. The independent auditors' report is presented as the first component of the financial section of this report.

This report is presented in three sections: Introductory, Financial and Statistical. The Introductory Section includes this transmittal letter, a listing of Town Officials, and an organizational chart of the Town. The Financial Section includes the independent auditor's report on the basic financial statements, Management's Discussion and Analysis (MD&A), basic financial statements, the notes to the basic financial statements, and combining and individual fund statements and schedules. The MD&A is a narrative introduction, containing overview and analysis to accompany the basic financial statements. This letter of transmittal is designed to complement, and should be read in conjunction with the MD&A. The Town of Westlake's MD&A can be found immediately following the independent auditor's report. The Statistical Section includes financial and demographic information relevant to readers of the Town's financial statements. The statistical data is generally presented on a multi-year basis.

Profile of the Town

Westlake is an oasis of natural beauty that maintains open spaces in balance with distinctive development, trails, and quality of life amenities amidst an ever-expanding urban landscape.

Nestled in the DFW Metroplex, Westlake is a Gold Level Scenic City and home to many small independent businesses and several corporate campuses

Distinctive developments and architecturally vibrant corporate campuses find harmony among our meandering roads and trails, lined with native oaks and stone walls. We are leaders in education, known for our innovative partnerships between the Town-operated Charter school and our corporate neighbors.

We strive to maintain strong aesthetic standards and preserve the natural beauty in our town. Hospitality finds its home in Westlake, as a community, we are family friendly, welcoming, fully involved and invested in our rich heritage, vibrant present and exciting, sustainable future.

Westlake is conveniently located between DFW Airport and Alliance Airport, on the south side of State Highway 114, providing quick, easy access to all areas of the Dallas-Ft. Worth Metroplex.

The unique location of Westlake is ideal for many of its major corporate campuses and residential communities. A common ideal shared by our corporate and individual residents is their support of the existing character and charm of the community as well as a commitment to excellence in new development.

Minutes from downtown Fort Worth, Texas and DFW International Airport, the Town of Westlake is home to several upscale residential communities and Fortune 500 companies, all of which share a unique character and charm, along with a commitment to excellence. The Town is located in northeast Tarrant County and may be conveniently accessed by several major thoroughfares, including SH 114 and US 377. The Town occupies approximately 7 square miles and serves a population of approximately 1,310. In 2017, the average size of new home construction was 9,693 square feet with an average estimated construction cost of \$1.82 million.

The Town, incorporated in 1956, is considered a Type A general-law municipality. The Town operates under the Council-Manager form of government. The Council is comprised of a mayor and five (5) council members and is responsible for, among other things, passing ordinances, adopting the budget, appointing committees, and hiring the Town Manager. The Town Manager is responsible for carrying out the policies and ordinances of the Council, for overseeing the day-to-day operations of the Town and appointing and supervising heads of various departments. The Mayor and Town Council members serve two (2) year terms. All elected officials are elected at-large for a two-year staggered term each May.

The financial reporting entity (the government) includes all funds of the primary government (i.e. the Town of Westlake), as well as all its component units. Component units are legally separate entities for which the primary government is financially accountable. The following entities are considered blended component units:

Lone Star Public Facilities Corporation is a Texas nonprofit corporation that acts on behalf of the Town to further the public purposes under the Public Facilities Corporation Act, as its duly constituted authority and instrumentality. The board of directors, appointed by the Town's governing body, is comprised of seven members, of whom five must be members of the Town's governing body.

4B Economic Development Corporation is a Texas nonprofit industrial corporation under the Development Corporation Act of 1979 formed to promote economic development within the Town and the State of Texas to eliminate unemployment and underemployment, and to promote and encourage employment and the public welfare of, for, and on behalf of the Town by developing, implementing, financing, and providing one or more projects defined and permitted under Section 4B of the Act. The board of directors is composed of seven persons appointed by the members of the Town's governing board. Four of the members of the board of directors are members of the Town's governing board.

Westlake Academy (Academy) is an open-enrollment charter school, as provided by Subchapter D, Chapter 12, of the Texas Education Code. The Town of Westlake ("Charter Holder") applied for and became the first municipality in Texas to ever receive this special charter designation. The Academy had 825 students in FY 15-16 and serves Kindergarten thru 12th grade. The Academy graduated their first class in FY 09-10. The Board consists of six (6) trustees and is appointed by the Town's governing body. Currently, all members of the board of trustees are members of the Town's governing body. The Academy's year-end is August 31.

Discretely presented component units are legally separate entities and not part of the primary government's operations. These component units are as follows: Texas Student Housing Corporation-Denton Project, Texas Student Housing Corporation-College Station Project, and Texas Student Housing Authority.

Services Provided

The Town provides to its citizens those services that have proven to be necessary and meaningful and which the Town can provide for the least amount of cost. Major services provided under the general government and enterprise functions are: Fire and emergency medical services, police, water and sewer utility services, park and recreational facilities, street improvements, education and administrative services. The Town utilizes a combination of direct service delivery along with out-sourced services in its service delivery mix. The decision as to which service to deliver directly versus out-sourcing is based on analysis of cost-effectiveness, citizen responsiveness, and customer service quality.

Economic Conditions and Outlook

Local Challenges Involving Residential Growth

The information presented in the financial statements is perhaps best understood when it is considered from the broader perspective of the environment within which the Town operates.

The Town staff is aware that the Town of Westlake does not create wealth, but instead, is entrusted with public dollars collected on behalf of our citizens. We are stewards who are fully vested in the success of the Town of Westlake and Westlake Academy. We exist as a municipal corporation for one reason and one reason only: to prioritize and deliver the best services possible with the resources provided to achieve an exceptional quality of life. This is a challenge the Staff takes very seriously, one that we pursue with vigor every day. Over the previous fiscal year, the Town has achieved and/or is continuing to work toward important initiatives and projects that will allow us to balance our "distinctive development, trails, and quality of life amenities amidst an ever-expanding urban landscape."

Because of the current and potential development within our community, it is both an exciting and challenging time in Westlake! Adhering to the Town's Vision is the key to Westlake's success for managing the significant growth. While growth is occurring, it also presents very clear challenges for our community if we wish to continue to maintain the elements of Westlake that make it so unique. These community attributes include our beautiful neighborhoods with top quality residences, strong aesthetic standards, a top-tier Town owned K-12 charter school, open space preservation, streetscaping, emphasis on proactive planning, and maintaining our view corridors. The "sea of change" that surrounds Westlake involves not only our current internal development but also the current growth opportunities planned for the State

Highway (SH 114) corridor in northeast Tarrant County and into southern Denton County. The communities that surround us are undergoing significant development as well, which adds to the “sea of change” affecting Westlake.

The impact of anticipated growth along the SH 114 corridor is described by Mr. Robin McCaffrey (AIA and APA) of MESA Planning, the firm that was engaged to update the Town's latest Comprehensive Plan, *Forging Westlake*. According to Mr. McCaffrey:

Westlake, with the arrival of the Charles Schwab Corporation project, is crossing through a portal into the future suggested by the Town's 2015 Comprehensive Plan. In conjunction with Fidelity and other financial services in and around Westlake, Westlake hosts nearly 4 million square feet of an industry type (i.e. financial services), constituting a significant Industry Cluster. At this scale, the aggregation of a single industrial code activity is important enough to attract vertical and horizontal expansion, which further substantiates Westlake's importance as a financial services center in the Dallas/ Fort Worth Metroplex. Bringing the above described importance to the Town's other advantages of proximity, makes Westlake a singularly important center for growth and development going forward.

Westlake's Permanent Population Growth: This is the portion of our population considered to be our permanent residents. From the 1990 population of 185 to 2017's population of 1,310 represents an increase of 608% equal to 1,125 additional residents. We will need to *continue* to monitor and plan for the continued increase in these numbers considering our Comprehensive Plan's (*Forging Westlake*) forecast of approximately 7.21% annual population growth between now and 2040. This would bring us to around 7,000 residents.

Traffic Demands Due to Growth in Westlake and Surrounding Areas: The four (4) municipalities surrounding Westlake (Keller, Southlake, Trophy Club, and Roanoke) are projected to have a combined population of 215,000 people by 2040. The growth in these communities will generate additional traffic that commutes through our Town. With our projected level of residents (7,000) and the existing zoning entitlements (if executed) we would expect an estimated 300,000 vehicle trips per day. Local impacts associated with this level of growth affect our street infrastructure, water and sewer system capital investment requirements, as well as demand for daily municipal services. Policies established in *Forging Westlake* will be essential for addressing this issue via the Town's thoroughfare plan as it pertains to development which occurs in the community.

Balanced Growth to Impact Cost of Municipal Services: Likewise, the ability to fund municipal services utilizing a cost-effective revenue format requires balanced growth that provides for commercial development and a diversified tax base, while maintaining the community's open space and bucolic atmosphere. At the same time, we must continue to ensure the policy direction of the Town is focused on growth paying for the infrastructure for which it creates the demand.

Housing Start Increases and Maintaining Westlake's High Quality Residential Housing: We continue to see strong single family residential construction demand. This has been demonstrated in Granada Phase 1 as well as in existing subdivisions such as Vaquero, Paigebrooke, and Terra Bella. Additionally, the infrastructure for three (3) new single family residential developments, Carlyle Court, Granada Phase 2 and Quail Hollow, has been completed, accepted by the Town and building permits issuance in those developments is underway.

Also, the mixed-use development called Entrada continues to progress with infrastructure construction making significant headway. Entrada's infrastructure is being financed with a Town approved Public Improvement District (PID), the bonds for which are paid back by assessments on development within Entrada. When the infrastructure is complete, it will add (over time) a wide variety of 322 residential units to Westlake - ranging from single family homes, to villas, to town homes. Once complete, these four (4) developments will add approximately 463 new lots to our residential inventory.

Our residential construction activity shows a steady increase in building permits for housing which has occurred since we have emerged from the 2008-09 recession. Housing starts in Westlake, due to the high value of our homes, add taxable value to our taxing base; however, this also impacts the demand for municipal services, especially the Town's charter school, Westlake Academy.

As the area economy continues to perform well, and Westlake and our surrounding communities continue to experience commercial development, this will further attract individuals who work for and own these businesses. In turn, these individuals will need housing. As our housing stock expands in response to these forces, we will need to manage our distinctive developments to ensure we maintain our community as an 'oasis of natural beauty' and achieve high-end housing options as identified in the Housing element of *Forging Westlake*.

Local Challenges Involving Commercial Growth

Commercial Development, Economic Development, and Daytime Population Growth: Because Westlake is the home to major corporate office campuses, its Monday-Friday daytime population is growing and is conservatively estimated to be approximately 10,000 - 12,000 individuals. These office complexes are comprised of notable corporate clients that include Deloitte, LLP and Fidelity Investments. Currently, Fidelity has almost 6,000 employees at their Westlake campus, with expansion room for two (2) more office buildings in addition to their two (2) existing office buildings.

New Charles Schwab Corporate Campus: The announcement of their regional corporate campus in 2016 is beginning to come to fruition. Phase 1 will consist of a 500,000-sq. ft. office building and parking garage. Adjacent to the Schwab campus will be a mixed-use development, which Hillwood Properties will develop near the intersection of SH170 and SH114. The campus will initially have approximately 1,500-1,900 employees and should round out with an estimated 5,000 employees when all phases are complete. Presently, Schwab is well underway in the process of hiring 500 employees for its temporary Roanoke Road location in Westlake.

Commercial Development in Entrada: The mixed-use development called Entrada, located at FM1938/Davis Blvd. and SH114, will also create growth in our commercial tax base. During the past budget year, commercial buildings totaling 55,000 sq. ft. have been approved by the Town for the development. A CVS Pharmacy is open for business as well as a Primrose Private School. Other commercial uses include various retail, restaurants, amphitheater and hotels.

Solana Redevelopment/Reinvestment: The Solana Office Complex, acquired by Equity Office (Blackstone) approximately two (2) years ago, has seen a resurgence in occupancy. Equity's multi-million-dollar investment in the complex to improve its parking, landscaping and buildings has been a strong positive path for Westlake. The investment is boosting office occupancy levels with Sabre Corporation expanding their presence into Westlake by leasing significant office space in Solana. They are also hiring up to 500 new employees. The municipality has assisted in this revitalization effort by leasing 20,000 sq. ft. of office space for the next 10 years. The new location in Solana allows the staff to be in one office suite and better serve the Westlake community.

Economic Development: The Town has also pursued the ideas advanced in the Economic Development element of *Forging Westlake*. That is, where appropriate, to pursue businesses that ultimately expand the Town's tax base with high quality office buildings, and at the same time, compliments our financial services business cluster, which has already been created through our corporate residents of Fidelity and Deloitte. Further, we pursue the types of businesses interested in high quality office campus development and creating well-paying positions for employees. With the Schwab announcement (and the start of construction of the TD AmeriTrade's complex in Southlake) we are well on our way to becoming a financial services corridor within the DFW Metroplex.

While offering economic development incentives for the Schwab project, the tax abatement provided is in-line with incentives offered in our region, plus the company is providing one-time funding for Westlake Academy. Staff will continue to monitor our corporate stakeholders and attempt to identify avenues to strengthen these relationships and assist in attracting new corporations to Westlake. The expansion of commercial development will continue to grow Westlake's daytime population.

Local Challenges – Other

There are other local challenges involving both financial and physical site planning, strategic forecasting, residential feedback through our survey instruments and the Town's public charter school, Westlake Academy.

Westlake's residential growth impact on the Academy: The number of Westlake residents who are selecting Westlake Academy as the educational choice for their students has doubled in the past five years. Resident surveys continually indicate that the Academy is a strong motivator for our residents to live in Westlake, and one of the top three (3) reasons why they plan to remain in our community. For example, the 2017 municipal services survey results indicate 75% of the new residents say enrollment at Westlake Academy was extremely important/important to their decision to live in the community. With the majority of those residents then listing this as the number one (1) reason they will remain in Westlake over the next five (5) years.

Planning for Academy growth in the face of residential development continues to be a challenge. Wherever possible, the Town has entered economic development agreements with residential developers to provide funding for Westlake Academy facilities to lessen the impact of their residential development on the school's enrollment.

Westlake Academy has experienced steady enrollment growth from 491 students in SY 2009-10 to a projected 856 in SY 2017-18. The current increase of student population is a result of the Phase I expansion efforts on the Academy campus and our development. Our growth requires that we carefully manage our student admissions processes to provide adequate space for children of Westlake residents.

Approximately 39,000 sq. ft. of new facilities space was opened on campus in SY 14/15. It was comprised of a secondary classroom building, field house, and a primary years' multi-use hall. These buildings increased our capacity and allowed for decompression of our current school facilities. The lottery waiting list for student admissions from our secondary boundaries continues to grow from 705 in 2011 to over approximately 2,411 students for this coming school year.

Continued Public Education Funding Shortfall: State funding of public education was decreased by the State Legislature in 2011. While it has increased somewhat since then, the allocation has not kept pace with basic cost increases. And, in the Legislature's most recent 2017 session, the per student funding for public education was not increased for the next biennium. This negatively impacts Westlake since it owns and operates our public charter school, Westlake Academy, which receives approximately 80% of its operational funding from the State. The municipal government continues to allocate significant resources to the school to deal with State funding limitations, maintain high quality educational services, provide for the Academy's facilities and support services, as well as preserve space for the children of Westlake residents. Additionally, the Westlake Academy Foundation (WAF) raises significant operating funds for the Academy, without which the school could not operate.

Pursuit of Infrastructure and Services Reinvestment While Combating Certain Cost Increases: We must also reinvest in maintaining our infrastructure. However, with growth comes the need to allocate capital spending in new public buildings and our water and sewer utility. An example of a key project needed to deal with the Town's growth, is a Phase 2 water transmission line to our wholesale water provider. This is a costly project which will require us to significantly invest in our water system.

Staffing Levels, Insurance Costs, and Retention: Our infrastructure investment must be monitored in tandem with the staffing needs to maintain our current service delivery levels. This includes keeping our compensation/benefit package competitive to attract and retain excellent employees, so we can continue delivering exceptional service. We have found this to be especially true as it relates to having adequate staffing to deal with development review and construction. We have balanced all these components in light of maximizing staff efficiencies and processes to help contain large expenditure drivers such as employee health insurance.

Customer interactions and our methodology to deliver services remains of interest to our residents and we continue to receive high marks for our personalized approach. In early 2017, our consultant, Chris Tatham with ETC presented Council with positive feedback indicating that our staff team is "setting the standard for service delivery compared to other communities". Since 2009, our composite index score for overall satisfaction has increased 21 points.

Users of this document, as well as others interested in the programs and services offered by the Town of Westlake, are encouraged to read the Town's Fiscal Year 2017-18 Budget. The budget details the Town's long-term goals and financial policies and describes program accomplishments and initiatives.

Other Information

The Government Finance Officers Association of the United States of America and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Town of Westlake for its comprehensive annual financial report (CAFR) for the fiscal year ended September 30, 2016. This was the tenth year the Town has received this prestigious award. To be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report (CAFR) continues to meet the Certificate of Achievement Program's requirements and we are submitting it to GFOA to determine its eligibility for another certificate.

In addition, we also received our tenth GFOA Distinguished Budget Presentation Award for the fiscal year beginning October 1, 2016 for our municipal budget and the 8th year for our educational services budget for Westlake Academy, a component unit of the Town. To qualify for the Distinguished Budget Presentation Award, the Town and Academy budget documents had to be judged proficient as a policy document, a financial plan, an operations guide, and a communications device.

Westlake Academy has also received recognition from the Association of School Business Officials International as a recipient of the International Award for Budget Excellence for the past seven years.

The Finance Department received its fifth Popular Annual Financial Report (PAFR) converting much of the FY 2015-2016 audit document into an easy-to-read format for our residents. The goal is to encourage resident awareness as it relates to Town finances through the condensed version of the budget. The report provides an "overview of our financial position and policies and conveys our commitment to delivering responsive services and programs in a fiscally responsible manner."

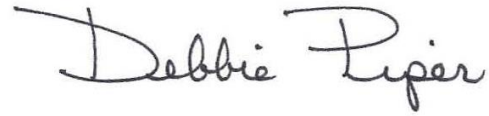
Acknowledgements

The preparation of this report could not be accomplished without the efficient and dedicated services of the entire staff of the Finance Department. Appreciation is expressed to Town employees throughout the organization, especially those employees who were instrumental in the successful completion of this report.

The staff would also like to thank the Mayor and Town Council for their conservative leadership and their support in planning and conducting the financial operations of the Town in a responsible and progressive manner.



Tom Brymer
Town Manager



Debbie Piper, CPA
Finance Director



Town of Westlake



Government Finance Officers Association

**Certificate of
Achievement
for Excellence
in Financial
Reporting**

Presented to

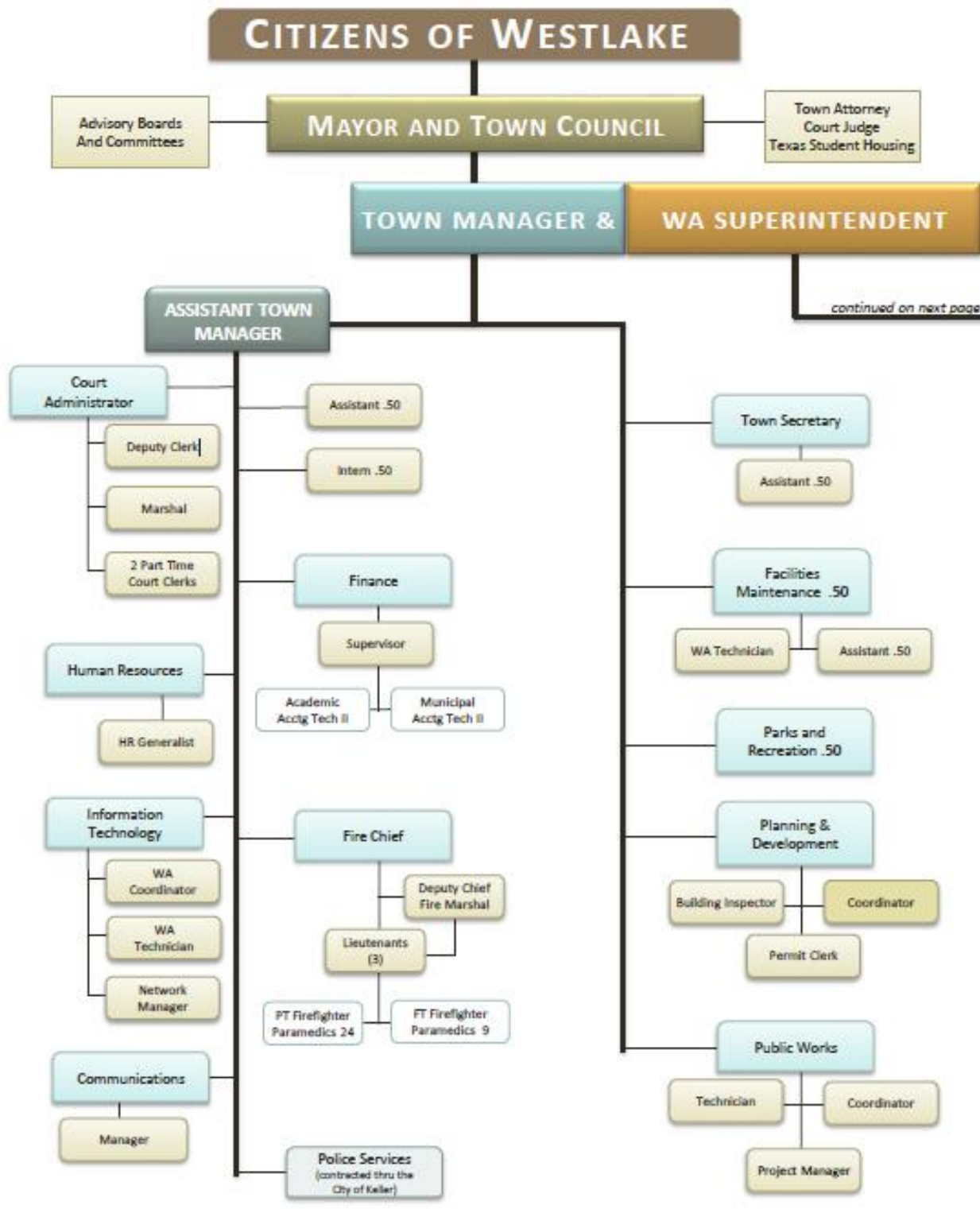
**Town of Westlake
Texas**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

September 30, 2016

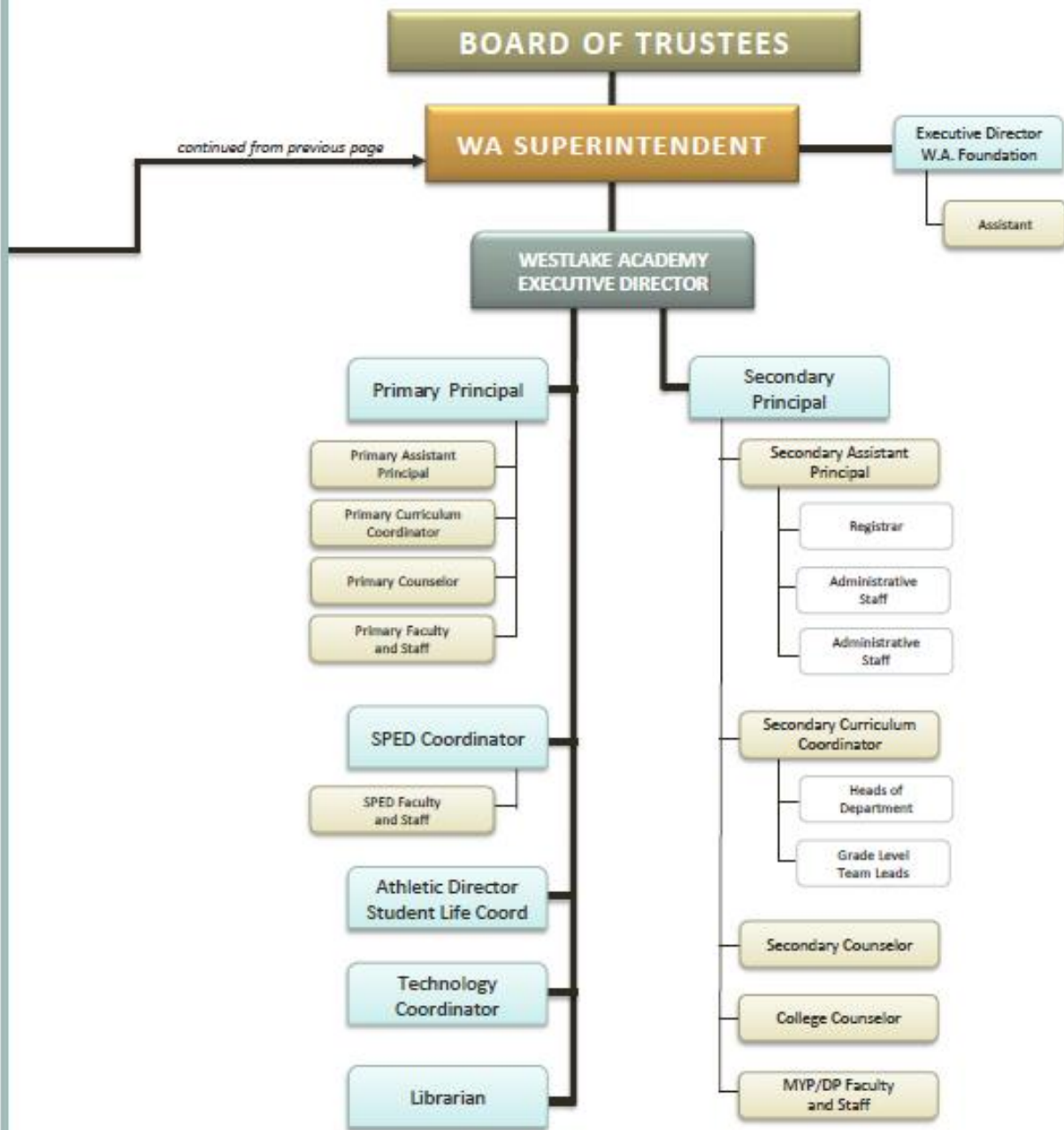
Christopher P. Morill

Executive Director/CEO



This organizational chart is a visual depiction of the way work is distributed within the Town of Westlake. It is also meant to be a tool to help enhance our working relationship with our customers, students and stake-holders, and to clear channels of communications to better accomplish our goals and objectives.

This organizational chart is a visual depiction of the way work is distributed within Westlake Academy



**Town of Westlake
Elected and Appointed Officials**



**Laura
Wheat**



**Alesa
Belvedere**



**Michael
Barrett**



**Rick
Rennhack**



**Carol
Langdon**



**Wayne
Stoltenberg**

Elected Officials

Mayor	Laura Wheat
Mayor Pro-Tem	Carol Langdon
Council Member	Alesa Belvedere
Council Member	Michael Barrett
Council Member	Rick Rennhack
Council Member	Wayne Stoltenberg

Appointed Officials

TOM BRYMER
Town Manager

AMANDA DEGAN
Assistant
Town Manager

GINGER AWTRY
Director of Communications
and Community Affairs

DEBBIE PIPER
Director of Finance

KELLY EDWARDS
Town Secretary

RON RUTHVEN
Director of Planning and
Development

TODD WOOD
Director of Human Resources
and Administrative Services

JARROD GREENWOOD
Director of Public Works

RICHARD WHITTEN
Fire Chief

TROY MEYER
Director of Facilities Maintenance
and Parks and Recreation

JASON POWER
Director of Information
Technology



Town of Westlake

Financial Section



Town of Westlake



Independent Auditor's Report

To the Honorable Mayor
and Members of Town Council
Town of Westlake, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Town of Westlake (the Town) as of and for the year ended September 30, 2017, and the related notes to the financial statements, which collectively comprise the Town's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Town, as of September 30, 2017, and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter Regarding Going Concern

The accompanying financial statements have been prepared assuming the discretely presented component units will continue as going concerns. As discussed in Note 17 to the financial statements, the discretely presented component units are in default on their bonds due to failure to meet certain bond covenants. This gives bond holders the right to accelerate and demand payment on the bonds in full. This condition raises substantial doubt about the discretely presented component units' ability to continue as going concerns. Management's plans regarding these matters are also described in Note 17. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 10 through 20 and budgetary comparison information and pension schedules on pages 81 through 88 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town's basic financial statements. The introductory section, combining and individual fund financial statements and schedules, and statistical section, are presented for purposes of additional analysis and are not a required part of the financial statements.

The combining and individual fund statements and schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual fund statements and schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

Town of Westlake, Texas

The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 23, 2018 on our consideration of the Town's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Town's internal control over financial reporting and compliance.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
March 23, 2018



Town of Westlake

Management's Discussion and Analysis



Town of Westlake

Management's Discussion and Analysis

Management of the Town of Westlake offers the readers of the Town's financial statements this narrative overview and analysis of the financial activities and financial position of the Town for the fiscal year ended September 30, 2017. Financial reporting is limited in its ability to provide the "big picture" but rather focuses on financial position and changes in financial position. In other words, are revenues and/or expenditures higher or lower than the previous year? Has the net position (containing both short-term and long-term assets and liabilities) or fund balances (the current "spendable" assets less current liabilities) of the government been maintained? Readers are encouraged to consider the information presented here in conjunction with the additional information furnished in the letter of transmittal (pages iii - x of this report) and the statistical section (pages 103 - 122 of this report) as well as information in the annual operating budget, along with other community information found on the Town's website at www.westlake-tx.org. It should be noted that the Independent Auditor's Report describes the auditors' association with the various sections of this report and that all the additional information from the website and other Town sources are unaudited.

FINANCIAL HIGHLIGHTS

- The assets and deferred outflows of resources of the Town exceeded its liabilities and deferred inflows of resources at the close of the most recent fiscal year by \$59,885,306 (Net position). This number must be viewed within the context that the vast majority of the Town's net position of \$52,083,443 (87.0%) is its investment in capital assets and that most capital assets in a government entity do not directly generate revenue nor can they be sold to generate liquid capital. The net position restricted for specific purposes totaled \$2,034,916 (3.4%). The remaining amount, \$5,766,947 (9.6%), represents unrestricted net position.
- As of the close of the current fiscal year, the Town of Westlake's governmental funds reported combined ending fund balances of \$27,808,118, which is an increase of \$7,412,296 in comparison with the prior year. Within this total, \$17,444,416 is non-spendable, restricted, committed or assigned by management or council.
- At the end of the current fiscal year, fund balance for the general fund was \$10,937,492 an increase of \$1,258,019 in comparison with the prior year. Of this total fund balance, \$10,363,702 is unassigned. This represents 125% of the total general fund expenditures and is equivalent to 489 operating days.
- The Town's capital assets (net of accumulated depreciation) increased by \$5,042,014. This is due in large part to an increase of \$6,503,931 in construction in progress accounts. This increase is primarily due to the infrastructure construction expenditures related to the Public Improvement District (PID), E. Dove Road and Drainage project and the Fire/EMS Complex.
- The Town's long-term debt increased by \$9,547,067 in total, due to the issuance of \$9,180,000 Combination Tax & Revenue Bonds and \$1,530,000 Tax Notes.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Town's basic financial statements. The Town's basic financial statements are comprised of the following three components:

- 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements

The *government-wide financial statements* are designed to provide readers with a broad overview of the Town's finances, in a manner similar to a private-sector business. The government-wide financial statements are prepared utilizing the economic resources measurement focus and the accrual basis of accounting.

The *statement of net position* presents information on all the Town's assets and deferred outflows of resources and liabilities and deferred inflows of resources with the difference between the two reported as *net position*. Over time, increases or decreases in the Town's net position serves as a useful indicator of whether the financial position of the Town is improving or weakening.

The *statement of activities* presents information showing how the government's net position changed during the most recent fiscal year. All the revenues and expenses are reported as soon as the underlying event giving rise to the change occurs, *regardless of the timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

Both government-wide financial statements distinguish functions of the Town that are principally supported by sales taxes, property taxes, and intergovernmental revenues (*governmental activities*) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (*business-type activities*). The governmental activities of the Town include general government, public safety, culture and recreation, economic development, public works, visitor services and education. The business-type activities of the Town include water/sewer and cemetery.

The government-wide financial statements include not only the Town (known as the *primary government*), but also discretely presented component units including all the Texas Student Housing entities. Financial information for these *component units* is reported separately from the financial information presented for the primary government itself. In addition, the Town has the following blended component units: Lone Star Public Facilities Corporation, 4B Economic Development Corporation, and Westlake Academy, an open enrollment charter school owned and operated by the Town of Westlake. See pages 42 – 43 of the "Financial Section" for detail on these entities.

Fund Financial Statements

A *fund* is a grouping of related accounts used to maintain control over resources that have been segregated for specific activities or objectives. The Town, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Below are the three types of funds.

Governmental funds - *Governmental funds* are used to account for essentially the same functions reported as *government activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financial requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, the reader may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

The Town maintains ten individual governmental funds. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the General, Westlake Academy, Debt Service, Capital Projects, Solana PID Capital Project, and Westlake Academy Expansion funds, all of which are presented as major funds. Data from the other funds (Visitors Association, Economic Development, Lone Star Public Facilities Corporation and Westlake 4B Economic Development Corporation) are combined into a single, aggregate presentation. Individual fund data for each of these non-major governmental funds is provided in the form of combining statements elsewhere in this report.

The Town adopts an annual appropriated budget for all funds, except the Capital Projects, Solana PID Capital Project, and Westlake Academy Expansion funds which are project-length based budgets. A budgetary comparison statement has been provided for all appropriate funds to demonstrate compliance with this budget.

The basic governmental fund financial statements can be found on pages 27 - 33 of this report.

Proprietary funds - There are two types of proprietary funds, Enterprise Funds and Internal Service Funds. An Enterprise Fund is the only proprietary fund currently maintained by the Town. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The Town uses enterprise funds to account for its water and sewer activities and its cemetery activities. All activities associated with providing such services are accounted for in this fund, including administration, operation, maintenance, debt service, capital improvements, billing and collection. The Town's intent is that the costs of providing the services to the general public on a continuing basis is financed through user based charges in a manner similar to a private enterprise. The Town has no Internal Service Funds (fund to report activities that provide supplies and services for the Town's other programs and activities, i.e. self-insurance and fleet management).

The basic proprietary fund financial statements can be found on pages 34 - 36 on this report.

Fiduciary funds - Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the Town's own programs. The accounting used for fiduciary funds is similar to the accounting used for proprietary funds. The Town of Westlake maintains one fiduciary fund, the PID Agency (Debt Service) Fund.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 42 - 79 of this report.

Other information. In addition to the basic financial statements and accompanying notes, this report also presents schedules that further support the information in the financial statements.

The schedules are presented immediately following the notes to the financial statements and can be found on pages 81 - 88.

Government-Wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of the government's financial position. In the case of the Town, assets exceeded liabilities by \$59,885,306 at the close of the most recent fiscal year.

The Town's *combined* net position changed from a year ago, increasing \$2,833,346 from \$57,051,960 to \$59,885,306. Our analysis below focuses on the net position (Table 1) and changes in net position (Table 2) of the Town's governmental and business-type activities.

The largest portion of the Town's net position, 52,083,443 (87%), reflects its investment in capital assets (e.g. land, buildings, equipment, improvements, construction in progress, and infrastructure), less any debt used to acquire capital assets still outstanding. The Town uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the Town's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of the Town's net position, \$2,034,916 (3.4%), represents resources that are subject to external or internal restrictions on how they may be used. The remaining balance of \$5,766,947 (9.6%) represents unrestricted net position which is available for the Town's ongoing expenses.

Table 1
Condensed Statement of Net Position
At September 30, 2017 and 2016

	Governmental Activities		Business-type Activities		Total	
	2017	2016	2017	2016	2017	2016
Assets						
Current and other assets	\$ 30,062,328	\$ 23,271,426	\$ 5,254,725	\$ 4,197,173	\$ 35,317,053	\$ 27,468,599
Capital assets	67,940,280	62,414,763	11,690,171	12,173,674	79,630,451	74,588,437
Total Assets	\$ 98,002,608	\$ 85,686,189	\$ 16,944,896	\$ 16,370,847	\$ 114,947,504	\$ 102,057,036
Deferred outflows of resources	2,446,574	2,546,463	94,162	84,021	2,540,736	2,630,484
Liabilities						
Noncurrent liabilities	39,936,334	30,117,478	6,333,158	6,308,304	\$ 46,269,492	\$ 36,425,782
Other liabilities	2,402,774	2,984,891	8,869,026	8,143,561	11,271,800	11,128,452
Total Liabilities	42,339,108	33,102,369	15,202,184	14,451,865	\$ 57,541,292	\$ 47,554,234
Deferred inflows of resources	61,642	81,326	-	-	61,642	81,326
Net Position						
Net investments in capital assets	46,499,873	38,299,337	5,583,570	6,044,363	\$ 52,083,443	\$ 44,343,700
Restricted	2,034,916	7,489,048	-	-	2,034,916	7,489,048
Unrestricted	9,513,643	9,260,572	(3,746,696)	(4,041,360)	5,766,947	5,219,212
Total Net Position	\$ 58,048,432	\$ 55,048,957	\$ 1,836,874	\$ 2,003,003	\$ 59,885,306	\$ 57,051,960

Table 2
Changes in Net Position
For the Years Ended September 30, 2017 and 2016

	Governmental Activities		Business-type Activities		Total	
	2017	2016	2017	2016	2017	2016
Revenues						
Program revenues						
Fees, fines and charges for service:	\$ 4,471,161	\$ 3,794,327	\$ 4,825,599	\$ 3,979,201	\$ 9,296,760	\$ 7,773,528
Operating grant and contributions	8,047,113	7,863,168	-	-	8,047,113	7,863,168
Capital grants and contributions	3,485,255	269,185	-	-	3,485,255	269,185
General revenues						
Taxes						
Sales taxes	4,650,744	4,609,523	-	-	4,650,744	4,609,523
Property taxes	1,576,750	1,476,355	-	-	1,576,750	1,476,355
Hotel occupancy taxes	751,601	822,490	-	-	751,601	822,490
Mixed beverage taxes	68,432	61,476	-	-	68,432	61,476
Franchise taxes	818,423	930,043	-	-	818,423	930,043
Interest on investments	182,095	55,600	28,684	13,095	210,779	68,695
Miscellaneous	278,071	241,501	50,000	-	328,071	241,501
Total revenues	24,329,645	20,123,668	4,904,283	3,992,296	\$ 29,233,928	\$ 24,115,964
Expenses						
General governmental	5,716,302	4,491,557	-	-	5,716,302	4,491,557
Public safety	3,063,003	2,737,084	-	-	3,063,003	2,737,084
Culture and recreation	217,489	187,274	-	-	217,489	187,274
Economic development	163,578	141,779	-	-	163,578	141,779
Public works	1,634,549	1,102,636	-	-	1,634,549	1,102,636
Visitor services	737,071	740,835	-	-	737,071	740,835
Education	8,566,295	9,516,287	-	-	8,566,295	9,516,287
Interest on long-term debt	1,401,199	990,413	-	-	1,401,199	990,413
Water and sewer	-	-	4,893,075	5,519,116	4,893,075	5,519,116
Cemetery	-	-	8,021	7,831	8,021	7,831
Total expenses	21,499,486	19,907,865	4,901,096	5,526,947	26,400,582	25,434,812
Increase (decrease) in net position before transfers	2,830,159	215,803	3,187	(1,534,651)	2,833,346	(1,318,848)
Transfers	169,316	264,578	(169,316)	(264,578)	-	-
Change in net position	2,999,475	480,381	(166,129)	(1,799,229)	2,833,346	(1,318,848)
Net position, beginning	55,048,957	54,568,576	2,003,003	3,802,232	57,051,960	58,370,808
Net position, ending	\$ 58,048,432	\$ 55,048,957	\$ 1,836,874	\$ 2,003,003	\$ 59,885,306	\$ 57,051,960

Governmental activities: Governmental activities increased the Town's net position by \$2,999,475 (5.45%), increasing net position from \$55,048,957 to \$58,048,432. Unrestricted net position, the part of net position that can be used to finance day-to-day operations without constraints established by debt covenants, enabling legislation, other legal requirements, and/or Council or management's decision, increased by \$816,934.

Total revenues for governmental activities increased by \$4,205,977 when compared to the prior year. General revenue had an increase of \$129,128, while program revenues had an increase of \$4,076,849.

Program revenues

- Fees, fines and charges for services increased \$676,834. The permit and review fees received from Charles Schwab & Co. were the major contributor to this increase
- Operating Grants and Contributions increased by \$293,945 mostly due the contribution of funds to Westlake Academy for the purchase of a school bus as well as additional state funding.
- Capital Grants and Contributions increased by \$3,106,070 with the major portion being attributed to the donation of land for the Fire/EMS station and revenues restricted for the benefit of Westlake Academy based on economic development agreements.

General revenues

- Interest on Investments increased by \$182,095 due to the addition of bond and tax note funds.
- Sales tax increased by \$41,201 in addition to an increase of \$98,364 in property tax.
- Hotel occupancy taxes decreased by \$70,889. There have been several new hotels in the area that are competing with the Marriott. Efforts are being made to retain and attract additional meetings and tourist stays.
- Franchise fees decreased by \$111,620 primarily due to AT&T and Verizon receipts.

Expenses

- Total expenses for governmental activities increased by \$1,062,685 or approximately 5%.
- General Government expenditures reflected a 40% increase of \$1.3M; Payroll and related taxes/retirement increased with the addition of staff; increase in consultant fees was related to local PID expenditures with the majority of the increase due to the relocation of Town Hall including additional furniture, network equipment transfer and replacements.
- Education expenditures decreased by 5% (\$426K) which was created by an accounting entry made in the prior years to recognize a capital lease. This amount was offset with lease proceeds in Other Resources.
- Public Safety saw a 9% increase of \$230K primarily due to payroll and related taxes/retirement increases based on market adjustments.

Business-type Activities: The net position of our business-type activities ended fiscal year 2017 at \$1,836,874 compared with \$2,003,003 in 2016. This represents a decrease in net position of \$166,129 , or 8% less than the prior fiscal year.

Revenues (Charges for Services) for business-type activities for the fiscal year ending September 30, 2017 were \$4,825,599; an increase of \$846,398 or 21%. Operating expenses for the business-type activities for the fiscal year ending September 30, 2017 were \$4,023,410; a decrease of \$684,148 or 15%. This decrease was primarily attributed to a payment to the City of Fort Worth for the Town's proportionate share of water system upgrades to provide Westlake with future capacity needs in the prior year offset by a settle-up with the City of Southlake related to wastewater treatment.

Financial Analysis of the Town's Funds

As noted earlier, the Town uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of the Town's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the Town's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a town's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the Town's governmental funds reported combined ending fund balances of \$27,808,118; an increase of \$7,412,296 in comparison with the prior year. Approximately 35% of this total (\$10,363,702) constitutes unassigned fund balance, which is available for spending at the government's discretion. The remainder of fund balance is non-spendable, restricted, committed or assigned to indicate that it is not available for new spending because it has already been committed.

The following tables present a summary of general, special revenue, capital project, and debt service fund revenues and expenditures for the fiscal year ended September 30, 2017, and the amount and percentage of increases and decreases in relation to the prior year.

**Table 3
Summary of Governmental Funds Revenues**

Revenues	2016-17 Amount	Percent Of Total	Increase (Decrease) From 2015-16	Percent Increase (Decrease)
Taxes				
Sales taxes	\$ 4,650,744	20.6%	\$ 41,221	0.9%
Property taxes	1,577,815	7.0%	98,364	6.7%
Mixed beverage taxes	68,432	0.3%	6,956	11.3%
Hotel occupancy taxes	751,601	3.3%	(70,889)	-8.6%
Franchise taxes	818,423	3.6%	(111,620)	-12.0%
Subtotal - Taxes	<u>7,867,015</u>	<u>34.8%</u>	<u>(35,968)</u>	<u>-0.5%</u>
State program	6,603,358	29.2%	54,996	0.8%
Federal program	140,152	0.6%	41,588	42.2%
Interest income	182,095	0.8%	138,076	313.7%
Building permits and fees	3,521,686	15.6%	806,450	29.7%
Fines and penalties	673,716	3.0%	(122,298)	-15.4%
Intergovernmental	-	0.0%	-	0.0%
Contributions	728,887	3.2%	(18,502,269)	-100.5%
Miscellaneous	<u>2,863,801</u>	<u>12.8%</u>	<u>1,325,546</u>	<u>86.2%</u>
Total Revenues	<u>\$ 22,580,710</u>	<u>100.0%</u>	<u>\$ (16,293,879)</u>	<u>-42.8%</u>

Table 4
Summary of Governmental Funds Expenditures

Expenditures	2016-17 Amount	Percent Of Total	Increase (Decrease) From 2015-16	Percent Increase (Decrease)
General government	\$ 4,596,827	16.6%	\$ 1,316,320	40.1%
Public safety	2,684,244	9.7%	230,387	9.4%
Culture and recreation	164,720	0.6%	(21,203)	-11.4%
Economic development	163,578	0.6%	21,799	15.4%
Public works	784,279	2.8%	10,528	1.4%
Visitor services	717,055	2.6%	(8,916)	-1.2%
Education	8,819,174	31.9%	(426,418)	-4.6%
Capital outlay	7,082,844	25.7%	(2,479,110)	-25.9%
Debt services	2,598,351	9.3%	500,450	23.9%
Total Expenditures	\$ 27,611,072	100.0%	\$ (856,163)	-3.0%

Below are summaries and explanations of the changes in fund balances from fiscal year 2016 to fiscal year 2017 of the Governmental Funds that are contained in the above totals.

General Fund - Fund balance increased \$1,258,019 (13%). At the end of the current fiscal year, fund balance for the general fund was \$10,937,492, an increase of \$1,258,019 in comparison with the prior year. Of this total, \$10,363,702 is unassigned. This represents 125% of the total general fund expenditures and is equivalent to 489 operating days.

- Revenues increased \$1.1M - The Planning and Development department realized the biggest increase in revenues with the majority (\$1.7M) coming from inspection/plan review fees, reforestation, building permit fees and PID inspection fees. Other permits and fees decreased \$900K due to the PID reimbursement fund receiving one-time revenue of \$743K in the prior year.
- Expenditures increased 1.9M - Payroll and related taxes, insurance and retirement increased \$567K due to the addition of employees and market adjustments. Maintenance and replacement projects increased \$685K due to the relocation of the Town Hall and subsequent purchases of furniture and equipment.

Westlake Academy - Fund balance decreased by \$193,514 primarily due to the reduction of state revenue because the student enrollment was less than originally anticipated. In addition, there were additional transportation costs for the rental of buses for field trips and athletic activities due to the small size of the Academy's current two buses (16 and 18 passenger). A new bus was purchased for fiscal year 2017-2018 with a 71 passenger capacity.

Visitors Association Fund - Fund balance decreased by \$212,781 largely due to the debt service payment transferred out for the Arts and Sciences Center.

Capital Projects Fund - Fund balance increased by \$10,708,715 largely due the proceeds of the bond issuance and tax notes for the construction of the Fire/EMS complex

Westlake Academy Expansion Fund - Fund balance increased by \$1,016,218 (from \$397,127 to \$1,413,345). This fund was created to account for proceeds from long-term financing and revenue and expenditures related to authorized construction related to the expansion of Westlake Academy facilities. The original project for this fund was completed in FY 2015. Transfers in will be recorded for lot fee revenue based on an economic development agreement related to lot sales in several residential sub-division in future years.

Solana Public Improvement District (PID) Capital Project Fund - Fund balance decreased by \$5,145,966 due to infrastructure construction on the project. This fund was created in FY 2015 to detail the funds contributed based on bond proceeds for the construction of infrastructure for the Entrada development. All infrastructure will be conveyed to the Town upon completion.

Proprietary Funds. - The Town's proprietary fund statements provide the same type of information found in the government-wide financial statements with greater detail. Total net position of the Proprietary Funds amounted to \$1,836,874, a decrease of \$166,129.

General Fund Budgetary Highlights

The General Fund budget for fiscal year 2017 was amended in total to increase the net change in fund balance from (\$214,923) to \$207,481, a total increase of \$422,404. The amended budget for net revenues was increased by \$515K (6%) based on anticipated increases in building permits and fees. The amended budget for net expenditures was increased by \$210K (2%). This was primarily due to additional needs related to the relocation of the Town Hall.

The General Fund actual revenue collections/other sources were more than the amended budget by \$603K primarily due to the receipt of building permits and fees that were not anticipated until the FY 17-18. Actual expenditure costs/other uses were less than the amended budget by \$447K due mostly to less than anticipated service expenditures.

Capital Assets and Debt Administration

Capital Assets. The Town's investment in capital assets for its governmental and business-type activities as of September 30, 2017, totaled \$79,630,451 (net of accumulated depreciation). The investment in capital assets includes land, buildings, improvements, machinery and equipment, infrastructure, and construction in progress. The net increase in the Town's investment in capital assets for the current fiscal year was \$5,042,014 or 7% mostly due to additional construction in progress related to the Public Improvement District, the Fire/EMS Complex, and the E. Dove Road Reconstruction/Drainage Project totaling \$6.6M. This increase was offset by the sale of land in the amount of \$1.2M.

**Table 5
Town's Capital Assets
(Net of Accumulated Depreciation)**

	Governmental Activities		Business-type Activities		Total	
	2017	2016	2017	2016	2017	2016
Land	\$ 12,446,059	\$ 11,896,664	\$ -	\$ -	\$ 12,446,059	\$ 11,896,664
Capital improvements	9,865,482	10,335,819	9,734,945	10,097,620	19,600,427	20,433,439
Building	25,699,186	26,351,151			25,699,186	26,351,151
Machinery and equipment	1,252,399	1,614,268	1,536,311	1,669,017	2,788,710	3,283,285
W/W treatments rights			89,885	121,645	89,885	121,645
Construction in progress	18,677,154	12,216,861	329,030	285,392	19,006,184	12,502,253
Total capital assets	\$ 67,940,280	\$ 62,414,763	\$ 11,690,171	\$ 12,173,674	\$ 79,630,451	\$ 74,588,437

Additional information on the Town's capital assets can be found in Note 4 on pages 56 - 57 of this report.

Long-term liabilities - At the end of the current fiscal year, the Town had total long-term debt outstanding of \$43,741,665. Of this amount, \$36,207,000 represents bonded indebtedness, \$162,004 capital leases, \$238,404 in loans and \$5,126,958 contractual obligations. During the fiscal year 2016-2017, the Town's total debt payable increased by \$9,625,356. This increase was mainly due to the sale of bonds and tax notes for the Fire/EMS complex as well as the scheduled repayment of principal and interest on outstanding bonded debt and offset by a savings due to the refunding on the Town's Series 2007 CO's.

Standard & Poor's Ratings Services, a division of McGraw-Hill, Inc. has recently increased the Town's rate from AA+/stable to AAA/stable. Additional information about the rating agency or the significance of the rating provided may be obtained from Standard & Poor's web site. Additional information on the Town's long-term debt can be found in Note 5 on pages 58 – 65.

**Table 6
Outstanding Debt at Year-End**

	Governmental Activities		Business-type Activities		Total	
	2017	2016	2017	2016	2017	2016
General obligation bonds	\$ 15,267,000	\$ 16,685,000	\$ -	\$ -	\$ 15,267,000	\$ 16,685,000
Certificates of obligation	19,990,700	9,485,700	949,300	971,300	20,940,000	10,457,000
Contractual obligations	-	-	5,126,958	5,126,958	5,126,958	5,126,958
Capital leases	162,004	563,045	-	-	162,004	563,045
Premium on bonds	1,578,909	657,912	29,881	31,053	1,608,790	688,965
Notes payable	238,404	275,101			238,404	275,101
Compensated absences	333,005	274,216	65,504	46,024	398,509	320,240
Total long-term debt	\$ 37,570,022	\$ 27,940,974	\$ 6,171,643	\$ 6,175,335	\$ 43,741,665	\$ 34,116,309

The Town's net pension liability relative to its participation in Texas Municipal Retirement System (TMRS) increased from \$1,215,618 as of September 30, 2016 to \$1,476,481 as of September 30, 2017. The Academy's proportionate share of the Teacher Retirement System (TRS) net pension liability decreased from \$1,093,865 as of August 31, 2016 to \$1,051,346 as of August 31, 2017.

Economic Factors and Next Year's Budgets

In the FY 2017-18 adopted budget, the General Fund balance is anticipated to decrease by \$1.4M. Adopted revenue collections are budgeted to be less than the 2017 actuals by \$1.0M (10%) primarily due to prior year one-time building fees and permits offset by additional general sales tax revenues due to a negotiated development agreement and additional property taxes.

Anticipated expenditures will be approximately \$600K more than the prior year. Payroll increases create most of this increase with approximately \$500K (market adjustments, two additional employees, increased insurance and benefits. Transfers out are estimated to increase by \$1.3M. The FY 17-18 budgeted amounts include transfers of one-time revenues from various commercial projects to the Capital Projects Fund for future use. The transfer to the Debt Service Fund increased to cover additional debt service requirements.

As stated in the Transmittal Letter, the Town's budget continues to be impacted by encouraging economic signs. Growth in Westlake, along the SH 114 corridor and with the progress of our new mixed-use development, Entrada, should continue to increase the commercial revenue sources. Additionally, increases are expected in residential-related revenues due to new housing developments.

Contacting the Town's Finance Department

This financial report is designed to provide our citizens, customers, and investors and creditors with a general overview of the Town's finances and to demonstrate the Town's accountability for the money it receives. If you have questions about this report or need additional financial information, contact Debbie Piper, Town of Westlake Finance Director, at 817-490-5712 or email at dpiper@westlake-tx.org.



Town of Westlake

Basic Financial Statements



Town of Westlake

Town of Westlake
Statement of Net Position
September 30, 2017

Exhibit A-1

	Primary Government			Discretely Presented Component Units
	Governmental Activities	Business-type Activities	Total	
ASSETS				
Cash and cash equivalents	\$ 26,295,605	\$ 3,722,146	\$ 30,017,751	\$ 6,171,501
Receivables (net of allowance)	1,848,083	1,154,947	3,003,030	410,969
Inventories	-	95,197	95,197	-
Other assets	262,106	-	262,106	161,211
Restricted cash and cash equivalents	1,656,534	282,435	1,938,969	3,132,602
Capital assets:				
Land and construction in progress	31,123,213	329,030	31,452,243	5,099,597
Buildings and improvements	47,342,288	14,899,416	62,241,704	52,590,312
Wastewater treatment rights	-	635,199	635,199	-
Machinery and equipment	4,652,500	3,560,780	8,213,280	4,690,979
Less accumulated depreciation	(15,177,721)	(7,734,254)	(22,911,975)	(29,929,128)
Total capital assets	67,940,280	11,690,171	79,630,451	32,451,760
Total assets	98,002,608	16,944,896	114,947,504	42,328,043
DEFERRED OUTFLOWS OF RESOURCES				
Deferred outflows of resources - TRS pension	672,957	-	672,957	-
Deferred outflows of resources - TMRS	766,614	94,162	860,776	-
Deferred loss on refunding	1,007,003	-	1,007,003	-
Total deferred outflows of resources	2,446,574	94,162	2,540,736	-
LIABILITIES				
Accounts payable	2,247,373	440,488	2,687,861	324,020
Customer deposit payable	-	232,435	232,435	-
Unearned revenue	1,850	406,350	408,200	946,645
Accrued interest payable	153,551	7,789,753	7,943,304	26,401,717
Noncurrent liabilities:				
Due within one year				
Long-term debt	1,717,681	235,093	1,952,774	3,420,000
Compensated absences	33,301	6,550	39,851	-
Due in more than one year				
Long-term debt	35,519,336	5,871,046	41,390,382	48,949,301
Compensated absences	299,704	58,954	358,658	-
TRS pension liability	1,051,346	-	1,051,346	-
TMRS pension liability	1,314,966	161,515	1,476,481	-
Total liabilities	42,339,108	15,202,184	57,541,292	80,041,683
DEFERRED INFLOWS OF RESOURCES				
Deferred inflows - TRS pension	61,642	-	61,642	-
Total deferred inflows of resources	61,642	-	61,642	-
NET POSITION				
Net investment in capital assets	46,499,873	5,583,570	52,083,443	(19,917,541)
Restricted for:				
Tourism	799,170	-	799,170	-
Construction	797,234	-	797,234	-
Court security and technology	219,693	-	219,693	-
Future projects	13,789	-	13,789	-
Debt service	-	-	-	-
Education	205,030	-	205,030	-
Unrestricted	9,513,643	(3,746,696)	5,766,947	(17,796,099)
Total net position	\$ 58,048,432	\$ 1,836,874	\$ 59,885,306	\$ (37,713,640)

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake
Statement of Activities
For the Year Ended September 30, 2017

Functions/Programs	Expenses	Program Revenues		
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
PRIMARY GOVERNMENT				
Governmental activities:				
General government	\$ 5,716,302	\$ 73,180	\$ -	\$ 5,956
Public safety	3,063,003	783,681	532	-
Cultural and recreation	217,489	-	3,100	-
Public works	1,634,549	3,338,541	-	2,359,299
Economic development	163,578	-	-	1,010,000
Visitor services	737,071	-	-	-
Education	8,566,295	275,759	8,043,481	110,000
Interest on long-term debt	1,401,199	-	-	-
Total governmental activities	<u>21,499,486</u>	<u>4,471,161</u>	<u>8,047,113</u>	<u>3,485,255</u>
Business-type activities:				
Water and sewer	4,893,075	4,815,635	-	-
Cemetery	8,021	9,964	-	50,000
Total business-type activities	<u>4,901,096</u>	<u>4,825,599</u>	<u>-</u>	<u>50,000</u>
Total primary government	<u>\$ 26,400,582</u>	<u>\$ 9,296,760</u>	<u>\$ 8,047,113</u>	<u>\$ 3,535,255</u>
Reported Discretely Presented Component Units	<u>\$ 13,366,606</u>	<u>\$ 11,235,925</u>	<u>\$ -</u>	<u>\$ -</u>

GENERAL REVENUES AND TRANSFERS

Taxes:

Sales taxes
Property taxes
Hotel occupancy taxes
Mixed beverage taxes
Franchise taxes

Interest income

Miscellaneous

Transfers

Total general revenues and transfers

Change in net position

NET POSITION, beginning of year

NET POSITION, end of year

The Notes to the Financial Statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Position			
Primary Government			
Governmental Activities	Business - Type Activities	Total	Discretely Presented Component Units
\$ (5,637,166)	\$ -	\$ (5,637,166)	\$ -
(2,278,790)	-	(2,278,790)	-
(214,389)	-	(214,389)	-
4,063,291	-	4,063,291	-
846,422	-	846,422	-
(737,071)	-	(737,071)	-
(137,055)	-	(137,055)	-
(1,401,199)	-	(1,401,199)	-
<u>(5,495,957)</u>	<u>-</u>	<u>(5,495,957)</u>	<u>-</u>
-	(77,440)	(77,440)	-
-	51,943	51,943	-
<u>-</u>	<u>(25,497)</u>	<u>(25,497)</u>	<u>-</u>
<u>\$ (5,495,957)</u>	<u>\$ (25,497)</u>	<u>\$ (5,521,454)</u>	<u>-</u>
<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (2,130,681)</u>
4,650,744	-	4,650,744	-
1,576,750	-	1,576,750	-
751,601	-	751,601	-
68,432	-	68,432	-
818,423	-	818,423	-
182,095	28,684	210,779	33,164
278,071	-	278,071	-
169,316	(169,316)	-	-
<u>8,495,432</u>	<u>(140,632)</u>	<u>8,354,800</u>	<u>33,164</u>
2,999,475	(166,129)	2,833,346	(2,097,517)
55,048,957	2,003,003	57,051,960	(35,616,123)
<u>\$ 58,048,432</u>	<u>\$ 1,836,874</u>	<u>\$59,885,306</u>	<u>\$ (37,713,640)</u>

Town of Westlake
 Balance Sheet
 Governmental Funds
 September 30, 2017

	General	Westlake Academy	Debt Service Fund
ASSETS			
Cash and cash equivalents	\$ 10,551,515	\$ 410,804	\$ 12,013
Receivables :			
Property taxes	5,216	-	433
Accounts receivable	1,021,417	446,291	-
Due from other funds	201,723	-	-
Prepaid items	18,705	235,539	-
Restricted cash and cash equivalents	-	-	-
TOTAL ASSETS	\$ 11,798,576	\$ 1,092,634	\$ 12,446
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCE:			
Liabilities:			
Accounts payable	\$ 856,482	\$ 126,856	\$ 98
Unearned revenue	-	530	-
Due to other funds	-	-	-
Total liabilities	856,482	127,386	98
DEFERRED INFLOWS OF RESOURCES			
Unavailable grant funds	-	-	-
Unavailable resources - property taxes	4,602	-	385
Total deferred inflows of resources	4,602	-	385
FUND BALANCES			
Nonspendable:			
Prepaid items	18,705	235,539	-
Restricted for:			
Tourism	-	-	-
Capital items	-	-	-
Court security, technology, and Bonds	219,693	-	-
Debt service	-	-	11,963
Future projects	-	-	-
Education	-	729,709	-
Committed for:			
Street and tree improvements	335,392	-	-
Unassigned	10,363,702	-	-
Total fund balances	10,937,492	965,248	11,963
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 11,798,576	\$ 1,092,634	\$ 12,446

The Notes to the Financial Statements are an integral part of this statement.

Capital Projects	Solana PID Capital Projects	Nonmajor Governmental Funds	Total Governmental Funds
\$ 13,124,934	\$ -	\$ 2,196,339	\$ 26,295,605
-	-	-	5,649
-	-	374,726	1,842,434
-	-	-	201,723
-	-	7,862	262,106
-	1,656,534	-	1,656,534
<u>\$ 13,124,934</u>	<u>\$ 1,656,534</u>	<u>\$ 2,578,927</u>	<u>\$ 30,264,051</u>
\$ 255,057	\$ 859,300	\$ 149,580	\$ 2,247,373
-	-	1,320	1,850
-	-	201,723	201,723
<u>255,057</u>	<u>859,300</u>	<u>352,623</u>	<u>2,450,946</u>
-	-	-	-
-	-	-	4,987
-	-	-	4,987
-	-	7,862	262,106
-	-	791,308	791,308
12,869,877	797,234	1,413,345	15,080,456
-	-	-	219,693
-	-	-	11,963
-	-	13,789	13,789
-	-	-	729,709
-	-	-	335,392
-	-	-	10,363,702
<u>12,869,877</u>	<u>797,234</u>	<u>2,226,304</u>	<u>27,808,118</u>
<u>\$ 13,124,934</u>	<u>\$ 1,656,534</u>	<u>\$ 2,578,927</u>	<u>\$ 30,264,051</u>

Town of Westlake**Exhibit A-4**Reconciliation of the Governmental Funds Balance Sheet
to the Statement of Net Position
September 30, 2017

Total fund balance-governmental funds balance sheet	\$ 27,808,118
Amounts reported for governmental activities in the statement of net position are different because:	
Capital assets used in governmental activities are not current financial resources and therefore are not reported in the governmental funds balance sheet.	67,940,280
Deferred losses on refunding are reported as deferred outflows of resources in the government-wide statement of net position.	1,007,003
Revenues earned but not available within sixty days of the fiscal year-end are not recognized as revenue in the fund financial statements.	4,987
Deferred outflows of resources related to the Town's and Academy's net pension liability increase net position by \$766,614 and \$672,957, respectively; while the Academy's deferred resource inflows related to the net pension liability decreases net position by \$61,642. This amount is the net effect.	1,377,929
Interest payable on long-term debt does not require current financial resources, therefore interest payable is not reported as a liability in the governmental funds balance sheet.	(153,551)
Long-term liabilities, including bonds payable, are not due and payable in the current period, and therefore are not reported in the fund financial statements.	<u>(39,936,334)</u>
NET POSITION OF GOVERNMENTAL ACTIVITIES - statement of net position	<u><u>\$ 58,048,432</u></u>

The Notes to the Financial Statements are an integral part of this statement.



Town of Westlake

Town of Westlake

Statement of Revenues, Expenditures and Changes in Fund Balances

Governmental Funds

For the Year Ended September 30, 2017

	<u>General</u>	<u>Westlake Academy</u>	<u>Debt Service Fund</u>
REVENUES			
Taxes			
Sales	\$ 3,353,658	\$ -	\$ -
Property	1,482,625	-	95,190
Mixed beverage	68,432	-	-
Hotel occupancy	-	-	-
Franchise	818,423	-	-
State program revenues	-	6,603,358	-
Federal program revenues	-	140,152	-
Interest income	67,680	5,371	-
Building permits and fees	3,521,686	-	-
Fines and penalties	673,716	-	-
Contributions	110,532	-	-
Miscellaneous	275,404	1,575,730	-
Total revenues	<u>10,372,156</u>	<u>8,324,611</u>	<u>95,190</u>
EXPENDITURES			
Current			
General government	4,596,827	-	-
Public safety	2,684,244	-	-
Cultural and recreation	164,720	-	-
Public works	784,279	-	-
Economic development	-	-	-
Visitor services	-	-	-
Education	-	8,819,174	-
Capital outlay	29,612	-	-
Debt service			
Principal retirement	36,697	-	1,088,000
Interest and other fiscal charges	-	13,951	1,091,425
Bond issuance costs	-	-	116,592
Total expenditures	<u>8,296,379</u>	<u>8,833,125</u>	<u>2,296,017</u>
Excess (deficiency) of revenues			
Over (Under) Expenditures	<u>2,075,777</u>	<u>(508,514)</u>	<u>(2,200,827)</u>
OTHER FINANCING SOURCES (USES)			
Transfers in	230,336	315,000	2,065,730
Transfers out	(1,048,094)	-	-
Proceeds from sale of assets	-	-	-
Refunding bonds issued	-	-	5,795,000
Payment to refunding bond escrow agent	-	-	(6,452,467)
Premium on bonds and certificates issued	-	-	774,059
Cerificates of obligation issued	-	-	-
Net other financing sources (uses)	<u>(817,758)</u>	<u>315,000</u>	<u>2,182,322</u>
NET CHANGE IN FUND BALANCES	1,258,019	(193,514)	(18,505)
FUND BALANCES, AT BEGINNING OF YEAR	<u>9,679,473</u>	<u>1,158,762</u>	<u>30,468</u>
FUND BALANCES AT END OF YEAR	<u>\$ 10,937,492</u>	<u>\$ 965,248</u>	<u>\$ 11,963</u>

The Notes to the Financial Statements are an integral part of this statement.

Capital Projects	Solana PID Capital Projects	Nonmajor Governmental Funds	Total Governmental Funds
\$ -	\$ -	\$ 1,297,086	\$ 4,650,744
-	-	-	1,577,815
-	-	-	68,432
-	-	751,601	751,601
-	-	-	818,423
-	-	-	6,603,358
-	-	-	140,152
72,428	23,234	13,382	182,095
-	-	-	3,521,686
-	-	-	673,716
609,299	5,956	1,013,100	1,738,887
-	-	2,667	1,853,801
<u>681,727</u>	<u>29,190</u>	<u>3,077,836</u>	<u>22,580,710</u>
-	-	-	4,596,827
-	-	-	2,684,244
-	-	-	164,720
-	-	-	784,279
-	-	163,578	163,578
-	-	717,055	717,055
-	-	-	8,819,174
1,878,076	5,175,156	-	7,082,844
-	-	-	1,124,697
-	-	-	1,105,376
251,686	-	-	368,278
<u>2,129,762</u>	<u>5,175,156</u>	<u>880,633</u>	<u>27,611,072</u>
<u>(1,448,035)</u>	<u>(5,145,966)</u>	<u>2,197,203</u>	<u>(5,030,362)</u>
-	-	1,010,000	3,621,066
-	-	(2,403,656)	(3,451,750)
1,200,000	-	-	1,200,000
-	-	-	5,795,000
-	-	-	(6,452,467)
246,750	-	-	1,020,809
10,710,000	-	-	10,710,000
<u>12,156,750</u>	<u>-</u>	<u>(1,393,656)</u>	<u>12,442,658</u>
10,708,715	(5,145,966)	803,547	7,412,296
2,161,162	5,943,200	1,422,757	20,395,822
<u>\$ 12,869,877</u>	<u>\$ 797,234</u>	<u>\$ 2,226,304</u>	<u>\$ 27,808,118</u>

Town of Westlake

Exhibit A-6

Reconciliation of the Statement of Revenues, Expenditures
and Changes in Fund Balances of Governmental Funds to the
Statement of Activities
For the Year Ended September 30, 2017

Net change in fund balances- total governmental funds.	\$	7,412,296
Amounts reported for governmental activities in the statement of activities are different because:		
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.		6,771,224
Developers contributions that are not reported at the fund level but reported as revenue for the governmental activities.		1,750,000
Depreciation expense on capital assets is reported in the statement of activities but does not require the use of current financial resources. Therefore, depreciation expense is not reported as expenditures in the governmental funds.		(1,795,102)
Loss on sale of capital assets decreases net position in the government-wide financial statements, but only proceeds from the sale are recorded in the governmental funds financial statements. This amount represents the reduction in capital assets.		(1,200,605)
The repayment of the principal of long term debt consumes the current financial resources of governmental funds, but has no effect on net position. The amortization of bond premiums and deferred gain/loss on refunding of long term debt is reported in the statement of activities but does not require the use of current financial resources. Therefore, the effect of the amortization of these various items are not reported in the statement of revenues, expenditures, and changes in fund balance. This amount represents the net effect of the following items:		
Bonds and certificates issued	(16,505,000)	
Bonds repaid through escrow agent	6,330,000	
Capital lease payments	401,041	
Bond premiums	(1,020,809)	
Repayments	1,124,697	
Deferred loss on refunding	122,467	
Amortization of deferred loss on refunding	(108,507)	
Amortization of premium on bonds	99,812	(9,556,299)
Current year changes in accrued interest payable does not require the use of current financial resources; and therefore, are not reported as expenditures in governmental funds.		(41,308)
Implementation of GASB 68 requires certain expenditures to be de-expended and recorded as deferred outflows of resources. The changes in deferred outflows from pension activity for TMRS increased net position \$82,565. The changes of net pension liability decreased net position by \$232,327. This amount is the net effect.		(149,762)
Implementation of GASB 68 also affected the Academy. Contributions made to TRS after the measurement date caused the change in net position to increase by \$84,783. Contributions made before the measurement period caused a decrease in the change in net position of \$88,399. The net share of the Academy's amount of deferred inflows and outflows of resources decreased the change in net position by \$130,595. This amount is the net effect.		(134,211)
Current year changes in the long-term liability for compensated absences do not require the use of current financial resources; and therefore, are not reported as expenditures in governmental funds.		(58,789)
Certain revenues in the government-wide statement of activities that do not provide current financial resources are not reported as revenue in the governmental funds.		2,031
CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES - statement of activities	\$	2,999,475

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake
Statement of Net Position
Proprietary Funds
September 30, 2017

Exhibit A-7

	Utility Fund	Cemetery Fund	Total
ASSETS			
Current assets			
Cash and cash equivalents	\$ 3,655,996	\$ 66,150	\$ 3,722,146
Accounts receivable	1,154,947	-	1,154,947
Inventories	-	95,197	95,197
Restricted cash and investments	232,435	50,000	282,435
Total current assets	<u>5,043,378</u>	<u>211,347</u>	<u>5,254,725</u>
Noncurrent assets			
Capital assets			
Construction in progress	329,030	-	329,030
Buildings and improvements	14,899,416	-	14,899,416
Wastewater treatment rights	635,199	-	635,199
Machinery and equipment	3,560,780	-	3,560,780
Less: accumulated depreciation	<u>(7,734,254)</u>	<u>-</u>	<u>(7,734,254)</u>
Total capital assets	<u>11,690,171</u>	<u>-</u>	<u>11,690,171</u>
Total noncurrent assets	<u>11,690,171</u>	<u>-</u>	<u>11,690,171</u>
TOTAL ASSETS	<u>16,733,549</u>	<u>211,347</u>	<u>16,944,896</u>
DEFERRED OUTFLOWS OF RESOURCES			
Deferred outflows - TMRS pension	94,162	-	94,162
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>94,162</u>	<u>-</u>	<u>94,162</u>
LIABILITIES			
Current liabilities			
Accounts payable	440,488	-	440,488
Customer deposits payable	232,435	-	232,435
Accrued interest payable	7,789,753	-	7,789,753
Unearned revenue	406,350	-	406,350
Compensated absences - current portion	6,550	-	6,550
Current portion of bonds payable	22,000	-	22,000
Contractual obligations	213,093	-	213,093
Total current liabilities	<u>9,110,669</u>	<u>-</u>	<u>9,110,669</u>
Long-term liabilities:			
Bonds payable	927,300	-	927,300
Compensated absences	58,954	-	58,954
Contractual obligations	4,943,746	-	4,943,746
Net pension liability	161,515	-	161,515
Total long-term liabilities	<u>6,091,515</u>	<u>-</u>	<u>6,091,515</u>
TOTAL LIABILITIES	<u>15,202,184</u>	<u>-</u>	<u>15,202,184</u>
NET POSITION			
Net investment in capital assets	5,583,570	-	5,583,570
Unrestricted	<u>(3,958,043)</u>	<u>211,347</u>	<u>(3,746,696)</u>
TOTAL NET POSITION	<u>\$ 1,625,527</u>	<u>\$ 211,347</u>	<u>\$ 1,836,874</u>

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake

Exhibit A-8

Statement of Revenues, Expenses and Changes in Net Position Proprietary Funds For the Year Ended September 30, 2017

	<u>Utility Fund</u>	<u>Cemetery Fund</u>	<u>Total</u>
OPERATING REVENUES			
Charges for services	\$ 4,636,861	\$ 9,964	\$ 4,646,825
Miscellaneous revenue	178,774	-	178,774
Total operating revenues	<u>4,815,635</u>	<u>9,964</u>	<u>4,825,599</u>
OPERATING EXPENSES			
Payroll costs	497,740	-	497,740
Professional and contract services	87,632	7,325	94,957
Depreciation	495,381	-	495,381
Amortization of wastewater treatment rights	31,760	-	31,760
Water purchases	1,215,465	-	1,215,465
Cost of cemetery lots sold	-	696	696
Other operating costs	1,687,411	-	1,687,411
Total operating expenses	<u>4,015,389</u>	<u>8,021</u>	<u>4,023,410</u>
Net operating income	<u>800,246</u>	<u>1,943</u>	<u>802,189</u>
NON-OPERATING REVENUES (EXPENSES)			
Interest income	27,517	1,167	28,684
Interest expense	(877,686)	-	(877,686)
Total non-operating revenues (expenses)	<u>(850,169)</u>	<u>1,167</u>	<u>(849,002)</u>
INCOME (LOSS) BEFORE TRANSFERS AND CAPITAL CONTRIBUTIONS			
	<u>(49,923)</u>	<u>3,110</u>	<u>(46,813)</u>
Capital contributions	-	50,000	50,000
Transfer out	(169,316)	-	(169,316)
Total transfers and capital contributions	<u>(169,316)</u>	<u>50,000</u>	<u>(119,316)</u>
Change in net position	(219,239)	53,110	(166,129)
Total net position, beginning of year	<u>1,844,766</u>	<u>158,237</u>	<u>2,003,003</u>
Total net position, end of year	<u>\$ 1,625,527</u>	<u>\$ 211,347</u>	<u>\$ 1,836,874</u>

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake
Statement of Cash Flows
Proprietary Funds
For the Year Ended September 30, 2017

Exhibit A-9

	Utility Fund	Cemetery Fund	Total
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers	\$ 4,855,577	\$ 9,964	\$ 4,865,541
Payments to employees	(459,855)	-	(459,855)
Payments to suppliers	(3,116,398)	(7,325)	(3,123,723)
Net cash provided by operating activities	<u>1,279,324</u>	<u>2,639</u>	<u>1,281,963</u>
CASH FLOW FROM NONCAPITAL FINANCING ACTIVITIES			
Transfer to other funds	(169,316)	-	(169,316)
Net cash used in noncapital financing activities	<u>(169,316)</u>	<u>-</u>	<u>(169,316)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES			
Principal paid on debt	(22,000)	-	(22,000)
Interest paid on debt	(144,556)	-	(144,556)
Capital contributions	-	50,000	50,000
Investment earnings	27,517	1,167	28,684
Purchase of property and equipment	(43,638)	-	(43,638)
Net cash provided by (used in) capital and related financing activities	<u>(182,677)</u>	<u>51,167</u>	<u>(131,510)</u>
Net increase in cash	927,331	53,806	981,137
Cash and cash equivalents at the beginning of the year	<u>2,961,100</u>	<u>62,344</u>	<u>3,023,444</u>
Cash and cash equivalents at the end of the year	<u>\$ 3,888,431</u>	<u>\$ 116,150</u>	<u>\$ 4,004,581</u>
RECONCILIATION OF TOTAL CASH AND CASH EQUIVALENTS			
Cash and cash equivalents	\$ 3,655,996	\$ 66,150	\$ 3,722,146
Restricted cash and cash equivalents	232,435	50,000	282,435
Total cash and cash equivalents	<u>\$ 3,888,431</u>	<u>\$ 116,150</u>	<u>\$ 4,004,581</u>
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES			
Operating income	\$ 800,246	\$ 1,943	\$ 802,189
Adjustments to reconcile operating income to net cash provided by (used in) operating activities:			
Depreciation and amortization	527,141	-	527,141
Pension expense	18,395	-	18,395
Changes in operating assets and liabilities:			
Receivables	(106,939)	-	(106,939)
Prepaid Items	29,828	-	29,828
Inventory	-	696	696
Compensated absences	19,490	-	19,490
Accounts payable	(155,718)	-	(155,718)
Customer deposits payable	(4,750)	-	(4,750)
Unearned revenue	151,631	-	151,631
Net cash provided by operating activities	<u>\$ 1,279,324</u>	<u>\$ 2,639</u>	<u>\$ 1,281,963</u>

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake
 Statement of Fiduciary Net Position
 Agency Fund
 September 30, 2017

	PID Agency Fund
ASSETS	
Restricted cash and cash equivalents	\$ 2,085,576
Total Assets	<u>\$ 2,085,576</u>
LIABILITIES	
Liability to bond holders	\$ 2,085,576
Total Liabilities	<u>\$ 2,085,576</u>

Town of Westlake

Discretely Presented Component Units
Combining Statement of Net Position
September 30, 2017

Exhibit A-11

	Texas Student Housing Corporation Denton Project	Texas Student Housing Corporation College Station Project	Texas Student Housing Authority	Total
ASSETS				
Cash and cash equivalents	\$ 451,726	\$ 2,817,751	\$ 2,902,024	\$ 6,171,501
Accounts receivable (net of allowance)	38,297	371,976	696	410,969
Prepaid rent	109,298	51,913	-	161,211
Restricted assets:				
Cash and cash equivalents	2,198,245	934,357	-	3,132,602
Capital assets:				
Land	2,200,000	2,899,597	-	5,099,597
Buildings and improvements	25,705,000	26,885,312	-	52,590,312
Machinery and equipment	1,253,841	3,437,138	-	4,690,979
Less: accumulated depreciation	<u>(15,273,006)</u>	<u>(14,656,122)</u>	<u>-</u>	<u>(29,929,128)</u>
Total assets	<u>16,683,401</u>	<u>22,741,922</u>	<u>2,902,720</u>	<u>42,328,043</u>
LIABILITIES AND NET POSITION				
LIABILITIES				
Accounts payable and accrued expenses	254,737	66,692	2,591	324,020
Unearned revenue	169,130	740,058	37,457	946,645
Accrued interest payable	8,464,293	17,937,424	-	26,401,717
Bonds payable	<u>23,950,101</u>	<u>28,419,200</u>	<u>-</u>	<u>52,369,301</u>
Total liabilities	<u>32,838,261</u>	<u>47,163,374</u>	<u>40,048</u>	<u>80,041,683</u>
NET POSITION				
Net investment in capital assets	(10,064,266)	(9,853,275)	-	(19,917,541)
Unrestricted	<u>(6,090,594)</u>	<u>(14,568,177)</u>	<u>2,862,672</u>	<u>(17,796,099)</u>
Total net position	<u>\$ (16,154,860)</u>	<u>\$ (24,421,452)</u>	<u>\$ 2,862,672</u>	<u>\$ (37,713,640)</u>

The Notes to the Financial Statements are an integral part of this statement.

Town of Westlake

Discretely Presented Component Units
 Combining Statement of Activities
 For the Fiscal Year Ended September 30, 2017

Functions/Programs	Program Revenues			
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions
Business-type activities:				
Texas Student Housing Authority	\$ 365,777	\$ 1,920,229	\$ -	\$ -
Texas Student Housing Authority				
College Station Project	7,364,984	3,944,039	-	-
Denton Project	5,635,845	5,371,657	-	-
Total business-type activities	13,366,606	11,235,925	-	-
Total component units	\$ 13,366,606	\$ 11,235,925	\$ -	\$ -
			GENERAL REVENUES	
			Interest Income	
			Total general revenues	
			Change in net position	
			NET POSITION, beginning of year	
			NET POSITION, end of year	

The Notes to the Financial Statements are an integral part of this statement.

Net (Expense) Revenues and Changes in Net Positions

Texas Student Housing Corporation Denton Project	Texas Student Housing Corporation College Station Project	Texas Student Housing Authority	Total
\$ -	\$ -	\$ 1,554,452	\$ 1,554,452
-	(3,420,945)	-	(3,420,945)
(264,188)	-	-	(264,188)
(264,188)	(3,420,945)	1,554,452	(2,130,681)
<u>\$ (264,188)</u>	<u>\$ (3,420,945)</u>	<u>\$ 1,554,452</u>	<u>\$ (2,130,681)</u>
12,844	-	20,320	33,164
12,844	-	20,320	33,164
(251,344)	(3,420,945)	1,574,772	(2,097,517)
(15,903,516)	(21,000,507)	1,287,900	(35,616,123)
<u>\$ (16,154,860)</u>	<u>\$ (24,421,452)</u>	<u>\$ 2,862,672</u>	<u>\$ (37,713,640)</u>



Town of Westlake

Town of Westlake

Notes to the Financial Statements

Note 1. Summary of Significant Accounting Policies

The Town of Westlake, Texas (the Town) was incorporated under the provisions of the laws of the State of Texas on December 26, 1956. The Town operates under a Council- Manager form of government and provides the following services as authorized by the laws of the State of Texas: public safety; cultural and recreation; and economic development.

The accounting and reporting policies of the Town conform to accounting principles generally accepted in the United States of America for local governments. Generally accepted accounting principles (GAAP) for local governments include those principles prescribed by the Governmental Accounting Standards Board (GASB). The following is a summary of the more significant accounting and reporting policies:

Financial Reporting Entity

The accompanying financial statements present the government and its component units, entities for which the government is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the Town's operations and are appropriately presented as funds of the primary government. Discretely presented component units, on the other hand, are reported in a separate column in the government-wide financial statements to emphasize it is legally separate from the Town.

Based on these criteria, the financial information of the following entities have been blended or discretely presented within the financial statements: Lone Star Public Facilities Corporation, 4B Economic Development Corporation, Westlake Academy, Texas Student Housing Authority, Texas Student Housing Corporation – College Station Project and Texas Student Housing Corporation – Denton Project.

The Texas Student Housing Authority, Texas Student Housing Authority – Jefferson Commons at Town Lake Project, Texas Student Housing Corporation – College Station Project, and Texas Student Housing Corporation – Denton Project (collectively, Texas Student Housing Entities) are Texas nonprofit organizations as a duly constituted authority of the Town pursuant to Section 53.35(b) of the Texas Education Code, as amended (Act). Texas Student Housing Entities' primary purpose is to construct, own, and operate student housing facilities on college campuses in Texas. The board consists of seven directors which are appointed by the Town's governing body and has the ability to remove at will the appointed members; thus, the governing body can impose its will on the organizations. However, the board is not substantively the same as the Town's governing body; therefore, the Texas Student Housing Entities are reported as discretely presented component units (enterprise funds). The Town is not responsible for the long-term debt of the Texas Student Housing Entities. The Texas Student Housing Entities' year-end is August 31.

Component Units

Discretely Presented

Separately issued financial reports are available for the all the Texas Student Housing Entities. These reports may be obtained by contacting the following office.

Texas Student Housing Authority
99 Trophy Club Drive
Trophy Club, Texas 76262

Town of Westlake

Notes to the Financial Statements

Blended

Lone Star Public Facilities Corporation is a Texas nonprofit corporation that acts on behalf of the Town to further the public purposes under the Public Facilities Corporation Act, as its duly constituted authority and instrumentality. The board of directors, appointed by the Town's governing body, is comprised of seven members, of whom five must be members of the Town's governing body. Since the board of directors is substantively the same as the Town's governing body, and a financial benefit relationship exists, the entity has been reported as a blended component unit of the Town.

4B Economic Development Corporation is a Texas nonprofit industrial corporation under the Development Corporation Act of 1979 formed to promote economic development within the Town and the State of Texas in order to eliminate unemployment and underemployment, and to promote and encourage employment and the public welfare of, for, and on behalf of the Town by developing, implementing, financing, and providing one or more projects defined and permitted under Section 4B of the Act. The board of directors is composed of seven persons appointed by the members of the Town's governing board. Four of the members of the board of directors are members of the Town's governing board. Since the board of directors is substantively the same as the Town's governing body, and a financial benefit relationship exists, the entity has been reported as a blended component unit of the Town.

Westlake Academy (Academy) is an open-enrollment charter school, as provided by Subchapter D, Chapter 12, of the Texas Education Code. The Town of Westlake (Charter Holder) applied for and became the first municipality in Texas to ever receive this special charter designation. The board consists of six trustees and is appointed by the Town's governing body. Currently, all the members of the board of trustees are members of the Town's governing body. Since the board of directors is substantively the same as the Town's governing body, and a financial benefit relationship exists, the entity has been reported as a blended component unit of the Town. The Academy's year-end is August 31.

Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all of the non-fiduciary activities of the Town. *Governmental activities*, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Separate financial statements are provided for governmental funds and proprietary funds. Major individual Governmental Funds and major individual Enterprise Funds are reported as separate columns in the fund financial statements.

Town of Westlake

Notes to the Financial Statements

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Town considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Sales taxes, franchise taxes, licenses, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the Town.

The Town uses funds to report on its financial position and the results of its operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain government functions or activities. A fund is a separate accounting entity with a self-balancing set of accounts.

Governmental Funds are those through which most governmental functions of the Town are financed. The acquisition, use, and balances of the Town's expendable financial resources and the related liabilities (except those accounted for in the proprietary fund type) are accounted for through governmental funds. The measurement focus is upon determination of changes in financial position, rather than upon income determination.

The Town reports the following major governmental funds:

General Fund – to account for all financial resources except those required to be accounted for in another fund. The General Fund balance is available for any purpose, provided it is expended or transferred in accordance with the legally adopted budget of the Town. The General Fund includes the Town's Major Maintenance and Replacement Fund, Vehicle Replacement Fund, and PID (local) Fund.

Westlake Academy Fund – to account for all local, state and federal revenue and related educational expenditures of the Academy.

Debt Service Fund – to account for resources accumulated and payments made for principal and interest on long-term general obligation debt of governmental funds.

Capital Projects Fund – to account for proceeds from long-term financing and revenue and expenditures related to authorized construction and other capital asset acquisitions other than those related to the expansion of Westlake Academy facilities.

Town of Westlake

Notes to the Financial Statements

Solana Public Improvement District (PID) Capital Projects Fund – to account for the acquisition or construction of capital facilities and improvements relating to the Solana public improvement district.

In addition, the Town reports the following nonmajor governmental funds:

Visitors Association Fund - to account for municipal hotel occupancy taxes collected and expenditures to promote tourism and the convention and hotel industry.

Lone Star Public Facilities Corporation – to account for investment activity relating to the Lone Star Public Facilities Corporation.

4B Economic Development Corporation – to account for sales tax collected to fund the activities of the 4B Economic Development Corporation.

Economic Development Fund – to account for sales tax and hotel occupancy tax collected to fund activity relating to Economic Development agreements.

Westlake Academy Expansion Capital Projects Fund – to account for proceeds from long-term financing and revenue and expenditures related to authorized construction related to the expansion of Westlake Academy facilities.

The Town adopts an annual appropriated budget for all governmental funds except capital projects, Solana PID capital projects, and Westlake Academy Expansion funds, which are project-length based budgets. A budgetary comparison schedule has been provided for all appropriate funds to demonstrate compliance with the budget.

Proprietary Funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Town's Enterprise Fund are charges to customers for sales and services. Operating expenses for the Enterprise Fund include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenue and expenses not meeting this definition are reported as nonoperating revenue and expenses.

The Town reports the following major proprietary funds:

Utility Fund – to account for revenues and expenses related to providing water and sewer services to the general public on a continuing basis.

Cemetery Fund – to account for the operations of the Town's cemetery.

The Town reports the following fiduciary fund:

Solana PID Agency Fund – to account for bond proceeds, assessments, and related debt associated with bonds issued by the Town as an agent for the Solana public improvement district.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the Town's water and wastewater function and various other functions of the government. Elimination of these charges would distort the direct costs and program revenue reported for the various functions concerned.

Amounts reported as program revenues include: 1) charges to customer or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions,

Town of Westlake

Notes to the Financial Statements

including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenue. Likewise, general revenue includes all taxes.

Assets, Liabilities, and Net Position or Equity

Cash and Cash Equivalents

Cash and investments of all funds, including restricted cash, are available upon demand and are considered to be "cash equivalents."

For purposes of the statement of cash flows, the Town considers highly-liquid investments (including restricted assets) with an original maturity of three months or less when purchased to be cash equivalents.

State statutes authorize the Town to invest in (1) obligations of the United States or its agencies and instrumentalities; (2) direct obligations of the State of Texas or its agencies; (3) other obligations, the principal of, and interest on, which are unconditionally guaranteed or insured by the State of Texas or the United States; (4) obligations of states, agencies, counties, cities, and other political subdivisions of any state having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than "A" or its equivalent; (5) certificates of deposit by state or national banks domiciled in this state that are (a) guaranteed or insured by the Federal Deposit Insurance Corporation, or its successor; or, (b) secured by obligations that are described by (1) - (4); or (6) fully collateralized direct repurchase agreements having a defined termination date, secured by obligations described by (1) pledged with third-party selected or (2) approved by the Town, and placed through a primary government securities dealer. All investments are recorded at fair value based on quoted market prices. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties.

Receivables and Payables

Transactions between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as "due to/from other funds" (i.e., the current portion of interfund loans) or "advances to/from other funds" (i.e., the non-current portion of interfund loans). All other outstanding balances between funds are reported as "due to/from other funds." Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as "internal balances."

Advances between funds, as reported in the fund financial statements, are offset by nonspendable fund balance in applicable governmental funds to indicate that they are not available for appropriation and are not expendable available financial resources.

The Town's property taxes are levied on October 1 on the assessed value listed as of the prior January 1 for all real and business personal property located in the Town. Assessed values are established at 100% of estimated market value. Property taxes attach as an enforceable lien on property as of January 1. Taxes are due by January 31 following the October 1 levy date and are considered delinquent after January 31 of each year.

All property tax receivables are shown net of an allowance for uncollectibles. The net property tax receivable allowance is equal to management's estimate of uncollectible outstanding property taxes at September 30, 2017.

Restricted Assets

Certain bond proceeds, as well as certain resources set aside for their repayment, are classified as restricted assets on the balance sheet because their use is limited by applicable bond covenants.

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Notes to the Financial Statements

Inventories and Prepaid Items

Inventories, which are expended as they are consumed, are stated at the lower of cost or market on a first-in, first-out basis.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements.

Fund Changes and Transactions between Funds

Legally authorized transfers are treated as transfers in and out and are included as other financing sources (uses) of both governmental and proprietary funds.

The Town allocates an indirect cost percentage of the salaries, wages and related costs of personnel who perform administrative services as well as other indirect costs necessary for the operation of various funds. Expenses are budgeted and paid from the appropriate fund.

Capital Assets

All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. The cost of nominal maintenance and repairs that do not add value to the asset or materially extend assets' lives are not capitalized. Donated assets are valued at their acquisition value on the date donated. Assets capitalized have an original cost of \$5,000 or more and three years or more of life. All infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), regardless of the acquisition date or amount, have been included. Estimated historical cost for initial reporting of infrastructure assets (those reported by governmental activities) was valued by estimating the current replacement cost of the infrastructure and using an index to deflate the cost to the estimated acquisition/construction year. As the Town constructs or acquires additional capital assets, including infrastructure assets, they are capitalized and reported at historical cost.

Depreciation has been calculated on each class of depreciable property using the straight-line method. Estimated useful lives are as follows:

Assets	Years
Water and sewer system	10-50
Buildings	20-50
Machinery and equipment	3-30
Improvements	5-30
Information systems and software	3

Town of Westlake

Notes to the Financial Statements

Compensated Absences

The Town's policy allows employees to earn 5 days of vacation and 5 days of sick leave between six months and one year of service, and 10 days of vacation and 10 days of sick leave between one year and two years of service and each successive year through five years of service. After completion of 5 years of service, 15 days of vacation and 15 days of sick leave per year are earned. After completion of 10 years of service, 20 days of vacation and 20 days of sick leave per year are earned. The Town makes sick and vacation time available in full at the beginning of each year, and hours are actually earned throughout the year. Unused, earned vacation hours are paid upon termination or retirement at the employee's normal hourly rate; accumulated, unused sick time is only payable upon retirement, death of the employee, or other circumstances when authorized by the Town Manager.

Long-Term Obligations

In the government-wide financial statements and proprietary fund types in the fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method, which approximates the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as issuance costs during the current period. The face amount of the debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts are reported as other financing uses. Issuance costs, even if withheld from the actual proceeds, are reported as expenditures.

Fund Equity and Net Position

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Town is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent.

The classifications used in the governmental fund financial statements are as follows:

Nonspendable: This classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) are legally or contractually required to be maintained intact. Nonspendable items are not expected to be converted to cash or are not expected to be converted to cash within the next year.

Restricted: This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation.

Committed: This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by board resolution of the Town council, the Town's highest level of decision making authority. These amounts cannot be used for any other purpose unless the Town council removes or changes the specified use by taking the same type of action that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements.

Assigned: This classification includes amounts that are constrained by the Town's intent to be used for a specific purpose but are neither restricted nor committed. In the General Fund, assigned amounts represent intended uses established by the Town Council or the Town Finance Director who has been delegated that authority.

Town of Westlake

Notes to the Financial Statements

Unassigned: This classification includes the residual fund balance for the General Fund. The unassigned classification also includes negative residual fund balance of any other governmental fund that cannot be eliminated by offsetting of assigned fund balance amounts.

In the government-wide financial statements, net position represents the difference between assets and liabilities. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvements of those assets, and adding back unspent proceeds. Net position is reported as restricted when there are limitations imposed on its use either through the enabling legislations adopted by the Town or through external restrictions imposed by creditors, grantors or laws or regulations of other governments.

The government-wide and fund level financial statements report restricted fund balances for amounts not available for appropriation or legally restricted for specific uses. When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, it is the Town's policy to use restricted resources first, then unrestricted resources as needed. When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the Town considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds.

Summary of Significant Accounting Policies

Pensions - For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the Fiduciary Net Position of the Texas Municipal Retirement System (TMRS) and additions to/deductions from TMRS's Fiduciary Net Position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Estimates

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual amounts could differ from those estimates.

Subsequent Events

The Town has evaluated all events or transactions that occurred after September 30, 2017 up through March 23, 2018, the date the financial statements were issued.

Note 2. Cash and Investments

Legal provisions generally permit the Town to invest in certificates of deposit, repurchase agreements, public funds investment pools, direct obligations of the United States of America or its subdivisions and state and local government securities.

The Public Funds Investment Act (Government Code Chapter 2256) contains specific provisions in the areas of investment practices, management reports and establishment of appropriate policies. Among other things, it requires the Town to adopt, implement, and publicize its investment policy.

Town of Westlake

Notes to the Financial Statements

That policy must address the following areas: (1) safety of principal and liquidity, (2) portfolio diversification, (3) allowable investments, (4) acceptable risk levels, (5) expected rates of return, (6) maximum allowable stated maturity of portfolio investments, (7) maximum average dollar - weighted maturity allowed based on the stated maturity date for the portfolio, (8) investment staff quality and capabilities, and (9) bid solicitation preferences for certificates of deposit.

Statutes and the Town's investment policy authorized the Town to invest in the following investments as summarized in the table below:

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment In One Issuer
Obligations of the U.S. Government, its agencies and instrumentalities	2 years	None	None
Certificates of deposit	1 year	None	None
Mutual funds	2 years	80%	None
Investment pools	-	None	None

The Town did not engage in repurchase or reverse repurchase agreement transactions during the current year.

At year end, the carrying amount of the Town's deposits was \$30,499,986 and the bank balance was \$30,966,219. The bank balance was completely covered by federal deposit insurance and collateral held by the pledging financial institution in the Town's name.

At year end, the carrying amount of the component units' deposits was \$9,304,103 and the bank balance was \$9,376,153. The bank balance was completely covered by federal deposit insurance and collateral held by the pledging financial institution in the component units' names. The carrying amount consists of \$6,171,501 in cash and cash equivalents and \$3,132,602 in restricted cash and cash equivalents.

Town of Westlake

Notes to the Financial Statements

At September 30, 2017, the Town's cash and cash equivalents consist of and are classified in the accompanying financial statements are follows:

Primary government:	
Cash and cash equivalents	\$ 30,017,751
Restricted cash and investments	<u>1,938,969</u>
Total primary government	31,956,720
Fiduciary funds:	
Restricted cash and cash equivalents	<u>2,085,576</u>
Total cash and investments	<u>\$ 34,042,296</u>
Deposits with financial institutions	\$ 30,499,986
Investments	<u>3,542,310</u>
Total cash and investments	<u>\$ 34,042,296</u>

Disclosures Relating to Interest Rate Risk

This is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. In order to limit interest and market rate risk from changes in interest rates, the Town's investment policy sets a maximum stated maturity limit of two years for obligations of the United States Government, its agencies and instrumentalities (excluding mortgage backed securities) and one year for fully insured or collateralized certificates of deposit. No more than 80% of the Town's monthly average balance may be invested in money market funds. Additionally, the Town invests in an investment pool that purchases a combination of shorter term investments with an average maturity of 37 days thus reducing the interest rate risk. Information about the sensitivity of the fair values of the Town's investments to market interest rate fluctuations is provided by the following table that shows the distribution of the Town's Investments.

As of September 30, 2017, the Town's investments were as follows:

Investment Type	Carrying Amount	Fair Value	Weighted Average Maturity (days)
TexPool	\$ 200	\$ 200	37 days
Mutual funds	<u>3,542,110</u>	<u>3,542,110</u>	1 day
Total	<u>\$ 3,542,310</u>	<u>\$ 3,542,310</u>	

Town of Westlake

Notes to the Financial Statements

Disclosures Relating to Credit Risk

This is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the minimum rating required by (where applicable) the Public Funds Investment Act, the Town's investment policy, or debt agreements, and the actual rating as of year-end for each investment type.

<u>Primary government</u>	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Minimum Legal Rating</u>	<u>Rating as of Year-end</u>
Investments:				
TexPool	\$ 200	\$ 200	N/A	AAA-m
Mutual funds	3,542,110	3,542,110	N/A	A-1
Total	<u>\$ 3,542,310</u>	<u>\$ 3,542,310</u>		

Disclosures Relating to Concentration of Credit Risk

The Town's investment policy is to avoid a concentration of assets in a specific maturity, a specific issue, or a specific class of investments.

Disclosures Relating to Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Public Funds Investment Act does not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provision for deposits: The Public Funds Investment Act requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least the bank balance less the FDIC insurance at all times.

The Town requires all deposits to be covered by Federal Depository Insurance Corporation (FDIC) insurance and/or collateralized by qualified securities pledged by the Town's depository in the Town's name and held by the depository's agent.

As of September 30, 2017, the Town's entire cash deposits with financial institutions in excess of federal depository insurance were fully collateralized.

The Town categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. GASB Statement No. 72, *Fair Value Measurement and Application*, provides a framework for measuring fair value which establishes a three-level fair value hierarchy that describes the inputs that are used to measure assets and liabilities.

Town of Westlake

Notes to the Financial Statements

Level 1 inputs are quoted prices (unadjusted) for identical assets or liabilities in active markets that a government can access at the measurement date.

Level 2 inputs are inputs – other than quoted prices included within Level 1 – that are observable for an asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for an asset or liability.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. If a price for an identical asset or liability is not observable, a government should measure fair value using another valuation technique that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs. If the fair value of an asset or a liability is measured using inputs from more than one level of the fair value hierarchy, the measurement is considered to be based on the lowest priority level input that is significant to the entire measurement.

The Town has recurring fair value measurements as presented in the table below. The Town's investment balances and weighted average maturity of such investments are as follows:

	Value at September 30, 2017	Fair Value Measurements Using			Percent of Total Investments	Weighted Average Maturity (Days)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Investments not Subject to Fair Value:						
Investment Pools:						
TexPool	\$ 200	\$ -	\$ -	\$ -	0.01%	37
Investments by Fair Value Level:						
Mutual Funds	3,542,110	3,542,110	-	-	99.99%	NA
Total Value	\$ 3,542,310	\$ 3,542,110	\$ -	\$ -		

Mutual funds reported as Level 1 consist of shares of a money market funds government portfolio and are valued at net asset value (NAV) of the assets held by the Town. The NAV is a quoted price in an active market.

Investment in State Investment Pools

On September 1, 1989, local government investment pools became authorized investments for the majority of public entities in Texas. The Interlocal Cooperation Act was amended by the 71st Texas Legislature to facilitate the creation of local government investment pools in Texas. This act permits the creation of investment pools to which a majority of political subdivisions (local governments) may delegate, by contract, the authority to make investments purchased with local investment funds and to hold legal title as custodian of the investments. TexPool was organized to conform with the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code, and the Public Funds Investment Act, Chapter 2256 of the Texas Government Code.

Town of Westlake

Notes to the Financial Statements

During the year ended September 30, 2017, the Town had investments with TexPool. TexPool, a public funds investment pool created by the Treasurer of the State of Texas acting by and through the Texas Treasury Safekeeping Trust Company, which is empowered to invest funds and acts as custodian of investments purchased with local investment funds. These investments are not required to be categorized because the investor is not issued securities, but rather it owns an undivided beneficial interest in the assets of the respective funds. The fair value of the position in TexPool is the same as the value of the pool shares.

Restricted Cash

Proprietary Fund

Within the proprietary funds, \$282,435 of restricted cash represents customer deposits received for water and sewer usage that are refundable upon termination of service and \$50,000 of restricted cash represents a contribution restricted for cemetery improvements.

Discretely Presented Component Units

Within the discretely presented component units, the \$3,132,602 in restricted cash and cash equivalents represents funds held for debt service.

Note 3. Receivables

Governmental activities receivable balance consists of the following as of September 30, 2017:

	Governmental Funds				Total Governmental Funds
	General	Westlake Academy	Debt Service Fund	Nonmajor Fund	
Receivables:					
Sales tax	\$ 496,421	\$ -	\$ -	\$ 310,471	\$ 806,892
Property tax	6,751	-	433	-	7,184
Other taxes	19,191	-	-	64,255	83,446
Franchise tax	189,780	-	-	-	189,780
Accounts	42,473	-	-	-	42,473
Other	302,565	446,291	-	-	748,856
Gross receivables	1,057,181	446,291	433	374,726	1,878,631
Less: allowance for uncollectibles	(30,548)	-	-	-	(30,548)
Net total receivables	\$ 1,026,633	\$ 446,291	\$ 433	\$ 374,726	\$ 1,848,083

Town of Westlake

Notes to the Financial Statements

Business-type receivables balance consists of the following as of September 30, 2017:

	Business-Type Activities		
	Utility Fund	Cemetery Fund	Total
Receivables:			
Sales tax	\$ -	\$ -	\$ -
Property tax	-	-	-
Other taxes	-	-	-
Franchise tax	-	-	-
Accounts	1,162,249	-	1,162,249
Other	-	-	-
Gross receivables	1,162,249	-	1,162,249
Less: allowance for uncollectibles	(7,302)	-	(7,302)
Net total receivables	\$ 1,154,947	\$ -	\$ 1,154,947

Town of Westlake
Notes to the Financial Statements

Note 4. Capital Assets

Capital asset activity for the year ended September 30, 2017, was as follows:

Primary Government

	Beginning Balance	Increases	Decreases	Transfers	Ending Balance
Governmental activities:					
Capital assets, not being depreciated:					
Land	\$ 11,896,664	\$ 1,750,000	\$ (1,200,605)	\$ -	\$ 12,446,059
Construction in progress	12,216,861	6,567,395	-	(107,102)	18,677,154
Total assets not being depreciated	24,113,525	8,317,395	(1,200,605)	(107,102)	31,123,213
Capital assets, being depreciated:					
Capital improvements	14,907,536	118,323	-	53,843	15,079,702
Buildings	32,262,586	-	-	-	32,262,586
Machinery and equipment	4,349,680	51,543	(41,108)	-	4,360,115
Information systems and software	205,163	33,963	-	53,259	292,385
Total capital assets being depreciated	51,724,965	203,829	(41,108)	107,102	51,994,788
Less accumulated depreciation:					
Capital improvements	(4,571,717)	(544,561)	-	-	(5,116,278)
Buildings	(5,911,435)	(657,915)	-	-	(6,569,350)
Machinery and equipments	(2,828,371)	(523,930)	41,108	-	(3,311,193)
Information systems and software	(112,204)	(68,696)	-	-	(180,900)
Total accumulated depreciation	(13,423,727)	(1,795,102)	41,108	-	(15,177,721)
Total capital assets being depreciated	38,301,238	(1,591,273)	-	107,102	36,817,067
Governmental activities capital assets, net	\$ 62,414,763	\$ 6,726,122	\$ (1,200,605)	\$ -	\$ 67,940,280
Business-type activities:					
Capital assets, not being depreciated:					
Construction in progress	\$ 285,392	\$ 43,638	\$ -	\$ -	\$ 329,030
Total assets not being depreciated	285,392	43,638	-	-	329,030
Capital assets, being depreciated:					
Capital improvements	14,899,416	-	-	-	14,899,416
Wastewater treatment rights	635,199	-	-	-	635,199
Machinery and equipment	3,560,780	-	-	-	3,560,780
Total capital assets being depreciated	19,095,395	-	-	-	19,095,395
Less accumulated depreciation:					
Capital improvements	(4,801,796)	(362,675)	-	-	(5,164,471)
Wastewater treatment rights	(513,554)	(31,760)	-	-	(545,314)
Machinery and equipment	(1,891,763)	(132,706)	-	-	(2,024,469)
Total accumulated depreciation	(7,207,113)	(527,141)	-	-	(7,734,254)
Total capital assets being depreciated	11,888,282	(527,141)	-	-	11,361,141
Business-type activities capital assets, net	\$ 12,173,674	\$ (483,503)	\$ -	\$ -	\$ 11,690,171

Town of Westlake

Notes to the Financial Statements

Depreciation was charged to departments of the primary government as follows:

Governmental activities:	
General government	\$ 879,694
Public safety	431,939
Public works	<u>483,469</u>
Total depreciation expense - governmental activities	<u>\$ 1,795,102</u>
Business-type activities:	
Water and sewer	<u>\$ 527,141</u>

A summary of discretely presented component units' capital assets at September 30, 2017 follows:

Texas Student Housing Corporation – Denton Project

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	<u>\$ 2,200,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,200,000</u>
Total assets not being depreciated	<u>2,200,000</u>	<u>-</u>	<u>-</u>	<u>2,200,000</u>
Capital assets, being depreciated:				
Buildings	25,705,000	-	-	25,705,000
Furniture and fixtures	<u>1,253,841</u>	<u>-</u>	<u>-</u>	<u>1,253,841</u>
Total capital assets being depreciated	<u>26,958,841</u>	<u>-</u>	<u>-</u>	<u>26,958,841</u>
Less accumulated depreciation:				
Buildings	(13,209,513)	(856,833)	-	(14,066,346)
Furniture and fixtures	<u>(1,198,210)</u>	<u>(8,450)</u>	<u>-</u>	<u>(1,206,660)</u>
Total accumulated depreciation	<u>(14,407,723)</u>	<u>(865,283)</u>	<u>-</u>	<u>(15,273,006)</u>
Total capital assets being depreciated	<u>12,551,118</u>	<u>(865,283)</u>	<u>-</u>	<u>11,685,835</u>
Capital assets, net	<u>\$ 14,751,118</u>	<u>\$ (865,283)</u>	<u>\$ -</u>	<u>\$ 13,885,835</u>

Town of Westlake

Notes to the Financial Statements

Texas Student Housing Corporation – College Station Project

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, not being depreciated:				
Land	\$ 2,899,597	\$ -	\$ -	\$ 2,899,597
Total assets not being depreciated	<u>2,899,597</u>	<u>-</u>	<u>-</u>	<u>2,899,597</u>
Capital assets, being depreciated:				
Buildings	26,885,312	-	-	26,885,312
Furniture and fixtures	3,437,138	-	-	3,437,138
Total capital assets being depreciated	<u>30,322,450</u>	<u>-</u>	<u>-</u>	<u>30,322,450</u>
Less accumulated depreciation:				
Buildings	(10,645,528)	(896,177)	-	(11,541,705)
Furniture and fixtures	(3,029,646)	(84,771)	-	(3,114,417)
Total accumulated depreciation	<u>(13,675,174)</u>	<u>(980,948)</u>	<u>-</u>	<u>(14,656,122)</u>
Total capital assets being depreciated	<u>16,647,276</u>	<u>(980,948)</u>	<u>-</u>	<u>15,666,328</u>
Capital assets, net	<u>\$ 19,546,873</u>	<u>\$ (980,948)</u>	<u>\$ -</u>	<u>\$ 18,565,925</u>

Note 5. Long-Term Debt

The Town issues general obligation bonds, certificates of obligation and tax notes to provide for the acquisition and construction of major capital facilities and infrastructure. Combination tax and revenue certificates of obligation are issued for both governmental and business-type activities. General obligation bonds, governmental revenue bonds and tax notes pledge the full faith and credit of the Town.

In December 2016, the Town issued \$9,180,000 Combination Tax and Revenue Certificates of Obligations, Series 2016. Proceeds from the sale of the Certificates will be used for (i) acquiring, construction, installing and equipping fire-fighting facilities; and (ii) legal, fiscal and engineering fees in connection with such project.

In January 2017, the Town issued \$5,795,000 of General Obligation Refunding Bonds, Series 2017. The debt was issued to refund \$6,330,000 of the Town's Series 2007 General Obligation Refunding Bonds to achieve a present value debt service savings. Net proceeds from the sale of the bonds totaled \$6,452,467 which was placed with an escrow agent to provide for all future debt service payments on the refunded bonds. This refunding resulted in a decrease in the Town's debt service payments of \$979,756, which resulted in an economic gain (difference between the present value of the debt service payments of the old and new debt) of \$766,362.

In August 2017, the Town also issued a Tax Note for \$1,530,000 at a net interest rate of 1.81%. The note was issued for the purpose of paying all or a portion of the Town's contractual obligations incurred in connection with (i) acquiring, constructing, installing and equipping fire-fighting facilities, with any surplus proceeds to be used for (1) equipping Town Hall, including related parking, landscaping, and signage; and (2) constructing and improving streets, roads and sidewalks in the Town, including related drainage, signalization, landscaping, lighting, signage and utility relocation (collectively, the "Project") and (ii) payment of costs of issuance of the Notes.

Town of Westlake
Notes to the Financial Statements

A summary of long-term debt transactions for the year ended September 30, 2017, was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due within One year
Governmental activities:					
General obligation bonds					
other obligations	\$ 26,170,700	\$ 16,505,000	\$ (7,418,000)	\$ 35,257,700	\$ 1,519,000
Unamortized bond premium	657,912	1,020,809	(99,812)	1,578,909	-
Notes payable	275,101	-	(36,697)	238,404	36,677
Capital leases	563,045	-	(401,041)	162,004	162,004
Fidelity tax reimbursement	-	-	-	-	-
Compensated absences	274,216	193,893	(135,104)	333,005	33,301
Net pension liability- TMRS	1,082,639	232,327	-	1,314,966	-
Net pension liability - TRS	1,093,865	-	(42,519)	1,051,346	-
Total governmental activities	\$ 30,117,478	\$ 17,952,029	\$ (8,133,173)	\$ 39,936,334	\$ 1,750,982
Business-type activities:					
Certificates of obligation	\$ 971,300	\$ -	\$ (22,000)	\$ 949,300	\$ 22,000
Contractual obligations	5,126,958	-	-	5,126,958	213,093
Unamortized bond premium	31,053	-	(1,172)	29,881	-
Compensated absences	46,014	25,865	(6,375)	65,504	6,550
Net pension liability - TMRS	132,979	28,536	-	161,515	-
Total business-type activities	\$ 6,308,304	\$ 54,401	\$ (29,547)	\$ 6,333,158	\$ 241,643

General Obligation Bonds and Certificates of Obligation

General obligation bonds and certificates of obligation are as follows as of September 30, 2017:

General Obligations Bonds, Tax Notes, and Certificates of Obligation	Final Maturity	Interest Rates	Governmental	Business- Type
\$2,095,000 Combination Tax and Revenue Certificates of Obligation, Series 2011	2031	3.25%	\$ 1,552,000	\$ -
\$7,375,000 General Obligation Refunding Bonds, Series 2011	2028	2.0-4.0%	6,360,000	-
\$9,320,000 Certificates of Obligation, Series 2013	2043	2.0-4.0%	7,728,700	949,300
\$2,200,000 General Obligation Refunding Bonds, Series 2013	2028	2.0-2.5%	1,577,000	-
\$9,180,000 Certificate of Obligation Bonds, Series 2016	2046	2.0-5.0%	9,180,000	-
\$5,795,000 General Obligation Refunding Bonds, Series 2017	2032	2.0-5.0%	5,795,000	-
\$1,530,000 Tax Notes, Series 2017	2024	2.0-5.0%	1,530,000	-
\$1,910,000 General Obligation Refunding Bonds, Series 2014	2032	2.0-5.0%	1,535,000	-
			\$ 35,257,700	\$ 949,300

Town of Westlake

Notes to the Financial Statements

Debt service requirements of certificates of obligation and general obligations to be retired from governmental funds are as follows:

Year Ending September 30,	Principal	Interest	Total Requirements
2018	\$ 1,519,000	\$ 1,169,160	\$ 2,688,160
2019	1,567,450	1,122,540	2,689,990
2020	1,613,350	1,080,730	2,694,080
2021	1,651,350	1,037,343	2,688,693
2022	1,699,250	992,212	2,691,462
2023-2027	8,482,250	4,197,912	12,680,162
2028-2032	9,434,750	2,671,880	12,106,630
2033-2037	3,180,800	1,488,057	4,668,857
2038-2042	3,811,200	850,431	4,661,631
2043-2046	2,298,300	162,766	2,461,066
Total	\$ 35,257,700	\$ 14,773,031	\$ 50,030,731

Debt service requirements of certificates of obligation to be retired from proprietary funds are as follows:

Year Ending September 30,	Principal	Interest	Total Requirements
2018	\$ 22,000	\$ 33,021	\$ 55,021
2019	22,550	32,576	55,126
2020	23,650	32,114	55,764
2021	23,650	31,582	55,232
2022	24,750	30,977	55,727
2023-2027	134,750	143,442	278,192
2028-2032	228,250	115,564	343,814
2033-2037	189,200	73,330	262,530
2038-2042	228,800	33,597	262,397
2043-2046	51,700	1,034	52,734
Total	\$ 949,300	\$ 527,237	\$ 1,476,537

Town of Westlake

Notes to the Financial Statements

Notes Payable

In March 2014, the Town received a \$366,774 loan from Bennett Benner Pettit, the proceeds of which were used to fund a portion of the Westlake Academy expansion project. The terms of the note call for ten annual payments at 0% interest.

Year Ending September 30,	Note Payments
2018	\$ 36,677
2019	36,677
2020	36,677
2021	36,677
2022	36,677
2023-2024	55,019
Total	\$ 238,404

Capital Leases

The Westlake Academy has entered into lease agreements as lessee for financing the acquisition of computer equipment and software. The lease agreements qualify as capital leases for accounting purposes, and therefore, have been recorded at the present value of its future minimum lease payments as of the inception date.

Equipment and software with a historical cost of \$730,049 was under capital lease at August 31, 2017. Because the cost of the individual items was below the Town's capitalization threshold, the entire cost was recorded as expense during the year ended August 31, 2017.

The following schedule shows the future minimum lease payments under the capitalized lease together with the present value of the net minimum lease payments as of August 31, 2017:

Year Ending August 31,	Annual Lease Payments
2018	\$ 166,038
Total minimum lease payments	166,038
Less: Amounts representing interest	(4,034)
Present value of net minimum lease payments	\$ 162,004

Town of Westlake

Notes to the Financial Statements

Contractual Obligations

Proprietary funds contractual obligations as of September 30, 2017 are as follows:

<u>Contractual Obligations</u>	<u>Maturity</u>	<u>Interest Rate</u>	<u>Business- Type</u>
Elevated Water Storage Facility	2020	5.0-5.65%	\$ 447,014
Limited pledge contractual obligation: Dove Road Water Line and West Pump Station	2028	6.75%	4,679,944
			<u>\$ 5,126,958</u>

Elevated Water Storage Facility - On October 9, 2000, the Town approved an interlocal agreement with the City of Keller, which provided for the joint construction, operation, maintenance and use of an elevated water storage facility and appurtenances. The Town recorded a contractual obligation of \$1,466,000 based on the terms of the interlocal agreement, which requires 20 annual principal and interest payments to the City of Keller, with payments due each September 30 at interest rates ranging from 5.0% to 5.65%.

Dove Road Water Line and West Pump Station - In April 2000, the Town approved an agreement with the Hillwood Development Corporation (Hillwood). In the agreement, Hillwood agreed to bear all initial costs for the design, engineering and constructions of the Dove Road Water Line and the West Pump Station that will service the residents of the Town. The Town agreed to reimburse Hillwood for the cost of the project upon completion and the Town's acceptance of the project, which occurred in June 2001, solely from a \$.25 charge per 1,000 gallons of usage. The Town further agreed to deposit debt service revenue of \$.25 per 1,000 gallons of usage collected from Town residents to fund its repayment to Hillwood. Debt service revenue will be allocated between Hillwood service area and Town service area by 52% and 48%, respectively and deposited into two separate debt service funds that will result in debt service revenue to pay the respective share of the construction cost. The Town recorded a limited pledge contractual obligation of \$4,679,944 for the project cost based upon the terms of the agreement, which requires 239 monthly principal and interest payments to Hillwood, at an interest rate of 6.75%. If the Town collects insufficient funds to pay current interest on the debt, the interest payment may be deferred. No portion of debt payments will be applied to the principal component, until all current and deferred interest is fully paid. The obligation of the Town to pay the purchase price and interest thereon is not a general obligation of the Town but is a limited recourse obligation payable solely from debt service revenue.

Town of Westlake

Notes to the Financial Statements

The schedule of future payments by the Town under these agreements is as follows:

Year Ending September 30,	Principal	Interest	Total Requirements
Past Due	\$ -	\$ 7,789,753	\$ 7,789,753
2018	213,093	912,628	1,125,721
2019	113,756	956,584	1,070,340
2020	120,165	1,016,363	1,136,528
2021	4,679,944	717,581	5,397,525
Total	\$ 5,126,958	\$ 11,392,909	\$ 16,519,867

Prior Year Defeasance of Debt

In prior years, the government defeased general obligations bonds by placing proceeds of the new bonds in an irrevocable trust account to provide for all future debt service payments on the old bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the government's financial statements. At September 30, 2017, there were no prior year defeased bonds outstanding.

Compensated Absences

Although compensated absences are liquidated by the fund to which they relate, the significant portion of the governmental activities compensated absences has typically been liquidated by the general fund.

Discretely Presented Component Units – Long-Term Debt

Texas Student Housing Corporation –Denton Project

The long-term debt activity of the Denton Project is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Amounts Due Within One Year
Revenue Bonds:					
2001 A Bonds	\$ 22,090,000	\$ -	\$ (895,000)	\$ 21,195,000	\$ 955,000
2001 B Bonds	3,240,000	-	-	3,240,000	1,360,000
Less discount on bonds	(522,384)	-	37,485	(484,899)	-
Total	\$ 24,807,616	\$ -	\$ (857,515)	\$ 23,950,101	\$ 2,315,000

The Bonds are payable solely from the revenues generated by the Denton Property and are secured by the revenues pledged and assigned under the terms of the Trust Indenture. The Town of Westlake does not have any liability for the payment of the bonds as the bonds are non-recourse to both the Town of Westlake and Texas Student Housing Authority. Interest rates on the bonds range from 5.00% to 11.00% and are payable semi-annually on July 1 and January 1 of each year thereafter.

Town of Westlake

Notes to the Financial Statements

At August 31, 2017, the Project was not in compliance with certain covenants of the Indenture including insufficient funds in some of the required funds and a fixed charges ratio less than 1.25. In addition, all required principal payments on the Series B bonds had not been made as of August 31, 2017. Upon certain events of default either the trustee, or owners of not less than 25% in aggregate principal of the bonds then outstanding, may declare the principal and all interest then due to be immediately due and payable.

The debt service requirements of the bonds are as follows:

Year Ending August 31,	Principal	Interest	Total Requirements
Past Due	\$ 1,295,000	\$ 8,187,361	\$ 9,482,361
2018	1,020,000	1,661,593	2,681,593
2019	1,085,000	1,589,980	2,674,980
2020	1,165,000	1,513,768	2,678,768
2021	1,250,000	1,431,730	2,681,730
2022	1,330,000	1,343,530	2,673,530
2023-2027	8,265,000	5,138,253	13,403,253
2028-2031	9,025,000	1,693,338	10,718,338
	<u>\$ 24,435,000</u>	<u>\$ 22,559,553</u>	<u>\$ 46,994,553</u>

Texas Student Housing Corporation – College Station Project

The Project's installment note payable is summarized as follows:

Lender/Security/Due/Date	Rate	Balance
Cambridge Student Housing Financing Company, L.P.; substantially all assets and assignment of rents: due November 1, 2039	8.00%	<u>\$ 28,419,200</u>

The following is a summary of long-term debt transactions of the Project for the year ended August 31, 2017:

	Beginning Balance	Increases	Decreases	Ending Balance	Amounts Due Within One Year
Revenue Certificates	<u>\$ 28,944,200</u>	<u>\$ -</u>	<u>\$ (525,000)</u>	<u>\$ 28,419,200</u>	<u>\$ 1,105,000</u>

Town of Westlake

Notes to the Financial Statements

The debt is to be amortized through 2040 with varying payments. The annual requirements to amortize the Project's outstanding installment notes payable as of August 31, 2017 are as follows:

Year Ending August 31,	Principal	Interest	Total
Past Due	\$ 460,000	\$ 17,433,363	\$ 17,893,363
2018	645,000	1,703,325	2,348,325
2019	720,000	1,650,637	2,370,637
2020	775,000	1,592,890	2,367,890
2021	830,000	1,530,858	2,360,858
2022	895,000	1,464,122	2,359,122
2023-2027	2,875,000	6,639,508	9,514,508
2028-2032	4,130,000	5,330,167	9,460,167
2033-2037	5,975,000	3,427,523	9,402,523
2038-2040	11,114,200	759,710	11,873,910
Total	\$ 28,419,200	\$ 41,532,103	\$ 69,951,303

Class C and D bonds are in default and the property does not generate enough revenue to pay the debt obligations. All of the Class C and D bonds issued remain outstanding as of August 31, 2017.

Each class has certain rights and privileges, as contained in the private placement memorandum. As a part of the offering, the Project entered into a trust agreement with J. P. Morgan Trust Company, N.A. (the Trustee) for the purpose of determining that each class is paid in accordance with the private placement memorandum.

At August 31, 2017, the Project was not in compliance with the fixed charge coverage ratio. As a result, the lender may accelerate the maturity of the unpaid portion of the principal payable under the installment sale agreement. However, the Authority does not anticipate this event will occur, since foreclosure by private interests would result in the loss of tax-exempt status for the Project.

The Town of Westlake does not have any liability for the payment of debt of the discretely presented component units as the bonds are non-recourse to both the Town and Texas Student Housing Authority.

Note 6. Unearned Revenue / Deferred Inflows of Resources

Unearned revenue in the proprietary fund of \$406,350 relates to the collection of the entire amount due on twelve Ductbank leases as follows: three leases with AT&T local network services ranging from 5 – 30 years; six leases with Verizon Southwest ranging from 5-30 years; one five-year lease with MCI Metro; one five-year lease with L3 Communications for use of the Town's Ductbank; and one five-year lease with Charter.

Governmental funds report *deferred inflows of resources* in connection with receivables for revenue that is not considered to be available to liquidate liabilities of the current period. At the end of the current fiscal year, deferred inflows of resources reported in the governmental funds consist of \$4,602 and \$385 of unavailable property taxes in the general fund and debt service fund, respectively.

Town of Westlake

Notes to the Financial Statements

Note 7. Interlocal Agreement with the Town of Westlake

In August 1995, the Town entered into an agreement with the City of Southlake to allow the Town to utilize capacity in a sewer line and to set forth their respective rights and obligations with respect to the sewer line owned by the City of Southlake. The Town is obligated to share in the cost of construction, operation and maintenance of the water sewer line. The sewer line was constructed in 2000. Additionally, the Town must pay the City of Southlake all transportation, treatment and related costs allocable to the metered flow of sewage from the Town into the sewer line.

Note 8. Federal and State Program Revenues

The Town received financial assistance from various federal and state governmental agencies in the form of grants for Westlake Academy. The disbursement of funds received under these programs generally requires compliance with terms and conditions specified in the grant agreements and are subject to audit by the grantor agencies. Any unallowed disbursement resulting from such audits becomes a liability of the Town. In the opinion of the Town management, no material refunds will be required as a result of unallowed disbursements (if any) by the grantor agencies. Sources of federal and state program revenues for the year ended September 30, 2017, were as follows:

Source	Westlake Academy
Federal program revenues:	
U.S. Department of Education - Passed through State Department of Education	
Total federal program revenues	<u>\$ 140,152</u>
State program revenues:	
State Department of Education	<u>\$ 6,603,358</u>

Note 9. Interfund Balances and Transactions

Interfund receivables and payables at September 30, 2017, were as follows:

	Due from Other Funds	Due to Other Funds
General fund	\$ 201,723	\$ -
Nonmajor governmental funds:		
4B Economic Development Fund	-	201,723
	<u>\$ 201,723</u>	<u>\$ 201,723</u>

The 4B Economic Development Corporation Fund amount of \$201,723 payable to the General Fund is related to debt service payment reimbursement.

Inter-fund transfers are reported in the governmental funds and proprietary fund financial statements. In the government-wide statements, inter-fund transfers are eliminated within the governmental activities column and business-type column, as appropriate.

Town of Westlake

Notes to the Financial Statements

Individual fund transfers for fiscal year 2017 were as follows:

Transfer out	Transfer in	Amount	Purpose
General Fund	Debt Service Fund	\$ 733,094	Debt service payments
General Fund	Westlake Academy	315,000	For student reserve fund
Nonmajor Governmental	General Fund	61,020	For operating expenditures in the Communications Dept.
Nonmajor Governmental	Nonmajor Governmental	1,010,000	Economic development payments for benefit of Westlake Academy
Nonmajor Governmental	Debt Service	1,332,636	Debt service payments
Utility Fund	General Fund	169,316	Fort Worth impact revenue
		<u>\$ 3,621,066</u>	

Note 10. Water Purchase and Wastewater Treatment Contracts

The Town has a contract with the City of Fort Worth, Texas, to purchase water. Under the contract, the Town may obtain from the City of Fort Worth, a supply of potable water at a reasonable rate based on water usage. The rate charges are subject to minimum annual contract payments. Water expense for the year ended September 30, 2017 was \$1,215,465.

Note 11. Defined Benefit Pension Plan - TMRS

Plan Description

The Town participates as one of 860 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). TMRS is an agency created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State of Texas. The TMRS Act places the general administration and management of the System with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State of Texas. TMRS's defined benefit pension plan is a tax-qualified plan under Section 401 (a) of the Internal Revenue Code. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

All eligible employees of the city are required to participate in TMRS.

Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the city, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee's contributions, with interest, and the city-financed monetary credits with interest were used to purchase an annuity. Members may choose to receive their retirement benefit in one of seven payments options. Members may also choose to receive a portion of their benefit as a Partial Lump Sum Distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the member's deposits and interest.

Town of Westlake

Notes to the Financial Statements

Employees Covered By Benefit Terms

At the December 31, 2016 valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees of beneficiaries currently receiving benefits	9
Inactive employees entitled to but not yet receiving benefits	21
Active employees	<u>36</u>
	<u><u>66</u></u>

Contributions

The contribution rates for employees in TMRS are either 5%, 6%, or 7% of employee gross earnings, and the city matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the city. Under the state law governing TMRS, the contribution rate for each city is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The actuarially determined rate is the estimated amount necessary to finance the cost of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Employees for the Town were required to contribute 7% of their annual gross earnings during the fiscal year. The contribution rates for the Town were 11.38% and 12.05% in calendar years 2016 and 2017, respectively. The Town's contributions to TMRS for the year ended September 30, 2017, were \$382,427, and were equal to the required contributions.

Net Pension Liability

The Town's Net Pension Liability (NPL) was measured as of December 31, 2016, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

Actuarial Assumptions

The Total Pension Liability in the December 31, 2016 actuarial valuation was determined using the following actuarial assumptions:

- Inflation 2.5% per year
- Overall payroll growth 3.0% per year
- Investment Rate of Return 6.75%, net of pension plan investment expense, including inflation

Salary increases were based on a service-related table. Mortality rates for active members, retirees, and beneficiaries were based on the gender-distinct RP2000 Combined Healthy Mortality Table, with male rates multiplied by 109% and female rates multiplied by 103%. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements. For disabled annuitants, the gender-distinct RP2000 Combined Healthy Mortality Tables with Blue Collar Adjustment are used with males rates multiplied by 109% and female rates multiplied by 103% with a 3-year set-forward for both males and females. In addition, a 3% minimum mortality rate is applied to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by scale BB to account for future mortality improvements subject to the 3% floor.

Town of Westlake

Notes to the Financial Statements

Actuarial assumptions used in the December 31, 2016, valuation were based on the results of actuarial experience studies. The experience study in TMRS was for the period December 31, 2010 through December 31, 2014. Healthy post-retirement mortality rates and annuity purchase rates were updated based on a Mortality Experience Investigation Study covering 2009 through 2011, and dated December 31, 2013. These assumptions were first used in the December 31, 2013 valuation, along with a change to the Entry Age Normal (EAN) actuarial cost method. Assumptions are reviewed annually. No additional changes were made for the 2014 valuation. After the Asset Allocation Study analysis and experience investigation study, the Board amended the long-term expected rate of return on pension plan investments from 7% to 6.75%. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income, in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, GRS focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). At its meeting on July 30, 2015, the TMRS Board approved a new portfolio target allocation.

The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return (Arithmetic)</u>
Domestic Equity	17.5%	4.55%
International Equity	17.5%	6.10%
Core Fixed Income	10.0%	1.00%
Non-Core Fixed Income	20.0%	3.65%
Real Return	10.0%	4.03%
Real Estate	10.0%	5.00%
Absolute Return	10.0%	4.00%
Private Equity	5.0%	8.00%
Total	100.0%	

Discount Rate

The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

Town of Westlake

Notes to the Financial Statements

Allocations

The Town's net pension liability, pension expense, and deferred outflows of resources related to TMRS have been allocated between governmental activities and business-type activities using a contribution-based method.

Changes in the Net Pension Liability

	Increase (Decrease)		
	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a) - (b)
Balance at 12/31/2015	\$ 5,294,817	\$ 4,079,199	\$ 1,215,618
Changes for the year:			
Service Cost	483,414	-	483,414
Interest	371,753	-	371,753
Change of benefit terms	-	-	-
Difference between expected and actual experience	212,434	-	212,434
Changes of assumptions	-	-	-
Contributions - employer	-	330,604	(330,604)
Contributions - employee	-	203,359	(203,359)
Net investment income	-	276,056	(276,056)
Benefit payments, including refunds of employee contributions	(58,144)	(58,144)	-
Administrative expense	-	(3,113)	3,113
Other changes	-	(168)	168
Net Changes	1,009,457	748,594	260,863
Balance at 12/31/16	\$ 6,304,274	\$ 4,827,793	\$ 1,476,481

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the Town, calculated using the discount rate of 6.75%, as well as what the Town's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	1% Decrease in Discount Rate (5.75%)	Discount Rate (6.75%)	1% Increase in Discount Rate (7.75%)
Net pension liability	\$ 2,491,690	\$ 1,476,481	\$ 642,693

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. That report may be obtained on the Internet at www.tmr.com.

Town of Westlake

Notes to the Financial Statements

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2017, the Town recognized pension expense of \$550,584.

At September 30, 2017, the Town reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
	<u> </u>	<u> </u>
Difference between expected and actual economic experience	\$ 315,779	\$ -
Changes in actuarial assumptions	89,907	-
Difference between projected and actual investment earnings	165,234	-
Contributions subsequent to the measurement date	<u>289,856</u>	<u> </u>
Total	<u><u>\$ 860,776</u></u>	<u><u>\$ -</u></u>

\$289,856 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability for the year ending September 30, 2018. Amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

Year ended September 30,	Net Deferred Outflows (Inflows)
<u> </u>	<u> </u>
2017	\$ 170,841
2018	170,842
2019	145,990
2020	64,638
2021	<u>18,609</u>
Total	<u><u>\$ 570,920</u></u>

Town of Westlake

Notes to the Financial Statements

Note 12. Defined Benefit Pension Plan – TRS

Plan Description

The Academy participates in a cost-sharing multiple-employer defined benefit pension that has a special funding situation. The plan is administered by the Teacher Retirement System of Texas (TRS). TRS's defined benefit pension plan is established and administered in accordance with the Texas Constitution, Article XVI, Section 67 and Texas Government Code, Title 8, Subtitle C. The pension trust fund is a qualified pension trust under Section 401 (a) of the Internal Revenue Code. The Texas Legislature establishes benefits and contribution rates within the guidelines of the Texas Constitution. The pension's Board of Trustees does not have the authority to establish or amend benefit terms.

All employees of public, state-supported educational institutions in Texas who are employed for one-half or more of the standard work load and who are not exempted from membership under Texas Government Code, Title 8, Section 822.002 are covered by the system.

Pension Plan Fiduciary Net Position

Detailed information about the Teacher Retirement System's fiduciary net position is available in a separately issued Comprehensive Annual Financial Report that includes financial statements and required supplementary information. That report may be obtained on the Internet at <http://www.trs.state.tx.us/about/documents/cafr.pdf#CAFR>; by writing to TRS at 1000 Red River Street, Austin, TX, 78701-2698; or by calling (512) 542-6592.

Benefits Provided

TRS provides service and disability retirement, as well as death and survivor benefits, to eligible employees (and their beneficiaries) of public and higher education in Texas. The pension formula is calculated using 2.3 percent (multiplier) times the average of the five highest annual creditable salaries times years of credited service to arrive at the annual standard annuity except for members who are grandfathered, the three highest annual salaries are used. The normal service retirement is at age 65 with five years of credited service or when the sum of the member's age and years of credited service equals 80 or more years.

Early retirement is at age 55 with five years of service credit or earlier than 55 with 30 years of service credit. There are additional provisions for early retirement if the sum of the member's age and years of service credit total at least 80, but the member is less than age 60 or 62 depending on date of employment, or if the member was grandfathered in under a previous rule. There are no automatic post-employment benefit changes; including automatic COLAs. Ad hoc post-employment benefit changes, including ad hoc COLAs can be granted by the Texas Legislature as noted in the Plan description in (A) above.

Contributions

Contribution requirements are established or amended pursuant to Article 16, section 67 of the Texas Constitution which requires the Texas legislature to establish a member contribution rate of not less than 6% of the member's annual compensation and a state contribution rate of not less than 6% and not more than 10% of the aggregate annual compensation paid to members of the system during the fiscal year. Texas Government Code section 821.006 prohibits benefit improvements, if as a result of the particular action, the time required to amortize TRS' unfunded actuarial liabilities would be increased to a period that exceeds 31 years, or, if the amortization period already exceeds 31 years, the period would be increased by such action.

Town of Westlake

Notes to the Financial Statements

Employee contribution rates are set in state statute, Texas Government Code 825.402. Senate Bill 1458 of the 83rd Texas Legislature amended Texas Government Code 825.402 for member contributions and established employee contribution rates for fiscal years 2014 thru 2017. The 83rd Texas Legislature, General Appropriations Act (GAA) established the employer contribution rates for fiscal years 2016 and 2017.

Contribution rates	2016	2017
Member	7.20%	7.20%
Non-employer contributing entity (State)	6.80%	6.80%
Employers	6.80%	6.80%
2017 Employer contributions	\$ 84,783	
2017 Member contributions	382,298	
2016 NECE on-behalf contributions	340,001	

Contributors to the plan include members, employers and the State of Texas as the only non-employer contributing entity. The State is the employer for senior colleges, medical schools and state agencies including TRS. In each respective role, the State contributes to the plan in accordance with state statutes and the General Appropriations Act (GAA).

As the non-employer contributing entity for public education and junior colleges, the State of Texas contributes to the retirement system an amount equal to the current employer contribution rate times the aggregate annual compensation of all participating members of the pension trust fund during that fiscal year reduced by the amounts described below which are paid by the employers. Employers (public school, junior college, other entities or the State of Texas as the employer for senior universities and medical schools) are required to pay the employer contribution rate in the following instances:

- On the portion of the member's salary that exceeds the statutory minimum for members entitled to the statutory minimum under Section 21.402 of the Texas Education Code.
- During a new member's first 90 days of employment.
- When any part or all of an employee's salary is paid by federal funding sources, a privately sponsored source, from non-educational and general, or local funds.
- When the employing district is a public junior college or junior college district, the employer shall contribute to the retirement system an amount equal to 50% of the state contribution rate for certain instructional or administrative employees; and 100% of the state contribution rate for all other employees.

In addition to the employer contributions listed above, there are two additional surcharges an employer is subject to:

- When employing a retiree of the Teacher Retirement System the employer shall pay both the member contribution and the state contribution as an employment after retirement surcharge
- When a school district or charter school does not contribute to the Federal Old-Age, Survivors and Disability Insurance (OASDI) Program for certain employees, they must contribute 1.5% of the state contribution rate for certain instructional or administrative employees; and 100% of the state contribution rate for all other employees.

Town of Westlake

Notes to the Financial Statements

Actuarial Assumptions

The total pension liability in the August 31, 2016 actuarial valuation was determined using the following actuarial assumptions:

Valuation Date	August 31, 2016	
Actuarial Cost Method		Individual Entry Age Normal
Asset Valuation Method		Market Value
Single Discount Rate		8.00%
Long-term expected Investment Rate of Return*		8.00%
Inflation		2.50%
Salary Increases including inflation		3.50% to 9.50%
Payroll Growth Rate		2.50%
Benefit Changes during the year		None
Ad hoc post-employment benefit changes		None

The actuarial methods and assumptions are primarily based on a study of actual experience for the four-year period ending August 31, 2014 and adopted on September 24, 2015.

Discount Rate

The discount rate used to measure the total pension liability was 8.0%. There was no change in the discount rate since the previous year. The projection of cash flows used to determine the discount rate assumed that contributions from plan members and those of the contributing employers and the non-employer contributing entity are made at the statutorily required rates. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all future benefit payments of current plan members.

Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability. The long-term rate of return on pension plan investments is 8%. The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimates ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class.

Town of Westlake

Notes to the Financial Statements

These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of geometric real rates of return for each major asset class included in the Systems target asset allocation as of August 31, 2016 are summarized below:

Asset Class	Target Allocation	Real Return Geometric Basis	Long-term Expected Portfolio Real Rate of Return*
Global Equity			
U.S.	18%	4.6%	1.0%
Non-U.S. Developed	13%	5.1%	0.8%
Emerging Markets	9%	5.9%	0.7%
Directional Hedge Funds	4%	3.2%	0.1%
Private Equity	13%	7.0%	1.1%
Stable Value			
U.S. Treasuries	11%	0.7%	0.1%
Absolute Return	0%	1.8%	0.0%
Stable Value Hedge Funds	4%	3.0%	0.1%
Cash	1%	-0.2%	0.0%
Real Return			
Global Inflation Linked Bonds	3%	0.9%	0.0%
Real Assets	16%	5.1%	1.1%
Energy and Natural Resources	3%	6.6%	0.2%
Commodities	0%	1.2%	0.0%
Risk Parity			
Risk Parity	5%	6.7%	0.3%
Inflation Expectation			2.2%
Alpha			1.0%
Total	100.0%		8.7%

*The Expected Contribution to Returns incorporates the volatility drag resulting from the conversion between Arithmetic and Geometric mean returns.

Discount Rate Sensitivity Analysis

The following schedule shows the impact of the Net Pension Liability if the discount rate used was 1% less than and 1% greater than the discount rate that was used (8%) in measuring the 2016 Net Pension Liability.

	1% Decrease in Discount Rate (7.0%)	Discount Rate (8.0%)	1% Increase in Discount Rate (9.0%)
Academy's proportionate share of the TRS net pension liability	\$ 1,627,129	\$ 1,051,346	\$ 562,965

Town of Westlake

Notes to the Financial Statements

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

At August 31, 2017, the Academy reported a liability of \$1,051,346 for its proportionate share of the TRS's net pension liability. This liability reflects a reduction for State pension support provided to the Academy. The amount recognized by the Academy as its proportionate share of the net pension liability, the related State support, and the total portion of the net pension liability that was associated with the Academy were as follows:

Academy's proportionate share of the collective net pension liability	\$	1,051,346
State's proportionate share that is associated with Academy		<u>4,035,754</u>
	\$	<u>5,087,100</u>

The net pension liability was measured as of August 31, 2016 and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The employer's proportion of the net pension liability was based on the employer's contributions to the pension plan relative to the contributions of all employers to the plan for the period September 1, 2015 thru August 31, 2016.

At August 31, 2016, the employer's proportion of the collective net pension liability was 0.0027822% which was an decrease of 0.0003123% from its proportion measured as of August 31, 2015.

Changes since the Prior Actuarial Valuation

There were no changes of benefit terms that affected measurement of the total pension liability during the measurement period.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended August 31, 2017, the Academy recognized pension expense of \$418,815 and revenue of \$418,815 for support provided by the State.

Town of Westlake

Notes to the Financial Statements

At August 31, 2017, the Academy reported its proportionate share of the TRS's deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Difference between expected and actual economic experience	\$ 16,485	\$ 31,393
Changes in actuarial assumptions	32,043	29,142
Changes in proportionate share	450,620	1,107
Difference between projected and actual investment earnings	89,026	-
Contributions paid to TRS subsequent to the measurement date	<u>84,783</u>	<u>-</u>
Total	<u><u>\$ 672,957</u></u>	<u><u>\$ 61,642</u></u>

The net amounts of the employer's balances of deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Year ended Aug. 31,</u>	<u>Net Deferred Outflows (Inflows)</u>
2018	\$ 99,970
2019	99,970
2020	156,755
2021	95,606
2022	73,187
Thereafter	<u>1,044</u>
Total	<u><u>\$ 526,532</u></u>

Town of Westlake

Notes to the Financial Statements

Note 13. Risk Management

The Town is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets; errors and omissions; injuries to employees, and natural disasters. The Town's general liability, workers' compensation liability, law enforcement liability, errors and omissions liability, and automobile liability coverage is insured by the Texas Municipal League, a public entity risk pool. The Town's only responsibility to the Texas Municipal League is to pay premiums for insurance and related deductible amounts of these policies. Other risk of loss is covered by commercial insurance. Settlements of claims have not exceeded coverage in the past three years.

Note 14. Contingent Liabilities

Litigation

Various claims and lawsuits are pending against the Town. In the opinion of Town management, after consultation with legal counsel, the potential loss on these claims and lawsuits will not materially affect the Town's financial position.

Circle T Municipal Utility Districts

The Town and Hillwood are currently in discussions regarding the debt for Municipal Utility District's (MUDs) #1 and #3 on the Circle T property in Westlake which is controlled by AIL Investments, L.P. As this property develops, Hillwood agreed to de-annex developed property from the MUDs in exchange for pro-rata payments on water and sewer infrastructure installed by the MUDs at their inception.

To date, three projects, Chrysler Financial, Deloitte University, and Charles Schwab, have been or are being developed within these MUDs. Discussions regarding the Town's payment to AIL Investments, L.P. in exchange for de-annexation of these two tracks from the Circle T MUDs have taken place but have not come to a conclusion as to the settlement amounts. These discussions are ongoing until the Town receives full documentation that it determines is adequate to support the requested payments. The Town of Westlake holds full rights and privileges under the State granted Certificate of Convenience and Necessity (CCN) and can serve all water and sewer customers within these MUD boundaries regardless of the status of these negotiations.

Note 15. Solana Public Improvement District

On February 24, 2014, the Town Council granted a petition by Maguire Partners-Solana Land, LP in resolution 14-07 to authorize and provide for the creation of a public improvement district, The Solana Public Improvement District ("the District"). The District encompasses approximately 85 acres currently being developed as a master-planned mixed-use development known as "Westlake Entrada" that is expected to include, among other things, condominiums, residential villas, hotels, office, retail, commercial, institutional and hospitality uses, and a wedding event center. The District was created in accordance with Chapter 372 of the Texas Local Government Code.

Town of Westlake

Notes to the Financial Statements

On February 5, 2015, the Town Council approved issuance of \$26,175,000 of Special Assessment Revenue Bonds, Series 2015 related to the District. The Public Improvement District Bonds (The Bonds) are *special and limited* obligations of the Town payable solely from the pledged revenues and other funds comprising the Trust Estate, as and to the extent provided in the indenture. The bonds do not give rise to a charge against the general credit or taxing power of the Town and are payable solely from the sources identified in the indenture. The owners of the bonds shall never have the right to demand payment thereof out of money raised or to be raised by taxation, or out of any funds of the Town other than the Trust Estate, as and to the extent provided in the indenture; and, no owner of the bonds shall have the right to demand any exercise of the Town's taxing power to pay the principal of the bonds or the interest or redemption premium, if any, thereon. The Town shall have no legal or moral obligation to pay the bonds out of any funds of the Town other than the Trust Estate in accordance with the Texas Local Government Code.

The proceeds from the bond issue are being used as follows: payment of a portion of the costs of construction, acquisition, or purchase of certain water, wastewater and roadway public improvements for the special benefit of the District; funding a reserve fund; funding capitalized interest; payment of a portion of the costs incidental to the organization of the District; and payment of the cost of issuance of the bonds. The Town is not, and will not be obligated to provide any funds to finance construction of authorized improvements. All design and construction costs of the District's authorized public improvements will be paid from the District assessments and from other sources of funds, if any, to the extent provided in the Trust Indenture.

Note 16. Tax Abatements

The Town enters into economic development agreements authorized under Chapter 380 of the Texas Local Government Code and Chapter 312 of the Texas Tax Code. These agreements are planning tools designed to stimulate economic activity, redevelopment, community improvement, and provide a return on investment for the community. These programs abate or rebate property and/or sales and hotel/motel taxes and may include other incentive payments such as fee reductions or construction costs reimbursements. Economic development agreements are considered on a case-by-case basis by the Town Council and generally contain recapture provisions, which may require repayment or termination if recipients do not meet the required provisions of the economic incentives.

Other Economic Agreements

Chapter 380 of the Texas Local Government Code allows the Town to provide grants for the purpose of promoting local economic development. These grants are based on a percentage of property and/or sales tax received by the Town. For the fiscal year ending September 30, 2017, the Town abated \$209,341 in property taxes; \$134,400 in sales taxes; and \$159,178 in hotel/motel taxes.

Note 17. Going Concern

The 2017 financial statements were prepared assuming the Texas Student Housing entities will continue as going concerns. The Texas Student Housing entities' bonds payable are considered to be in default due to not making full principal and interest payments and, therefore, are reported as current liabilities. This is considered an event of default by the Trustees, which gives the bondholders the right to accelerate and demand payment of the bonds in full. Management and the property managers are in the process of developing and implementing plans to increase occupancy and rental rates at the properties to improve their financial performance.

Note 18. Expenditures In Excess of Appropriations

For the year ended September 30, 2017, the Westlake Academy Fund expenditures exceeded appropriations by \$60,706. The over-expenditure will be addressed through future appropriations.

Required Supplementary Information

Town of Westlake

Exhibit B-1

Schedule of Revenues, Expenditures,
and Changes in Fund Balances
Budget and Actual – General Fund
For the Year Ended September 30, 2017

	General Fund			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Amended		
REVENUES				
Taxes				
Sales	\$ 3,310,500	\$ 3,310,500	\$ 3,353,658	\$ 43,158
Property	1,437,050	1,479,500	1,482,625	3,125
Mixed beverages	62,500	62,500	68,432	5,932
Franchise	966,370	974,770	818,423	(156,347)
Interest income	14,440	45,575	67,680	22,105
Building permits and fees	2,551,442	2,805,828	3,521,686	715,858
Fines and penalties	805,350	809,880	673,716	(136,164)
Contributions	-	110,535	110,532	(3)
Miscellaneous	106,280	169,460	275,404	105,944
Total revenues	9,253,932	9,768,548	10,372,156	603,608
EXPENDITURES				
Current				
General government	4,182,287	4,822,665	4,596,827	225,838
Public safety	2,898,780	2,721,961	2,684,244	37,717
Cultural and recreation	148,603	210,763	164,720	46,043
Public works	1,033,235	857,756	784,279	73,477
Capital outlay	190,000	49,500	29,612	19,888
Debt service				
Principal retirement	36,680	36,697	36,697	-
Total expenditures	8,489,585	8,699,342	8,296,379	402,963
Excess of revenues over expenditures	764,347	1,069,206	2,075,777	1,006,571
OTHER FINANCING SOURCES (USES)				
Transfers in	74,365	231,278	230,336	(942)
Transfers out	(1,053,635)	(1,093,003)	(1,048,094)	44,909
Net other financing sources (uses)	(979,270)	(861,725)	(817,758)	43,967
NET CHANGE IN FUND BALANCE	(214,923)	207,481	1,258,019	1,050,538
FUND BALANCE AT BEGINNING OF YEAR	9,679,473	9,679,473	9,679,473	-
FUND BALANCE AT END OF YEAR	\$ 9,464,550	\$ 9,886,954	\$ 10,937,492	\$ 1,050,538

Town of Westlake

Exhibit B-2

Schedule of Revenues, Expenditures
And Changes in Fund Balances
Budget and Actual – Westlake Academy
For the Year Ended September 30, 2017

	Westlake Academy			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Final		
REVENUES				
State program revenues	\$ 6,760,431	\$ 6,276,996	\$ 6,603,358	\$ 326,362
Federal program revenues	102,394	139,853	140,152	299
Interest income	4,500	4,500	5,371	871
Local and intermediate sources	1,808,862	1,880,592	1,575,730	(304,862)
Total revenues	8,676,187	8,301,941	8,324,611	22,670
EXPENDITURES				
Education	8,627,066	8,758,468	8,819,174	(60,706)
Interest and other fiscal charges	13,951	13,951	13,951	-
Total expenditures	8,641,017	8,772,419	8,833,125	(60,706)
Deficiency of revenues under expenditures	35,170	(470,478)	(508,514)	(38,036)
OTHER FINANCING SOURCES				
Transfers in	315,000	315,000	315,000	-
Total other financing sources	315,000	315,000	315,000	-
NET CHANGE IN FUND BALANCE	350,170	(155,478)	(193,514)	(38,036)
FUND BALANCE AT BEGINNING OF YEAR	1,158,762	1,158,762	1,158,762	-
FUND BALANCE AT END OF YEAR	\$ 1,508,932	\$ 1,003,284	\$ 965,248	\$ (38,036)

Town of Westlake

Notes to Budgetary Comparison Schedules

Budgetary Information – The Town follows these procedures annually in establishing the budgetary data reflected in the budgetary comparison schedules:

1. The Town Manager submits to the Town Council a proposed budget for the fiscal year commencing the following October 1. The budget includes proposed expenditures and the means of financing them.
2. Prior to October 1, the budget is legally adopted through passage of an ordinance. This budget is reported as the Original Budget in the budgetary comparison schedules.
3. During the fiscal year, changes to the adopted budget may be authorized, as follows:
 - a. Items requiring Town Council action - appropriation of fund balance reserves; transfers of appropriations between funds; new inter-fund loans or advances; and creation of new capital projects or increases to existing capital projects.
 - b. Items delegated to the Town Manager - appropriation balances from an expenditure account to another within a single fund.
4. Annual budgets are legally adopted and amended as required for the general, special revenue and debt service funds. Project length budgets are adopted for the capital projects funds. All budgets are adopted on a basis consistent with generally accepted accounting principles. Budgets are adopted for the proprietary funds annually only as a management tool. There are no legally mandated budgetary constraints for the proprietary funds.
5. Budget amounts are reflected after all authorized amendments and revisions. This budget is reported as the Final Budget in the budgetary comparison schedules.
6. The appropriated budget is prepared by fund, function and department. The Town's management may make transfers of appropriations within a fund. Transfers of appropriations between funds require the approval of the Town Council. The legal level of budgetary control is the fund level. The Town Council made several supplementary budget appropriations during the year.
7. Encumbrances represent commitments related to unperformed contracts for goods or services. Encumbrance accounting under which purchase orders, contracts and other commitments for the expenditure of resources are recorded to reserve that portion of the applicable appropriation is utilized in the governmental funds. Encumbrances lapse at year-end and do not constitute expenditures or liabilities because the commitments must be re-appropriated and honored during the subsequent year.

Town Of Westlake

Exhibit B-3

Schedule of Net Pension Liability and Related Ratios Texas Municipal Retirement System Last Three Measurement Years

	2016	2015	2014
Total pension liability			
Service cost	\$ 483,414	\$ 435,146	\$ 288,923
Interest	371,753	317,982	264,994
Change in benefit terms	-	-	-
Difference between expected and actual experience	212,434	96,226	176,965
Change in assumptions	-	139,579	-
Benefit payments	(58,144)	(38,289)	(55,762)
Net change in total pension liability	1,009,457	950,644	675,120
Total pension liability, beginning	5,294,817	4,344,173	3,669,053
Total pension liability, ending	6,304,274	5,294,817	4,344,173
Plan fiduciary net position			
Contributions, employer	330,604	290,278	172,064
Contributions, nonemployer	203,359	188,725	152,077
Net investment income	276,056	5,368	182,430
Benefit payments	(58,144)	(38,289)	(55,762)
Administrative income	(3,113)	(3,268)	(1,904)
Other	(168)	(191)	(127)
Net change in plan fiduciary net position	748,594	442,623	448,778
Plan fiduciary net position, beginning	4,079,199	3,636,576	3,187,798
Plan fiduciary net position, ending	4,827,793	4,079,199	3,636,576
Town's net pension liability, ending	\$ 1,476,481	\$ 1,215,618	\$ 707,597
Plan fiduciary net position as a % of total pension liability	76.58%	77.04%	83.71%
Covered payroll	\$ 2,905,134	\$ 2,696,072	\$ 2,172,525
Town's net pension liability as a % of employee payroll	50.82%	45.09%	32.57%

Note: Only two years of data is presented in accordance with GASB #68, paragraph 138. "The information for all period for the 10-year schedules that are required to be presented as required supplementary information may be available initially. In these cases, during the transition period, that information should be presented for as many periods as are available. The schedules should not include information that is not measured in accordance with the requirements of this statement. Additional years' will be displayed as it becomes available."

Town of Westlake
 Schedule of Contributions
 Texas Municipal Retirement System
 Last Three Measurement Years

Exhibit B-4

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Actuarially determined contributions	\$ 382,427	\$ 316,618	\$ 277,651
Contributions in relation to the actuarially determined contributions	<u>(382,427)</u>	<u>(316,618)</u>	<u>(277,651)</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered employee payroll	3,218,899	2,821,349	2,778,776
Contributions as a percentage of covered employee payroll	11.88%	11.22%	9.99%

Note: GASB #68, paragraph 81.2.b requires that the data in this schedule be presented as of the Town's fiscal year as opposed to the time period covered by the measurement date.

Note: Only three years of data is presented in accordance with GASB #68, paragraph 138. "The information for all period for the 10-year schedules that are required to be presented as required supplementary information may be available initially. In these cases, during the transition period, that information should be presented for as many periods as are available. The schedules should not include information that is not measured in accordance with the requirements of this statement. Additional years' information will be displayed as it becomes available."

Town of Westlake

Notes to Texas Municipal Retirement System Required Supplementary Information
For the Year Ended September 30, 2017

Valuation Date

Actuarial determined contribution rates are calculated as of December 31 each year and become effective in January, 12 months and one day later.

Methods and Assumptions used to Determine Contribution Rates

Actuarial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Remaining amortization period	27 years
Asset valuation method	10 year smoothed market; 15% soft corridor
Inflation	2.50%
Salary increases	3.50% to 10.50% including inflation
Investment rate of return	6.75%
Retirement age	Experience-based table of rates that are specific to the City's plan of benefits. Last updated for the 2015 valuation pursuant to an experience study of the period 2010 - 2014.
Mortality	RP2000 Combined Mortality Table with Blue Collar Adjustment with male rates multiplied by 109% and female rates multiplied by 103% and projected on a fully generational basis with scale BB.

Town of Westlake**Exhibit B-5**

Schedule of Academy's Proportionate Share
of Net Pension Liability – Teacher Retirement System
Last Three Measurement Years

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Academy's proportion of the net pension liability	0.00278222%	0.0030945%	0.0007190%
Academy's proportionate share of net pension liability	\$ 1,051,346	\$ 1,093,865	\$ 192,056
State's proportionate share of net pension liability associated with the Westlake Academy	<u>4,035,754</u>	<u>3,667,893</u>	<u>2,965,583</u>
Total	<u>\$ 5,087,100</u>	<u>\$ 4,761,758</u>	<u>\$ 3,157,639</u>
Academy's covered payroll	\$ 5,094,571	\$ 4,784,695	\$ 4,300,931
Academy's proportionate share of net pension liability as a percentage of its covered payroll	20.64%	22.86%	4.47%
Plan fiduciary net position as a percentage of total pension liability	78.00%	78.43%	83.25%

Note: Only three years of data is presented in accordance with GASB #68, paragraph 138. "The information for all periods for the 10-year schedules that are required to be presented as required supplementary information may not be available initially. In these cases, during the transition period, that information should be presented for as many years as are available. The schedules should not include information that is not measured in accordance with the requirements of this Statement."

Town of Westlake
 Schedule of Contributions
 Teacher Retirement System
 Last Three Fiscal Years
 (Unaudited)

Exhibit B-6

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Statutorially required contributions	\$ 131,436	\$ 88,399	\$ 92,325
Actual contributions in relation to statutorially required contributions	<u>131,436</u>	<u>88,399</u>	<u>92,325</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Academy's covered payroll	\$ 4,965,944	\$ 5,094,571	\$ 4,784,694
Contributions as a percentage of Academy's covered payroll	2.65%	1.74%	1.93%

Note: GASB 68, Paragraph 81.2.b requires that the data in this schedule be presented as of the Academy's current fiscal year as opposed to the time period covered by the measurement date.

Note: Only three years of data is presented in accordance with GASB #68, paragraph 138. "The information for all periods for the 10-year schedules that are required to be presented as required supplementary information may not be available initially. In these cases, during the transition period, that information should be presented for as many years as are available. The schedules should not include information that is not measured in accordance with the requirements of this Statement."



Town of Westlake

Combining and Individual Fund Statements and Schedules

Town of Westlake

Exhibit C-1

Schedule of Revenues, Expenditures
and Changes In Fund Balances
Budget and Actual – Debt Service Fund
For the Year Ended September 30, 2017

	Debt Service Fund			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Amended		
REVENUES				
Taxes				
Property	\$ 88,635	\$ 95,010	\$ 95,190	\$ 180
Total revenues	88,635	95,010	95,190	180
EXPENDITURES				
Debt service				
Principal retirement	1,043,902	1,088,000	1,088,000	-
Interest and other fiscal charges	1,108,094	1,098,126	1,091,425	6,701
Bond issuance costs	-	-	116,592	(116,592)
Total expenditures	2,151,996	2,186,126	2,296,017	(109,891)
Deficiency of revenues under expenditures	(2,063,361)	(2,091,116)	(2,200,827)	(109,711)
OTHER FINANCING SOURCES (USES)				
Transfers in	2,033,385	2,066,128	2,065,730	(398)
Refunding bonds issued	-	-	5,795,000	5,795,000
Payment to refunding bond escrow agent	-	-	(6,452,467)	(6,452,467)
Premium on refunding bonds issued	-	-	774,059	774,059
Net other financing sources (uses)	2,033,385	2,066,128	2,182,322	116,194
NET CHANGE IN FUND BALANCE	(29,976)	(24,988)	(18,505)	6,483
FUND BALANCE AT BEGINNING OF YEAR	30,468	30,468	30,468	-
FUND BALANCE AT END OF YEAR	\$ 492	\$ 5,480	\$ 11,963	\$ 6,483

Town of Westlake

Nonmajor Governmental Funds

Visitors Association Fund

To account for municipal hotel occupancy taxes collected and expenditures to promote tourism and the convention and hotel industry.

Lone Star Public Facilities Corporation

To account for investment activity relating to the Lone Star Public Facilities Corporation.

Economic Development Fund

To account for sales tax and hotel occupancy tax collected to fund activity relating to Economic Development agreements.

4B Economic Development Corporation

To account for sales tax collected to fund the activities of the 4B Economic Development Corporation.

Westlake Academy Expansion Fund

To account for proceeds from long-term financing and revenue and expenditures related to authorized construction related to expansion of Westlake Academy facilities.

Town of Westlake
Combining Balance Sheet
Non Major Governmental Funds
For the Year Ended September 30, 2017

Exhibit C-2

	Special Revenue Funds					Total Nonmajor Governmental Funds
	Visitors Association	Lone Star Public Facilities Corporation Fund	Economic Development Fund	4B Economic Development Corporation Fund	Westlake Academy Expansion Capital Projects Fund	
ASSETS						
Cash and cash equivalents	\$ 746,998	\$ 13,789	\$ 22,207	\$ -	\$ 1,413,345	\$ 2,196,339
Accounts receivable	62,424	-	110,579	201,723	-	374,726
Prepaid items	7,862	-	-	-	-	7,862
Total assets	\$ 817,284	\$ 13,789	\$ 132,786	\$ 201,723	\$ 1,413,345	\$ 2,578,927
LIABILITIES AND FUND BALANCES						
Accounts payable	\$ 16,794	\$ -	\$ 132,786	\$ -	\$ -	\$ 149,580
Unearned revenue	1,320	-	-	-	-	1,320
Due to other funds	-	-	-	201,723	-	201,723
Total liabilities	18,114	-	132,786	201,723	-	352,623
FUND BALANCES						
Nonspendable:						
Prepaid items	7,862	-	-	-	-	7,862
Restricted for:						
Capital items	-	-	-	-	1,413,345	1,413,345
Tourism	791,308	-	-	-	-	791,308
Future projects	-	13,789	-	-	-	13,789
Total fund balances	799,170	13,789	-	-	1,413,345	2,226,304
Total liabilities and fund balances	\$ 817,284	\$ 13,789	\$ 132,786	\$ 201,723	\$ 1,413,345	\$ 2,578,927

Town of Westlake

Exhibit C-3

Combining Statement of Revenues, Expenditures, and Changes
in Fund Balances
Nonmajor Governmental Funds
For the Year Ended September 30, 2017

	Special Revenue Funds					Total Nonmajor Governmental Funds
	Visitors Association	Lone Star Public Facilities Corporation Fund	Economic Development Fund	4B Economic Development Corporation Fund	Westlake Academy Expansion Capital Projects Fund	
REVENUES						
Sales	\$ -	\$ -	\$ 134,400	\$ 1,162,686	\$ -	\$ 1,297,086
Hotel occupancy	722,423	-	29,178	-	-	751,601
Interest income	7,054	110	-	-	6,218	13,382
Contributions	3,100	-	1,010,000	-	-	1,013,100
Miscellaneous	2,667	-	-	-	-	2,667
Total revenues	735,244	110	1,173,578	1,162,686	6,218	3,077,836
EXPENDITURES						
Current:						
Economic development	-	-	163,578	-	-	163,578
Visitor services	717,055	-	-	-	-	717,055
Debt service						
Principal retirement	-	-	-	-	-	-
Interest and other fiscal charges	-	-	-	-	-	-
Total expenditures	717,055	-	163,578	-	-	880,633
Excess of revenues over expenditures	18,189	110	1,010,000	1,162,686	6,218	2,197,203
OTHER FINANCING SOURCES (USES)						
Transfers in	-	-	-	-	1,010,000	1,010,000
Transfers out	(230,970)	-	(1,010,000)	(1,162,686)	-	(2,403,656)
Total other financing sources (uses)	(230,970)	-	(1,010,000)	(1,162,686)	1,010,000	(1,393,656)
Net change in fund balances	(212,781)	110	-	-	1,016,218	803,547
Fund balances, October 1	1,011,951	13,679	-	-	397,127	1,422,757
Fund balances, September 30	\$ 799,170	\$ 13,789	\$ -	\$ -	\$ 1,413,345	\$ 2,226,304

Town Of Westlake

Exhibit C-4

Schedule of Revenues, Expenditures
And Changes in Fund Balances
Budget and Actual – Visitors Association Fund
For the Year Ended September 30, 2017

	Visitors Association Fund			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Amended		
REVENUES				
Taxes				
Hotel occupancy	\$ 804,640	\$ 804,640	\$ 722,423	\$ (82,217)
Interest income	2,900	5,150	7,054	1,904
Contributions	1,200	3,000	3,100	100
Miscellaneous	4,150	8,020	2,667	(5,353)
Total revenues	<u>812,890</u>	<u>820,810</u>	<u>735,244</u>	<u>(85,566)</u>
EXPENDITURES				
Visitor services	<u>872,095</u>	<u>818,281</u>	<u>717,055</u>	<u>101,226</u>
Total expenditures	<u>872,095</u>	<u>818,281</u>	<u>717,055</u>	<u>101,226</u>
Excess (deficiency) of revenues over (under) expenditures	<u>(59,205)</u>	<u>2,529</u>	<u>18,189</u>	<u>15,660</u>
OTHER FINANCING USES				
Transfers out	<u>(157,850)</u>	<u>(211,645)</u>	<u>(230,970)</u>	<u>(19,325)</u>
Total other financing uses	<u>(157,850)</u>	<u>(211,645)</u>	<u>(230,970)</u>	<u>(19,325)</u>
NET CHANGE IN FUND BALANCE	<u>(217,055)</u>	<u>(209,116)</u>	<u>(212,781)</u>	<u>(3,665)</u>
FUND BALANCE AT BEGINNING OF YEAR	<u>1,011,951</u>	<u>1,011,951</u>	<u>1,011,951</u>	<u>-</u>
FUND BALANCE AT END OF YEAR	<u>\$ 794,896</u>	<u>\$ 802,835</u>	<u>\$ 799,170</u>	<u>\$ (3,665)</u>

Town of Westlake

Exhibit C-5

Schedule of Revenues, Expenditures
and Changes In Fund Balances
Budget and Actual – Lone Star Public Facilities Corporation Fund
For the Year Ended September 30, 2017

	Lone Star Public Facilities Corporation			
	Budgeted Amounts		Actual	Variance Favorable (Unfavorable)
	Original	Amended		
REVENUES:				
Interest income	\$ 30	\$ 80	\$ 110	\$ 30
Total revenues	30	80	110	30
EXPENDITURES:				
Economic development	-	-	-	-
Total expenditures	-	-	-	-
NET CHANGE IN FUND BALANCE	30	80	110	30
FUND BALANCE AT BEGINNING OF YEAR	13,679	13,679	13,679	-
FUND BALANCE AT END OF YEAR	\$ 13,709	\$ 13,759	\$ 13,789	\$ 30

Town of Westlake

Exhibit C-6

Schedule of Revenues, Expenditures
and Changes in Fund Balances
Budget and Actual – Economic Development Fund
For the Year Ended September 30, 2017

	Economic Development Fund			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Amended		
REVENUES:				
Taxes				
Sales	\$ 102,000	\$ 102,000	\$ 134,400	\$ 32,400
Hotel occupancy	32,640	32,640	29,178	(3,462)
Miscellaneous	1,210,000	1,010,000	1,010,000	-
Total revenues	<u>1,344,640</u>	<u>1,144,640</u>	<u>1,173,578</u>	<u>28,938</u>
EXPENDITURES:				
Economic development	134,640	134,640	163,578	(28,938)
Total expenditures	<u>134,640</u>	<u>134,640</u>	<u>163,578</u>	<u>(28,938)</u>
Excess of revenues over expenditures	<u>1,210,000</u>	<u>1,010,000</u>	<u>1,010,000</u>	<u>-</u>
OTHER FINANCING SOURCES (USES)				
Transfers out	(1,210,000)	(1,010,000)	(1,010,000)	-
Total other financing sources (uses)	<u>(1,210,000)</u>	<u>(1,010,000)</u>	<u>(1,010,000)</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	-	-	-	-
FUND BALANCE AT BEGINNING OF YEAR	-	-	-	-
FUND BALANCE AT END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Town of Westlake

Exhibit C-7

Schedule of Revenues, Expenditures
and Changes in Fund Balances
Budget and Actual – 4B Economic Development Corporation Fund
For the Year Ended September 30, 2017

	4B Economic Development Corporation			Variance Favorable (Unfavorable)
	Budgeted Amounts		Actual	
	Original	Amended		
REVENUES				
Taxes				
Sales	\$ 1,137,500	\$ 1,137,500	\$ 1,162,686	\$ 25,186
Total revenues	1,137,500	1,137,500	1,162,686	25,186
EXPENDITURES				
Economic development	-	-	-	-
Total expenditures	-	-	-	-
Excess of revenues over expenditures	1,137,500	1,137,500	1,162,686	25,186
OTHER FINANCING USES				
Transfers out	(1,137,500)	(1,137,500)	(1,162,686)	(25,186)
Total other financing uses	(1,137,500)	(1,137,500)	(1,162,686)	(25,186)
NET CHANGE IN FUND BALANCE	-	-	-	-
FUND BALANCE AT BEGINNING OF YEAR	-	-	-	-
FUND BALANCE AT END OF YEAR	\$ -	\$ -	\$ -	\$ -

Town of Westlake

Agency Funds

PID Agency Fund

To account for bond proceeds, assessments, and related debt associated with bonds issued by the Town as an agent for the Solana public improvement district.

Town of Westlake

PID Agency Fund

Statement of Changes in Assets and Liabilities

For the Year Ended September 30, 2017

Exhibit C-8

	Balance at Beginning of Year	Additions	Deletions	Balance at End of Year
ASSETS				
Restricted cash and cash equivalents	\$ 2,769,575	\$ 8,724	\$ (692,723)	\$ 2,085,576
Total assets	<u>\$ 2,769,575</u>	<u>\$ 8,724</u>	<u>\$ (692,723)</u>	<u>\$ 2,085,576</u>
LIABILITIES				
Liability to bond holders	\$ 2,769,575	\$ 8,724	\$ (692,723)	\$ 2,085,576
Total liabilities	<u>\$ 2,769,575</u>	<u>\$ 8,724</u>	<u>\$ (692,723)</u>	<u>\$ 2,085,576</u>



Town of Westlake

Statistical Section

Statistical Section

Unaudited

This part of the Town of Westlake, Texas' comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, note disclosures and required supplementary information says about the Town's overall financial health.

Page

Financial Trends

104 - 109

These schedules contain trend information to help the reader understand how the Town's financial performance and well-being have changed over time.

Revenue Capacity

110 - 114

These schedules contain information to help the reader assess the Town's most significant local revenue sources. Although sales taxes are the Town's most significant local revenue source, information about principal revenue payers is confidential under Texas statutes, and; therefore, not disclosed. Trend information about sales tax revenue is provided in Exhibit S-9.

Debt Capacity

115 - 117

These schedules present information to help the reader assess the affordability of the Town's current levels of outstanding debt and the Town's ability to issue additional debt in the future.

Demographic and Economic Information

118 - 120

These schedules offer demographic and economic indicators to help the reader understand the environment within which the Town's financial activities take place.

Operating Information

121 - 122

These schedules contain service and infrastructure data to help the reader understand how the information in the Town's financial report relates to the services the Town provides and the activities it performs.

Sources: Unless otherwise noted, the information in these schedules is derived from annual financial reports for the relevant year.

Town of Westlake
Net Position by Component
Last Ten Years
Accrual Basis of Accounting – Unaudited

Exhibit S-1

	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
Governmental activities:										
Invested in capital assets, net of related debt	\$ 10,313,743	\$ 13,244,690	\$ 13,633,485	\$ 12,658,921	\$ 14,866,299	\$ 21,177,426	\$ 32,048,991	\$ 29,633,298	\$ 38,299,337	\$ 46,499,873
Restricted	2,004,763	1,761,067	1,564,868	7,137,362	4,726,376	4,243,239	2,284,947	17,827,177	7,489,048	2,034,916
Unrestricted	<u>3,835,751</u>	<u>4,122,185</u>	<u>5,866,046</u>	<u>3,448,100</u>	<u>5,023,731</u>	<u>6,636,876</u>	<u>(910,977)</u>	<u>7,108,101</u>	<u>9,260,572</u>	<u>9,513,643</u>
Total governmental activities net position	<u>\$ 16,154,257</u>	<u>\$ 19,127,942</u>	<u>\$ 21,064,399</u>	<u>\$ 23,244,383</u>	<u>\$ 24,616,406</u>	<u>\$ 32,057,541</u>	<u>\$ 33,422,961</u>	<u>\$ 54,568,576</u>	<u>\$ 55,048,957</u>	<u>\$ 58,048,432</u>
Business-type activities:										
Invested in capital assets, net of related debt	\$ 7,726,576	\$ 7,349,032	\$ 7,033,831	\$ 6,875,031	\$ 6,877,555	\$ 6,601,949	\$ 6,734,414	\$ 6,410,547	\$ 6,044,363	\$ 5,583,570
Unrestricted	<u>(1,997,281)</u>	<u>(1,945,578)</u>	<u>(2,003,600)</u>	<u>(1,542,092)</u>	<u>(1,636,249)</u>	<u>(842,457)</u>	<u>(1,272,014)</u>	<u>(2,608,315)</u>	<u>(4,041,360)</u>	<u>(3,746,696)</u>
Total business-type activities net position	<u>\$ 5,729,295</u>	<u>\$ 5,403,454</u>	<u>\$ 5,030,231</u>	<u>\$ 5,332,939</u>	<u>\$ 5,241,306</u>	<u>\$ 5,759,492</u>	<u>\$ 5,462,400</u>	<u>\$ 3,802,232</u>	<u>\$ 2,003,003</u>	<u>\$ 1,836,874</u>
Primary government:										
Invested in capital assets, net of related debt	\$ 18,040,319	\$ 20,593,722	\$ 20,667,316	\$ 19,533,952	\$ 21,743,854	\$ 27,779,375	\$ 38,783,405	\$ 36,043,845	\$ 44,343,700	\$ 52,083,443
Restricted	2,004,763	1,761,067	1,564,868	7,137,362	4,726,376	4,243,239	2,284,947	17,827,177	7,489,048	2,034,916
Unrestricted	<u>1,838,470</u>	<u>2,176,607</u>	<u>3,862,446</u>	<u>1,906,008</u>	<u>3,387,482</u>	<u>5,794,419</u>	<u>(2,182,991)</u>	<u>4,499,786</u>	<u>5,219,212</u>	<u>5,766,947</u>
Total primary government net position	<u>\$ 21,883,552</u>	<u>\$ 24,531,396</u>	<u>\$ 26,094,630</u>	<u>\$ 28,577,322</u>	<u>\$ 29,857,712</u>	<u>\$ 37,817,033</u>	<u>\$ 38,885,361</u>	<u>\$ 58,370,808</u>	<u>\$ 57,051,960</u>	<u>\$ 59,885,306</u>

Source: Annual financial reports

Town of Westlake
 Changes in Net Position
 Last Ten Years - Continued
 Accrual Basis of Accounting – Unaudited

Exhibit S-2

	<i>Fiscal Year</i>									
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
EXPENSES										
Governmental activities:										
General government	\$ 2,031,460	\$ 2,203,882	\$ 2,272,127	\$ 2,478,826	\$ 2,518,490	\$ 2,606,785	\$ 2,784,587	\$ 3,145,716	\$ 4,491,557	\$ 5,716,302
Public Safety	1,795,782	1,939,441	1,698,164	1,801,585	1,883,424	1,978,803	2,190,050	2,381,437	2,737,084	3,063,003
Cultural and Recreation	129,641	115,770	105,997	122,400	111,765	113,924	123,541	129,970	187,274	217,489
Public Works	1,013,804	1,028,934	594,705	470,054	216,901	267,973	955,794	1,081,996	1,102,636	1,634,549
Economic Development	473,451	207,044	309,653	680,823	546,039	626,423	147,680	171,757	141,779	163,578
Visitor Services	312,777	341,270	420,270	356,365	475,719	521,521	493,087	665,936	740,835	737,071
Education	3,305,220	3,722,705	4,138,875	4,884,985	6,193,560	5,803,611	7,147,411	8,598,261	9,516,287	8,566,295
Interest on long-term debt	991,184	1,068,935	1,026,026	1,127,913	897,573	1,031,328	998,951	1,022,201	990,413	1,401,199
Total governmental activities expenses	<u>10,053,319</u>	<u>10,627,981</u>	<u>10,565,817</u>	<u>11,922,951</u>	<u>12,843,471</u>	<u>12,950,368</u>	<u>14,841,101</u>	<u>17,197,274</u>	<u>19,907,865</u>	<u>21,499,486</u>
Business-type activities:										
Water and Sewer	2,410,765	2,694,407	2,567,675	2,794,235	3,098,466	3,356,466	3,690,137	4,861,529	5,519,116	4,893,075
Cemetery	13,299	473	27,822	5,604	6,282	5,328	7,121	7,297	7,831	8,021
Total business-type activities expenses	<u>2,424,064</u>	<u>2,694,880</u>	<u>2,595,497</u>	<u>2,799,839</u>	<u>3,104,748</u>	<u>3,361,794</u>	<u>3,697,258</u>	<u>4,868,826</u>	<u>5,526,947</u>	<u>4,901,096</u>
Total primary government program expenses	<u>\$ 12,477,383</u>	<u>\$ 13,322,861</u>	<u>\$ 13,161,314</u>	<u>\$ 14,722,790</u>	<u>\$ 15,948,219</u>	<u>\$ 16,312,162</u>	<u>\$ 18,538,359</u>	<u>\$ 22,066,100</u>	<u>\$ 25,434,812</u>	<u>\$ 26,400,582</u>
PROGRAM REVENUES										
Governmental activities:										
Fees, fines, and charges for services:										
General Government	\$ 522,215	\$ 677,948	\$ 716,624	\$ 721,157	\$ 673,090	\$ 774,909	\$ 33,975	\$ 110,778	\$ 789,457	\$ 73,180
Public Safety	113,755	107,634	80,665	140,600	142,402	182,154	848,772	887,919	932,017	783,681
Public Works	902,875	594,338	1,597,655	292,572	407,328	659,246	1,022,769	936,245	1,789,776	3,338,541
Education	42,839	98,314	102,406	99,638	195,059	182,220	222,270	531,090	283,077	275,759
Operating grants and contributions	1,296,378	1,522,935	853,151	728,242	5,269,841	4,907,472	6,592,642	7,615,653	7,863,168	8,047,113
Capital grants and contributions	-	2,059,624	83,250	425,900	-	5,897,456	80,472	19,983,078	269,185	3,485,255
Total governmental activities program revenues	<u>2,878,062</u>	<u>5,060,793</u>	<u>3,433,751</u>	<u>2,408,109</u>	<u>6,687,720</u>	<u>12,603,457</u>	<u>8,800,900</u>	<u>30,064,763</u>	<u>11,926,680</u>	<u>16,003,529</u>
Business-type activities:										
Charges for services:										
Water and Sewer	2,037,306	2,345,236	2,101,510	3,078,868	2,934,842	3,157,332	3,428,702	3,549,775	3,968,086	4,815,635
Cemetery	2,100	-	5,550	13,300	4,500	5,510	7,749	13,620	11,115	9,964
Operating grants and contributions	-	-	46,810	-	24,423	-	-	-	-	-
Capital grants and contributions	169,034	-	-	-	-	-	-	-	-	50,000
Total business-type activities program revenues	<u>2,208,440</u>	<u>2,345,236</u>	<u>2,153,870</u>	<u>3,092,168</u>	<u>2,963,765</u>	<u>3,162,842</u>	<u>3,436,451</u>	<u>3,563,395</u>	<u>3,979,201</u>	<u>4,875,599</u>
Total primary government program revenues	<u>\$ 5,086,502</u>	<u>\$ 7,406,029</u>	<u>\$ 5,587,621</u>	<u>\$ 5,500,277</u>	<u>\$ 9,651,485</u>	<u>\$ 15,766,299</u>	<u>\$ 12,237,351</u>	<u>\$ 33,628,158</u>	<u>\$ 15,905,881</u>	<u>\$ 20,879,128</u>

Town of Westlake
Changes in Net Position
Last Ten Years – Concluded
Accrual Basis of Accounting – Unaudited

Exhibit S-2

	<i>Fiscal Year</i>									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
NET (EXPENSE) REVENUES										
Governmental activities	\$(7,175,257)	\$(5,567,188)	\$(7,132,066)	\$(9,514,842)	\$(6,155,751)	\$(346,911)	\$(6,040,201)	\$ 12,867,489	\$(7,981,185)	\$(5,495,957)
Business-type activities	(215,624)	(349,644)	(441,627)	292,329	(140,983)	(198,952)	(260,807)	(1,305,431)	(1,547,746)	(25,497)
Total primary government net expense	(7,390,881)	(5,916,832)	(7,573,693)	(9,222,513)	(6,296,734)	(545,863)	(6,301,008)	11,562,058	(9,528,931)	(5,521,454)
GENERAL REVENUES AND OTHER										
CHANGES IN NET POSITION										
Governmental activities:										
Taxes										
Sales	\$ 3,590,575	\$ 3,664,409	\$ 3,790,533	\$ 4,609,626	\$ 3,657,274	\$ 4,375,397	\$ 4,725,845	\$ 4,925,428	\$ 4,609,523	\$ 4,650,744
Property				1,260,112	1,441,238	1,366,633	1,367,069	1,438,969	1,476,355	1,576,750
Hotel Occupancy	527,662	497,769	457,693	527,261	590,853	709,578	796,481	872,179	822,490	751,601
Mixed Beverage	16,177	17,869	17,902	19,721	38,286	39,727	51,602	59,184	61,476	68,432
Franchise	649,108	624,401	603,233	586,836	664,991	734,935	795,322	963,040	930,043	818,423
Unrestricted grants and contributions	2,500,817	2,960,590	3,484,141	3,744,757	-	-	-	-	-	-
Investment earnings	188,459	61,224	38,383	46,248	33,353	24,218	26,713	28,904	55,600	182,095
Miscellaneous	564,973	568,782	676,638	691,345	1,112,858	1,023,149	246,633	198,199	241,501	278,071
Transfers	220,819	61,321	-	145,216	45,507	(485,591)	43,399	323,100	264,578	169,316
Extraordinary item				56,704	(124,346)	-	-	-	-	-
Special item				-	67,760	-	-	-	-	-
Gain on sale of capital assets	-	-	-	7,000	-	-	-	-	-	-
Total governmental activities	8,258,590	8,456,365	9,068,523	11,694,826	7,527,774	7,788,046	8,053,064	8,809,003	8,461,566	8,495,432
Business-type activities:										
Investment earnings	32,103	7,858	8,334	9,929	10,077	6,552	7,114	7,083	13,095	28,684
Miscellaneous	44,071	77,266	60,070	145,666	84,780	224,995	50,000	50,000	-	-
Transfers	(220,819)	(61,321)	-	(145,216)	(45,507)	485,591	(43,399)	(323,100)	(264,578)	(169,316)
Total business-type activities	(144,645)	23,803	68,404	10,379	49,350	717,138	13,715	(266,017)	(251,483)	(140,632)
Total primary government	8,113,945	8,480,168	9,136,927	11,705,205	7,577,124	8,505,184	8,066,779	8,542,986	8,210,083	8,354,800
CHANGE IN NET POSITION										
Governmental activities	1,083,333	2,889,177	1,936,457	2,179,984	1,372,023	7,441,135	2,012,863	21,676,492	480,381	2,999,475
Business-type activities	(360,269)	(325,841)	(373,223)	302,708	(91,633)	518,186	(247,092)	(1,571,448)	(1,799,229)	(166,129)
Total primary government	\$ 723,064	\$ 2,563,336	\$ 1,563,234	\$ 2,482,692	\$ 1,280,390	\$ 7,959,321	\$ 1,765,771	\$ 20,105,044	\$(1,318,848)	\$ 2,833,346

Source: Annual financial reports

Town of Westlake
Fund Balances
Governmental Funds
Last Ten Years

Exhibit S-3

Modified Accrual Basis of Accounting – Unaudited

	<i>Fiscal Year</i>									
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
General fund										
Reserved	\$ 303,639	\$ 193,105	\$ 214,750	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Unreserved	2,503,099	2,532,207	3,578,235	-	-	-	-	-	-	-
Nonspendable:										
Prepaid items				62,020	6,856	6,906	8,821	13,334	12,794	18,705
Restricted for:										
Court security and technology				186,776	192,768	194,422	193,082	203,173	238,636	219,693
Committed for:										
Future projects				219,687	49,941	74,941	80,442	80,442	335,322	335,392
Assigned for:										
Future equipment				22,000	22,000	24,000	-	-	-	-
Unassigned	-	-	-	3,524,911	4,992,240	6,751,362	7,671,173	7,383,601	9,092,721	10,363,702
Total general fund	<u>\$ 2,806,738</u>	<u>\$ 2,725,312</u>	<u>\$ 3,792,985</u>	<u>\$ 4,015,394</u>	<u>\$ 5,263,805</u>	<u>\$ 7,051,631</u>	<u>\$ 7,953,518</u>	<u>\$ 7,680,550</u>	<u>\$ 9,679,473</u>	<u>\$ 10,937,492</u>
All other governmental funds										
Reserved										
Special revenue funds	\$ 1,527,724	\$ 1,256,954	\$ 1,112,941	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Unreserved, reported in:										
Special revenue funds	1,666,371	1,933,564	2,693,846	-	-	-	-	-	-	-
Nonspendable:										
Prepaid items				33,511	60,963	62,635	80,118	83,359	68,718	243,401
Restricted for:										
Tourism				1,109,365	1,052,546	1,025,891	1,107,520	1,081,009	1,003,636	791,308
Future projects				4,647,863	3,594,379	10,370,914	1,751,405	13,632	13,679	13,789
Debt service				7,505	22,657	1,482	1,081	20,916	30,468	11,963
Education				885,365	758,127	931,094	993,998	1,592,227	1,098,359	729,709
Economic development				267,577	178,384	-	-	-	-	-
Capital projects funds	3,233,471	323,009	237,177	-	-	-	-	17,713,788	8,501,489	15,080,456
Unassigned	-	-	-	-	-	-	-	-	-	-
Total all other governmental funds	<u>\$ 6,427,566</u>	<u>\$ 3,513,527</u>	<u>\$ 4,043,964</u>	<u>\$ 6,951,186</u>	<u>\$ 5,667,056</u>	<u>\$ 12,392,016</u>	<u>\$ 3,934,122</u>	<u>\$ 20,504,931</u>	<u>\$ 10,716,349</u>	<u>\$ 16,870,626</u>

Note: Economic Development Funds were classified as special revenue funds through FY 2002 and considered discretely presented component units through FY 2007. Upon further consideration, the 4B Economic Development Corporation and Lone Star Public Facility Corporation funds are now classified as blended component units.

The Town implemented GASB Statement No. 54 in fiscal year 2011.

Source: Annual financial reports

Town of Westlake

Changes in Fund Balances

Governmental Funds

Last Ten Years – Continued

Modified Accrual Basis of Accounting – Unaudited

Exhibit S-4

	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
REVENUES										
Taxes	\$ 4,783,522	\$ 4,804,448	\$ 4,869,361	\$ 7,000,690	\$ 6,393,472	\$ 7,226,180	\$ 7,722,606	\$ 8,252,748	\$ 7,902,983	\$ 7,867,015
Licenses, fees and permits	1,108,083	860,697	1,746,954	530,646	598,394	944,735	1,175,075	1,200,790	2,715,236	3,521,686
Fines and penalties	554,376	523,515	647,170	605,705	622,338	695,167	730,441	734,152	796,014	673,716
State program revenues	2,673,680	3,163,129	3,687,706	3,945,658	4,369,635	4,696,540	5,269,641	6,173,418	6,543,782	6,603,358
Federal program revenues	75,207	56,134	199,436	337,508	152,351	81,958	80,103	87,797	98,564	140,152
Investment earnings	188,459	61,224	38,383	46,248	33,353	24,218	26,713	28,904	55,600	182,095
Contributions	1,048,308	1,264,262	533,400	-	732,535	5,916,014	82,446	18,785,953	283,684	728,887
Other revenues	607,812	673,400	779,044	980,816	1,323,237	1,274,826	1,665,003	2,471,191	1,542,835	2,863,801
Total revenues	<u>11,039,447</u>	<u>11,406,809</u>	<u>12,501,454</u>	<u>13,447,271</u>	<u>14,225,315</u>	<u>20,859,638</u>	<u>16,752,028</u>	<u>37,734,953</u>	<u>19,938,698</u>	<u>22,580,710</u>
EXPENDITURES										
General government	1,516,346	1,519,600	1,644,587	1,733,324	1,878,885	1,910,545	2,236,360	2,411,239	3,280,507	4,596,827
Public safety	1,731,317	1,890,469	1,634,936	1,842,751	2,224,469	1,967,584	2,146,587	2,490,551	2,453,857	2,684,244
Cultural and recreation	129,641	115,770	105,997	122,400	111,765	113,924	123,541	130,322	185,923	164,720
Public works	846,604	841,822	333,831	326,749	391,115	532,675	615,781	744,028	773,751	784,279
Economic development	495,071	229,907	401,879	706,391	243,939	296,565	147,685	171,757	141,779	163,578
Visitor services	312,777	341,270	420,270	356,365	475,719	521,521	493,082	670,157	725,971	717,055
Education	3,305,220	3,722,705	4,138,875	4,884,985	6,193,560	5,762,652	7,143,678	7,938,501	9,245,592	8,819,174
Capital Outlay	463,918	4,335,114	682,103	1,023,772	1,110,476	7,601,631	9,964,047	5,274,282	9,561,954	7,082,844
Capital Project										
Debt service										
Principal	395,000	593,937	563,703	555,000	668,000	2,955,000	1,004,677	1,130,762	1,150,490	1,124,697
Interest and other fiscal charges	923,944	990,641	977,163	1,083,377	952,027	830,425	1,116,489	977,412	947,411	1,105,376
Bond issuance cost	33,000	-	-	36,446	148,891	185,699	69,283	-	-	368,278
Total expenditures	<u>10,152,838</u>	<u>14,581,235</u>	<u>10,903,344</u>	<u>12,671,560</u>	<u>14,398,846</u>	<u>22,678,221</u>	<u>25,061,210</u>	<u>21,939,011</u>	<u>28,467,235</u>	<u>27,611,072</u>
EXCESS (DEFICIENCY)										
OF REVENUES OVER										
(UNDER) EXPENDITURES	\$ 886,609	\$(3,174,426)	\$ 1,598,110	\$ 775,711	\$(173,531)	\$(1,818,583)	\$(8,309,182)	\$ 15,795,942	\$(8,528,537)	\$(5,030,362)

Town of Westlake

Changes in Fund Balances

Governmental Funds

Last Ten Years – Continued

Modified Accrual Basis of Accounting – Unaudited

Exhibit S-4

	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
OTHER FINANCING										
SOURCES (USES):										
Proceeds from sale of land	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sale of assets				7,000	-	-	-	-	-	1,200,000
Issuance of debt	2,500,000	117,640	-	2,095,000	-	8,294,800	-	-	-	-
Premium on CO issued						284,437	-	-	-	-
Refunding bonds issued	-	-	-	-	7,799,196	2,200,000	1,910,000	-	-	5,795,000
Premium on refunding bonds issued						37,723	84,598	-	-	1,020,809
Payments to bond escrow agent	-	-	-	-	(7,650,305)	-	(1,925,315)	-	-	(6,452,467)
Issuance of capital lease	-	-	-	-	-	-	239,009	16,740	474,300	-
Notes payable issued				50,000	-	-	401,484	162,059	-	-
Certificate of obligations issued	-	-	-	-	-	-	-	-	-	10,710,000
Special item				-	67,760	40,959	-	-	-	-
Extraordinary item				56,704	(124,346)	(40,959)	-	-	-	-
Transfers in	2,160,174	2,435,486	1,804,577	7,082,163	2,121,099	2,104,929	3,094,211	4,617,896	2,485,227	3,621,066
Transfers out	(1,939,355)	(2,374,165)	(1,804,577)	(6,936,947)	(2,075,592)	(2,590,520)	(3,050,812)	(4,294,796)	(2,220,649)	(3,451,750)
Total other financing sources (uses)	<u>2,720,819</u>	<u>178,961</u>	<u>-</u>	<u>2,353,920</u>	<u>137,812</u>	<u>10,331,369</u>	<u>753,175</u>	<u>501,899</u>	<u>738,878</u>	<u>12,442,658</u>
Prior period adjustment	-	-	-	-	-	-	-	-	-	-
NET CHANGES IN FUND BALANCES	<u>\$ 3,607,428</u>	<u>\$(2,995,465)</u>	<u>\$ 1,598,110</u>	<u>\$ 3,129,631</u>	<u>\$(35,719)</u>	<u>\$ 8,512,786</u>	<u>\$(7,556,007)</u>	<u>\$ 16,297,841</u>	<u>\$(7,789,659)</u>	<u>\$ 7,412,296</u>
DEBT SERVICE AS A PERCENTAGE OF NONCAPITAL EXPENDITURES	<u>13.6%</u>	<u>15.4%</u>	<u>15.0%</u>	<u>14.1%</u>	<u>12.5%</u>	<u>25.3%</u>	<u>14.4%</u>	<u>12.8%</u>	<u>11.1%</u>	<u>12.4%</u>

Note: Economic Development Funds were classified as special revenue funds through FY 2002 and considered discretely presented component units through FY 2007. Upon further consideration, the 4B Economic Development Corporation and Lone Star Public Facility Corporation funds are now classified as blended component units.

Source: Annual Financial Reports

Town of Westlake**Exhibit S-5**

Assessed Value and Estimated Actual Value of Taxable Property
 Last Seven Fiscal Years
 Modified Accrual Basis of Accounting – Unaudited

Fiscal Year	Appraised Value		Less: Tax-Exempt Property	Total Taxable Assessed Value	Total Direct Tax Rate
	Real Property	Personal Property			
2011	\$ 951,070,355	\$ 70,569,170	\$ 143,856,142	\$ 877,783,383	0.16010
2012	1,016,474,604	85,329,823	156,315,552	945,488,875	0.15684
2013	1,099,249,031	122,792,343	335,814,215	886,227,159	0.15684
2014	1,091,142,760	151,927,427	346,730,543	896,339,644	0.15634
2015	1,123,354,430	139,936,507	342,248,275	921,042,662	0.15634
2016	1,175,230,336	107,537,466	336,770,136	945,997,666	0.15634
2017	1,468,274,115	132,422,540	437,293,366	1,163,403,289	0.13695

Note: No ad valorem taxes were assessed by the Town of Westlake prior to the fiscal year ended September 30, 2011.

Source: Tarrant County Appraisal District
 Denton Central Appraisal District

Town of Westlake
Principal Property Tax Payers
Current and Six Years Ago – Unaudited

Exhibit S-6

2017			
Taxpayer	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value
BRE Solana LLC	\$ 173,218,573	1	14.89%
FMR Texas, LLC/LTD Partnership	80,939,255	2	6.96%
DCLI, LLC	47,521,483	3	4.08%
Fidelity Investments Inc.	39,098,584	4	3.36%
Dallas MTA LP	38,537,456	5	3.31%
Marsh USA, INC.	15,402,373	6	1.32%
Lexington TNI Westlake LP	14,618,533	7	1.26%
Prince Whipple Trust	7,070,782	8	0.61%
Hutton Keith	6,391,904	9	0.55%
Wells Vernon III	5,837,063	10	0.50%
Total	\$ 428,636,006		36.84%

2011			
Taxpayer	Taxable Assessed Value	Rank	Percentage of Total Town Taxable Assessed Value
Maguire Thomas Partners, etal	\$ 116,839,380	1	13.31%
FMR Texas, LLC/LTD Partnership	148,569,643	2	16.93%
Maguire Partners	39,117,985	3	4.46%
Lexington TNI Westlake LP	18,249,200	4	2.08%
First American Leasing/Real Estate	17,636,457	5	2.01%
DCLI, LLC	13,234,691	6	1.51%
Fidelity Investments	12,277,810	7	1.40%
Levi Strauss & Co.	8,215,271	8	0.94%
Westlake Terra, LLC	7,400,002	9	0.84%
EMC Corp	6,418,484	10	0.73%
Total	\$ 387,958,923		44.20%

Source: Tarrant County Appraisal District

Note: (1) Prior to fiscal year ended September 30, 2011, the Town of Westlake did not assess an ad valorem tax.

(2) Total Taxable Assessed Value including real and personal property for tax year 2010 (fiscal year 2011) is \$877,783,383.

(3) Total Taxable Assessed Value including real and personal property for tax year 2016 (fiscal year 2017) is \$1,163,403,289.

Town of Westlake

Property Tax Levies and Collections
Last Seven Fiscal Years – Unaudited

Exhibit S-7

Fiscal Year	Taxes Levied for the Fiscal Year	Adjustments to Levy	Adjusted Taxes Levied for Fiscal Year	Collected within the Fiscal Year of the Levy		Collections in Subsequent Years	Total Collections to Date	
				Amount	Percent of Levy		Amount	Percentage of Levy
2011	\$ 1,409,956	\$ 47,560	\$ 1,362,396	\$ 1,356,050	99.53%	\$ 4,136	\$ 1,360,186	99.84%
2012	1,486,968	47,220	1,439,748	1,437,908	99.87%	3,359	1,437,908	99.87%
2013	1,398,777	45,297	1,353,480	1,352,097	99.90%	3,358	1,352,097	99.90%
2014	1,405,819	44,761	1,361,058	1,350,639	99.23%	10,172	1,360,811	99.98%
2015	1,450,674	43,948	1,406,726	1,405,148	99.89%	1,005	1,406,153	99.96%
2016	1,482,989	40,244	1,442,745	1,441,536	99.92%	-	1,441,536	99.92%
2017	1,573,803	33,281	1,540,522	1,536,921	99.77%	-	1,536,921	99.77%

Note: Prior to fiscal year ended September 30, 2011, the Town of Westlake did not assess an ad valorem tax.

Source: Tarrant County Appraisal District
Denton Central Appraisal District

Town of Westlake

Direct and Overlapping Property Tax Rates
(Per \$100 of Assessed Value)
Last Seven Fiscal Years – Unaudited

Exhibit S-8

Fiscal Year	City Direct Rates			Overlapping Rates								
	Operating/ General Fund	Debt Service Fund	Total (A) Direct	School Districts			Counties		Tarrant County College Dist	Tarrant County Hospital Dist.	Trophy Club MUD #1	Total Direct and Overlapping
				Carroll ISD	Northwest ISD	Keller ISD	Denton County	Tarrant County				
2011	0.15620	0.00390	0.16010	1.41500	1.37500	1.53060	0.27736	0.26400	0.13764	0.22790	0.19500	5.58260
2012	0.13835	0.01849	0.15684	1.41500	1.37500	1.54000	0.28287	0.26400	0.14897	0.22790	0.17500	5.58557
2013	0.14197	0.01487	0.15684	1.40000	1.37500	1.54000	0.28287	0.26400	0.14897	0.22790	0.13339	5.52896
2014	0.13710	0.01924	0.15634	1.40000	1.45250	1.54000	0.27220	0.26400	0.14950	0.22790	0.13339	5.59583
2015	0.13710	0.01924	0.15634	1.40000	1.45250	1.54000	0.27220	0.26400	0.14950	0.22790	0.13339	5.59583
2016	0.13947	0.01687	0.15634	1.40000	1.45250	1.54000	0.27220	0.26400	0.14950	0.22790	0.13339	5.59583
2017	0.12882	0.00813	0.13695	1.39000	1.45250	1.52000	0.24841	0.25400	0.14473	0.22790	0.12722	5.50171

Notes: Prior to fiscal year ended September 30, 2011, the Town of Westlake did not assess an advalorem tax.

Overlapping rates are those of local and county governments that apply to property owners within the Town of Westlake. Not all overlapping rates apply to all Town's property owners (e.g., the rates for the counties and school districts apply only to the proportion of the Town's property owners whose property is located within the geographic boundaries of the county and school district)

Source: Tarrant County Appraisal District
Denton Central Appraisal District

Town of Westlake
Taxable Sales by Industry Type
Last Ten Fiscal Years – Unaudited

Exhibit S-9

NAICS	Industry Type	Fiscal Year									
		2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
11	Agriculture, Forestry, Fishing and Hunting	\$ 182	\$ 210	\$ -	\$ 60	\$ 38	\$ 163	\$ 731	\$ 775	\$ 2,083	\$ 1,685
21	Mining	2,109	20	400	4,260	3,050	335	15	714	655	128
22	Utilities	230,072	186,773	178,693	180,032	171,131	176,622	204,280	191,031	138,331	147,000
23	Construction	998,867	1,043,752	68,306	132,780	139,000	365,049	239,888	216,546	230,067	340,077
31-33	Manufacturing	371,193	430,515	386,492	402,062	526,755	295,660	375,905	234,651	209,128	86,798
42	Wholesale Trade	142,999	138,456	105,557	145,631	134,466	59,571	421,371	515,602	356,946	339,854
44-45	Retail	610,119	648,597	1,097,007	707,553	1,106,427	1,132,811	962,244	1,332,659	415,356	458,833
48-49	Transportation and Warehousing		791	556	316	1,156	3,662	1,962	3,550	1,107	1,133
51	Information	320,848	377,828	423,834	508,609	367,298	378,221	623,828	567,685	551,172	387,714
52	Financial and Insurance	107,319	68,936	87,188	73,455	27,857	75,529	505,585	295,622	754,386	509,201
53	Real Estate and Rental and Leasing	138,879	154,315	327,207	210,158	215,754	457,693	493,570	708,747	940,971	999,118
54	Professional, Scientific, and Technical Services	199,700	192,008	202,263	231,526	221,331	536,971	242,069	193,145	287,066	261,704
56	Admin and Support and Waste Mgmt & Rem Srv	127,779	22,319	39,539	65,045	39,027	110,686	103,340	50,264	125,033	85,430
61	Education Services	282	2,980	619,228	1,675,351	356,689	373,117	153,279	201,761	230,775	220,078
62	Health Care and Social Assistance	238		-	170	106	251	11,018	2,887	228	398
71	Arts, Entertainment and Recreation	199,876	174,485	158,996	206,050	204,456	184,687	191,343	189,027	201,391	241,107
72	Accommodation and Food Services	130,923	140,344	140,996	175,938	93,123	204,044	221,061	246,755	230,615	233,769
81	Other Services (except Public Administration)	18,576	1,756	4,462	4,632	9,805	13,156	17,412	8,965	3,167	2,963
92	Public Administration	-	-	11	1	135	295	27,243	-	-	1
		<u>\$ 3,599,961</u>	<u>\$ 3,584,085</u>	<u>\$ 3,840,735</u>	<u>\$ 4,723,629</u>	<u>\$ 3,617,604</u>	<u>\$ 4,368,523</u>	<u>\$ 4,796,144</u>	<u>\$ 4,960,386</u>	<u>\$ 4,678,477</u>	<u>\$ 4,316,991</u>
	Town direct sales tax rate	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>	<u>2.00%</u>

Note: Due to confidentiality issues, the names of the ten largest revenue payers are not available. The categories presented are intended to provide alternative information regarding the sources of the Town's sales tax revenue

Source: Texas State Comptroller reports

Town of Westlake

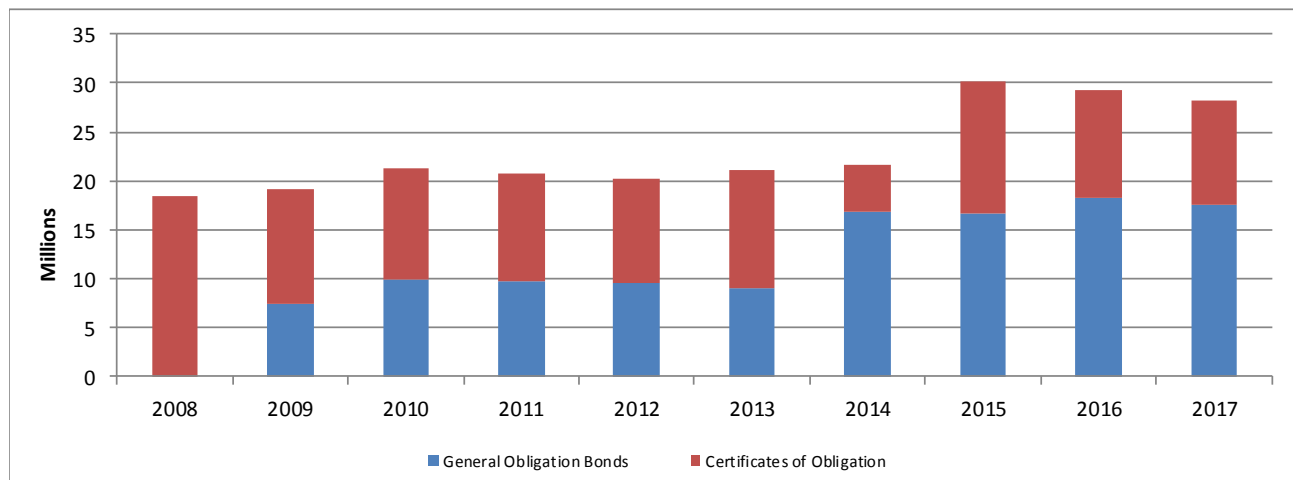
Ratios of General Bonded Debt Outstanding Last Ten Fiscal Years – Unaudited

Fiscal Year	General Bonded Debt Outstanding			Total	Percentage of Actual Taxable Sales	Per Capita
	General Obligation Bonds	Certificates of Obligation	Tax Notes			
2008	9,850,000	11,375,000		21,225,000	11.82%	27,038
2009	9,735,000	10,975,000		20,710,000	11.30%	25,791
2010	9,630,000	10,555,000		20,185,000	10.65%	23,831
2011	8,962,656	12,210,000	-	21,172,656	9.19%	21,343
2012	16,770,000	4,877,000	-	21,647,000	11.84%	20,369
2013	16,590,000	13,622,000	-	30,212,000	13.81%	27,251
2014	18,260,000	11,044,000	-	29,304,000	12.40%	24,748
2015	17,480,000	11,046,131	-	28,526,131	11.58%	23,772
2016	17,091,659	10,739,306	-	27,830,965	12.08%	22,627
2017	15,267,000	18,460,700	1,530,000	35,257,700	15.16%	26,914

Notes: Details regarding the Town's outstanding debt can be found in the notes to the financial statements.

There was no debt issued until fiscal year 2002.

See Table 13 for personal income and population data.



Town of Westlake

Ratios of Outstanding Debt by Type Last Ten Fiscal Years – Unaudited

Exhibit S-11

Fiscal Year	Governmental Activities					Business-Type Activities		Total Primary Government	Percentage of Personal Income	Per Capita
	General Obligation Bonds	Certificates of Obligation	Tax Notes	Capital Leases	Loans	Other Contractual Obligations	Certificates of Obligation			
2008	9,850,000	11,375,000		15,264	-	5,763,022		27,003,286	23%	34,399
2009	9,735,000	10,975,000		46,559	-	5,734,191		26,490,750	22%	32,990
2010	9,630,000	10,555,000		-	-	5,658,888		25,843,888	25%	30,512
2011	8,962,656	12,210,000		-	50,000	5,580,380		26,803,036	21%	27,019
2012	16,770,000	4,877,000		-	34,075	5,498,668		27,179,743	20%	25,576
2013	16,590,000	13,622,000		-	18,150	5,412,149		35,642,299	24%	32,150
2014	18,260,000	10,029,800		237,378	437,253	5,320,824	1,014,200	35,299,455	22%	29,812
2015	17,480,000	9,759,250		154,347	357,041	5,226,294	1,286,881	34,263,813	21%	28,553
2016	17,091,659	9,736,953		563,045	275,101	5,126,958	971,300	33,796,069	20%	28,308
2017	15,267,000	18,460,700	1,530,000	162,004	238,404	5,156,839	949,300	41,764,247	22%	31,881

Note:

Details regarding the Town's outstanding debt can be found in the notes to the financial statements. No debt was issued until fiscal year 2000.

See Table 13 for personal income and population data.

Town of Westlake

Exhibit S-12

Direct and Overlapping Governmental Activities Debt As of September 30, 2017 –Unaudited

Taxing Body	Amount of Debt Outstanding	As of	Overlapping	
			Percent (1)	Amount
Carroll ISD	\$ 269,575,245	9/30/2017	10.81%	\$ 29,141,084
Denton County	645,305,000	9/30/2017	0.02%	129,061
Keller ISD	706,960,916	9/30/2017	1.19%	8,412,835
Northwest ISD	803,407,028	9/30/2017	2.64%	21,209,946
Tarrant County	321,795,000	9/30/2017	0.76%	2,445,642
Tarrant County Hospital District	20,835,000	9/30/2017	0.79%	164,597
Trophy Club MUD#1	9,450,000	9/30/2017	18.98%	1,793,610
Total Overlapping Debt				63,296,774
Town of Westlake Outstanding Debt				35,658,108
Total Direct & Overlapping Debt				<u>\$ 98,954,882</u>

Source: Texas Municipal Report prepared by employees of the Municipal Advisory Council of Texas ("MAC")

Note:

Overlapping governments are those that coincide, at least in part, with the geographic boundaries of the Town. This schedule estimates the portion of the outstanding debt of those overlapping governments that is borne by the residents and businesses of the Town of Westlake. This process recognized that, when considering the Town's ability to issue and repay long-term debt, the entire debt burden borne by the resident and businesses should be taken into account. However, this does not imply that every taxpayer is a resident, and therefore responsible for repaying the debt, of each overlapping government.

- (1) The percentage of overlapping debt applicable is estimated using taxable assessed property values. Applicable percentages were estimated by determining the portion of the entity's taxable assessed value that is within the Town's boundaries and dividing it by the entities' total taxable assessed value.

Town of Westlake
 Demographic and Economic Statistics
 Last Ten Fiscal Years – Unaudited

Calendar Year	Estimated Population	Personal Income	Per Capita Personal Income	Tarrant County Unemployment Rate
2008	785	115,891,905	147,633	5.1%
2009	803	120,920,285	150,586	8.1%
2010	847	102,852,057	121,431	8.1%
2011	992	126,678,400	127,700	7.9%
2012	1,063	138,423,531	130,254	6.2%
2013	1,109	147,292,890	132,859	6.0%
2014	1,184	160,462,095	135,516	5.0%
2015	1,200	165,871,904	138,227	4.0%
2016	1,230	173,419,076	140,991	4.1%
2017	1,310	188,392,333	143,811	3.2%

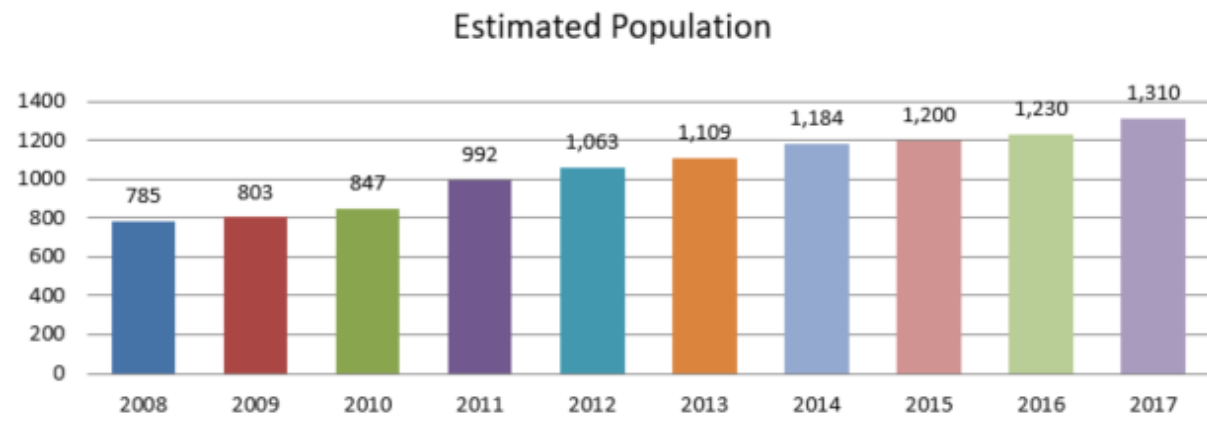
Sources: Population for 2000 is from the 2000 census. Fiscal Years 2001 through 2003 are estimated. The Town assumed the utility billing in 2004 and estimated the population by using number of residential water accounts and assuming a 2.5 average household size. 2010 Census shows median household income at \$250,000. Due to the influx of residents coming to Westlake Academy, surveys have shown that there are approximately 1.28 school-age children in each household; therefore, we will use a 3.23 average household size to calculate population.

Tarrant County Unemployment Rate information taken from Texas Workforce Commission.

American Community Survey (ACS)

USA.com - Per Capita Income source

North Central Texas Council of Governments/US Census 2010



Town of Westlake

Principal Employers

Current and Nine Years Ago – Unaudited

Exhibit S-14

2017			2007		
Employer	Employees	Percentage of Estimated Total Town Employment	Employer	Employees	Percentage of Estimated Total Town Employment
Fidelity Investments	5,400	52.23%	Fidelity Investments	3,100	37.15%
Travelocity	880	8.51%	First American/Core Logic	3,000	35.95%
Wells Fargo	617	5.97%	Wells Fargo	790	9.47%
Schwab	526	5.09%	Chrysler Financial/TD Auto Finance	325	3.89%
Sabre JLL Facilities	500	4.84%	McKesson Corporation	215	2.58%
Deloitte	487	4.71%	Sonitrol/World Factory	165	1.98%
Verizon Wireless	384	3.71%	Walco	150	1.80%
Goosehead Insurance	200	1.93%	Vaquero Club	140	1.68%
Sount Physicians	173	1.67%	Marriott Solana Hotel	120	1.44%
Marriott Solana Hotel	143	1.38%	Pfizer, Inc.	115	1.38%
Levi Strauss	140	1.35%	Town of Westlake/Westlake Academy	73	0.87%
Vaquero Country Club	135	1.31%	Premier Academy	34	0.41%
Westlake Academy	133	1.29%	Solara Healthcare	28	0.34%
All Other Business	620	6.00%	All Other Business	90	1.08%
Total	10,338	100%	Total	8,345	100%

Source: Cushman & Wakefield tenant records and contact with employers of the Town

Town of Westlake

Exhibit S-15

Full-Time Equivalent City Government Employees
by Function/Program
Last Ten Fiscal Years – Unaudited

Function/Program	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
General government										
Town manager	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Assistant Town Manager						0.75	0.90	1.00	0.90	1.00
Assistant to Town Manager	1.00	1.00	1.00	1.00	0.75	0.00	0.00	0.00	0.50	0.50
Administrative	0.00	0.75	0.50	0.75	0.75	1.00	0.50	0.50	0.00	1.50
Building official	1.00	1.33	1.33	1.33	1.33	1.50	1.66	1.66	3.17	4.00
Town secretary	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.25	1.25	1.50
Facilities/Grounds maintenance	0.75	1.08	1.08	1.08	0.83	1.00	1.09	1.34	1.58	0.50
Municipal	4.00	4.25	4.50	4.50	3.75	4.75	5.10	5.00	4.60	4.00
Finance	3.00	3.00	3.00	3.00	3.00	3.00	4.00	4.00	4.25	4.00
Payroll/Human Resources	1.00	1.33	1.33	1.33	1.33	2.00	2.00	2.00	2.00	2.00
Information Technology							1.00	1.00	1.00	1.00
Public safety (EMS)	11.00	9.00	9.00	9.00	9.00	10.00	13.25	14.25	14.25	11.00
Culture and recreation	0.75	0.75	0.75	0.75	0.50	0.75	0.84	0.84	0.84	0.50
Public works	1.50	1.50	1.50	1.50	2.00	3.00	2.66	2.66	2.67	3.00
Marketing and public affairs	0.00	0.00	0.00	0.00	1.00	1.00	2.00	2.00	2.00	2.00
Education	43.00	48.10	55.62	59.44	67.48	76.18	91.18	93.65	95.31	95.05
Total	69.00	74.09	81.61	85.68	93.72	106.93	128.18	132.15	135.32	132.55

Source: Prior Town budgets and Academy personnel records

Note: A full time municipal employee is scheduled to work 2,080 hours per year (including vacation and sick leave). Fulltime equivalent employment is calculated by dividing total labor hours by 2,080. A full time education employee is scheduled to work 1,122 hours per year.

Town of Westlake
 Operating Indicators
 by Function/Program
 Last Ten Fiscal Years – Unaudited

Exhibit S-16

Function/Program	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
General government										
Permits issued	93	61	44	70	85	132	144	159	218	217
Permit values	\$ 188,578,581	\$ 21,051,297	\$ 190,388,737	\$ 21,173,592	\$ 29,481,047	\$ 50,544,048	\$ 59,358,904	\$ 80,011,354	\$ 87,307,794	\$ 262,690,940
Police (Contract with Keller PD)										
Motor vehicle stops	10,357	9,247	9,763	9,829	12,221	9,993	9,579	10,432	11,109	10,718
Traffic accident investigations	208	266	273	348	343	322	341	398	461	386
Part I crimes	26	23	19	30	39	9	15	20	13	22
DWI arrests	45	24	32	80	50	69	55	62	66	70
Fire/EMS										
Fire runs	169	118	172	191	181	238	211	211	257	248
Ambulance runs	159	184	187	264	266	286	240	253	288	269
Inspections	132	15	71	71	54	96	286	261	246	290
Public Works - General										
Street resurfacing (LF)	-	-	-	3,800	30,000	-	-	-	-	6,000
Potholes repaired	20.00	10.00	5.00	36.00	6.00	2.00	6.00	20.00	20.00	10.00
Public Works - Utility										
Number of water accounts	419	437	478	500	568	614	651	713	752	810
Water main breaks	4	5	6	4	4	3	1	1	-	-
Avg daily consumption MG (water)	0.999	1.020	0.889	1.200	1.100	1.090	1.045	1.021	1.122	1.233
Peak daily consumption MG (water)	2.060	2.740	2.460	2.540	2.600	2.480	2.690	2.770	1.586	1.646
System capacity - MG (water)	1.685	1.685	1.685	1.685	1.685	1.685	2.685	2.685	2.685	2.685
Water purchased (in gallons x 000)	364,764	372,933	324,843	443,222	407,305	401,457	381,482	372,838	409,817	450,208
Water sold (in gallons x 1000)	340,743	313,495	290,000	385,320	376,496	357,297	347,148	360,000	350,000	419,520
Wastewater										
Number of new sewer connections	240	251	254	245	292	325	350	384	403	454
Avg daily sewage treatment (thousands of gallons)	0.124	0.101	0.063	0.163	0.136	0.151	0.208	0.166	0.132	0.176

Source: Various Town departments

Notes: N/A represents information that is unavailable.

Town of Westlake
 Capital Asset Statistics
 by Function/Program
 Last Ten Fiscal Years – Unaudited

Exhibit S-17

Function/Program	Fiscal Year									
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
Fire										
Stations	1	1	1	1	1	1	1	1	1	1
Public Works - Utility										
Pump station	1	1	1	1	1	1	1	1	1	1
Lift station	2	2	3	3	3	3	3	3	3	3
Telecommunications Duct Bank (LF)	43,703	49,103	51,803	57,783	57,783	57,783	59,936	66,084	66,084	82,231
Telecommunications Duct Bank Manholes	104	113	122	122	122	122	122	140	140	140
Water										
Water mains (LF)	64,600	70,000	79,000	130,000	137,891	137,891	142,694	148,117	148,117	181,393
Fire hydrants	130	130	154	188	191	191	201	214	214	256
Storage capacity MG	1,685	1,685	1,685	1,685	1,685	1,685	2,685	2,685	2,685	2,685
Wastewater										
Sanitary sewers (LF)	39,300	39,300	49,900	94,000	94,000	94,000	98,964	104,373	104,373	123,168
Manholes	267	284	304	304	304	304	326	355	355	444
Public Works - Utility										
Streets (miles)	10.80	10.80	10.80	10.80	10.25	10.25	10.25	10.50	10.42	10.42
Traffic signals (school zone flashers)	2	2	2	2	2	2	2	2	2.0	2.0
Parks and recreation										
Open Space (acres)	25	25	25	25	25	25	27	27	27.0	27.0
Playgrounds	2	2	2	2	2	2	2	2.0	2.0	2.0
Softball/soccer field	1	1	1	1	1	1	1	1.0	1.0	1.0
Football field	1	1	1	1	1	1	1	1.0	1.0	1.0
Public trails (miles)	3.5	3.5	3.5	5.0	5.0	5.0	7.0	8.5	8.5	8.5

Source: Various Town departments

Note: No capital asset indicators are available for the general government.
 The amount of roads decreased in FY 2011-2012 due to a portion of road being dedicated to TxDot

Part C49

TOWN OF WESTLAKE, TEXAS

I&S TAX RATE ANALYSIS

FYE 9/30	TAV ⁽¹⁾	Existing GO Debt		Proposed TWDB CO		Estimated
		Aggregate Debt Svc ⁽²⁾	Est. Maximum I&S Ttax Rate ⁽³⁾	Est Annual Debt Service	Est. Maximum I&S Ttax Rate ⁽³⁾	Maximum I&S Tax Rate ⁽³⁾
2018	\$ 1,105,075,652	\$ 2,743,182	\$ 0.25074	\$ -	\$ -	\$ 0.25074
2019	1,105,075,652	2,745,115	0.25092	26,695	0.00244	0.25336
2020	1,105,075,652	2,749,844	0.25135	135,204	0.01236	0.26371
2021	1,105,075,652	2,743,925	0.25081	134,399	0.01228	0.26309
2022	1,105,075,652	2,747,188	0.25111	133,534	0.01221	0.26331
2023	1,105,075,652	2,743,659	0.25079	132,594	0.01212	0.26291
2024	1,105,075,652	2,747,246	0.25111	131,554	0.01202	0.26314
2025	1,105,075,652	2,491,063	0.22770	130,399	0.01192	0.23962
2026	1,105,075,652	2,491,829	0.22777	134,111	0.01226	0.24003
2027	1,105,075,652	2,484,557	0.22710	132,688	0.01213	0.23923
2028	1,105,075,652	2,489,165	0.22752	131,166	0.01199	0.23951
2029	1,105,075,652	2,495,983	0.22815	134,520	0.01230	0.24044
2030	1,105,075,652	2,489,122	0.22752	132,716	0.01213	0.23965
2031	1,105,075,652	2,494,731	0.22803	130,742	0.01195	0.23998
2032	1,105,075,652	2,481,444	0.22682	133,540	0.01221	0.23902
2033	1,105,075,652	983,619	0.08991	131,120	0.01199	0.10189
2034	1,105,075,652	986,269	0.09015	133,510	0.01220	0.10235
2035	1,105,075,652	988,019	0.09031	130,756	0.01195	0.10226
2036	1,105,075,652	988,869	0.09039	132,871	0.01215	0.10253
2037	1,105,075,652	984,613	0.09000	134,810	0.01232	0.10232
2038	1,105,075,652	983,478	0.08990	131,619	0.01203	0.10193
2039	1,105,075,652	984,550	0.08999	-	-	0.08999
2040	1,105,075,652	983,700	0.08992	-	-	0.08992
2041	1,105,075,652	985,800	0.09011	-	-	0.09011
2042	1,105,075,652	986,500	0.09017	-	-	0.09017
2043	1,105,075,652	985,800	0.09011	-	-	0.09011
2044	1,105,075,652	508,400	0.04647	-	-	0.04647
2045	1,105,075,652	509,600	0.04658	-	-	0.04658
2046	1,105,075,652	510,000	0.04662	-	-	0.04662
Totals		<u>\$ 51,507,269</u>		<u>\$ 2,548,543</u>		

(1) Assumes no growth in tax base.

(2) Includes all of the Town's existing debt, although all of it except the 2011 Certificates of Obligation and 2013 General Obligation Refunding Bonds are currently being paid from sources other than pledged ad valorem taxes.

(3) Assumes 99% collection ratio. Actual I&S tax rate in FYE 9/30/2018 is \$0.02482 because a substantial majority of the Town's debt is currently being paid from sources other than ad valorem taxes.

Year[Download to Excel](#)

Employer	Business	Employees
Fidelity Investments	Financial Services	5,864
Core Logic	Business Information & Services	1,790
Travelocity	Travel Booking	880
Wells Fargo	Financial Services	617
Sabre JLL Facilities	Technology Holdings	500
Deloitte	Financial Services	486
Verizon Wireless	Telephone Utility	446
First American Title	Financial Services	262
Sound Physicians	Healthcare	173
Marriott Solana Hotel	Hotel	143

Part C51



500 North Akard Street
Lincoln Plaza, Suite 3200
Dallas, TX 75201
tel (214) 871-1400
reference no.: 1468219

December 21, 2016

Town of Westlake
2650 Ottinger Road
Westlake, TX 76262--8012
Attention: Ms. Debbie Piper, CPA, Finance Director

Re: *US\$5,945,000 Town of Westlake, Texas, General Obligation Refunding Bonds, Series 2017, dated: January 15, 2017, due: February 15, 2032*

Dear Ms. Piper:

Pursuant to your request for an S&P Global Ratings rating on the above-referenced obligations, S&P Global Ratings has assigned a rating of "AAA". S&P Global Ratings views the outlook for this rating as stable. A copy of the rationale supporting the rating is enclosed.

This letter constitutes S&P Global Ratings' permission for you to disseminate the above-assigned ratings to interested parties in accordance with applicable laws and regulations. However, permission for such dissemination (other than to professional advisors bound by appropriate confidentiality arrangements) will become effective only after we have released the rating on standardandpoors.com. Any dissemination on any Website by you or your agents shall include the full analysis for the rating, including any updates, where applicable.

To maintain the rating, S&P Global Ratings must receive all relevant financial and other information, including notice of material changes to financial and other information provided to us and in relevant documents, as soon as such information is available. Relevant financial and other information includes, but is not limited to, information about direct bank loans and debt and debt-like instruments issued to, or entered into with, financial institutions, insurance companies and/or other entities, whether or not disclosure of such information would be required under S.E.C. Rule 15c2-12. You understand that S&P Global Ratings relies on you and your agents and advisors for the accuracy, timeliness and completeness of the information submitted in connection with the rating and the continued flow of material information as part of the surveillance process. Please send all information via electronic delivery to: pubfin_statelocalgovt@spglobal.com. If SEC rule 17g-5 is applicable, you may post such information on the appropriate website. For any information not available in electronic format or posted on the applicable website,

Please send hard copies to:

S&P Global Ratings
Public Finance Department
55 Water Street

New York, NY 10041-0003

The rating is subject to the Terms and Conditions, if any, attached to the Engagement Letter applicable to the rating. In the absence of such Engagement Letter and Terms and Conditions, the rating is subject to the attached Terms and Conditions. The applicable Terms and Conditions are incorporated herein by reference.

S&P Global Ratings is pleased to have the opportunity to provide its rating opinion. For more information please visit our website at www.standardandpoors.com. If you have any questions, please contact us. Thank you for choosing S&P Global Ratings.

Sincerely yours,

S&P Global Ratings

a division of Standard & Poor's Financial Services LLC

td

enclosures

cc: Mr. Israel Lugo
Mr. Leroy Grawunder, Jr.
Mr. Rogelio Rodriguez
Mr. Tom Lawrence



S&P Global Ratings

Terms and Conditions Applicable To Public Finance Credit Ratings

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RatingsDirect®

Summary:

Westlake Town, Texas; General Obligation

Primary Credit Analyst:

Alexander L. Laufer, Dallas 214-765-5876; alexander.laufer@spglobal.com

Secondary Contact:

James Hobbs, Dallas (972) 367-3345; Andy.Hobbs@spglobal.com

Table Of Contents

Rationale

Outlook

Related Research

Summary:

Westlake Town, Texas; General Obligation

Credit Profile

US\$5.945 mil go rfdg bnds ser 2017 dtd 01/15/2017 due 02/15/2032

Long Term Rating

AAA/Stable

New

Rationale

S&P Global Ratings assigned its 'AAA' rating and stable outlook to Westlake, Texas' series 2017 general obligation (GO) refunding bonds.

Westlake's GO bonds are eligible to be rated above the sovereign because we believe the city can maintain better credit characteristics than the nation in a stress scenario. Under our criteria, titled "Ratings Above The Sovereign: Corporate And Government Ratings—Methodology And Assumptions," published Nov. 19, 2013, on RatingsDirect, the city has predominantly locally derived revenue from property and sales taxes with independent taxing authority and independent treasury management from the federal government.

A limited ad valorem tax levied on all taxable property within the city secures the series 2017 GO bonds. The maximum allowable rate in Texas is \$2.50 per \$100 of assessed value (AV) for all purposes with the portion dedicated to debt service limited to \$1.50. The city's levy is well below the maximum, at 13.7 cents, 0.813 cents of which is for debt service. We rate the bonds under our GO criteria because we do not differentiate between the city's limited- and unlimited-tax pledges due to its tax rate flexibility, very strong liquidity, and high investment-grade debt. Officials intend to use series 2017 bond proceeds to refund a portion of the city's existing debt for present value savings.

The rating reflects our opinion of the city's:

- Very strong economy, with access to a broad and diverse metropolitan statistical area (MSA) but a concentrated local tax base;
- Strong management, with good financial policies and practices under our Financial Management Assessment methodology;
- Strong budgetary performance, with operating surpluses in the general fund and at the total governmental fund level in fiscal 2015;
- Very strong budgetary flexibility, with a high available fund balance in fiscal 2015 of 100% of operating expenditures;
- Very strong liquidity, with total government available cash at 81.7% of total governmental fund expenditures and 7.4x governmental debt service, and access to external liquidity that we consider strong;
- Weak debt and contingent liability position, with debt service carrying charges at 11% of expenditures and net direct debt that is 99% of total governmental fund revenue; and
- Strong institutional framework score.

(For more information on Westlake, please see the report published Nov. 18, 2016, on RatingsDirect).

Outlook

The stable outlook reflects S&P Global Ratings' opinion that Westlake will likely continue to benefit from its location in the Dallas-Fort Worth-Arlington MSA, allowing for continued tax base growth and diversification. The outlook also reflects our expectation that the city will likely maintain its very strong budgetary flexibility and strong budgetary performance. We do not expect to change the rating during the two-year outlook period. Finally, the outlook also reflects our expectation that the city's debt and contingent liabilities profile will likely remain weak but that the city will likely prudently issue additional debt in a manner that will not significantly increase overall budgetary pressure related to debt service carrying charges. We could lower the rating if the city were to experience multiyear financial deterioration, resulting in a material reduction of available reserves, coupled with an elevated debt profile and weakening economic characteristics.

Related Research

- S&P Public Finance Local GO Criteria: How We Adjust Data For Analytic Consistency, Sept. 12, 2013
- Incorporating GASB 67 And 68: Evaluating Pension/OPEB Obligations Under Standard & Poor's U.S. Local Government GO Criteria, Sept. 2, 2015
- 2016 Update Of Institutional Framework For U.S. Local Governments

Certain terms used in this report, particularly certain adjectives used to express our view on rating relevant factors, have specific meanings ascribed to them in our criteria, and should therefore be read in conjunction with such criteria. Please see Ratings Criteria at www.standardandpoors.com for further information. Complete ratings information is available to subscribers of RatingsDirect at www.globalcreditportal.com. All ratings affected by this rating action can be found on the S&P Global Ratings' public website at www.standardandpoors.com. Use the Ratings search box located in the left column.

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Part C52

TOWN OF WESTLAKE

RESOLUTION NO. 17-33

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS, AMENDING THE WHOLESALE WATER CONTRACT WITH THE CITY OF FORT WORTH FOR THE CONSTRUCTION OF A 30' WATERLINE AND AUTHORIZING THE TOWN MANAGER TO EXECUTE THE AGREEMENT ON BEHALF OF THE TOWN OF WESTLAKE, TEXAS.

WHEREAS, the Town of Westlake is wholesale water customer of the City of Fort Worth; and

WHEREAS, the Town of Westlake and Trophy Club MUD previously entered into an interlocal agreement to fund a water supply feasibility and engineering design coordinated through the City of Fort Worth; and

WHEREAS, the Town of Westlake and Trophy Club Municipal Utility District recognize that there is a need for additional water capacity in the northeast sector of the Fort Worth wholesale area including Westlake and Trophy Club Municipal Utility District; and

WHEREAS, the Town of Westlake desires to foster and promote region cooperative efforts; and

WHEREAS, the provision of water service throughout the Town of Westlake is of vital importance to the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, Westlake desires to secure and maintain an adequate potable water source for the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, the Town Council find that the proposed cooperative construction for the 30" water line provides sound infrastructure planning consistent with goals and objectives within the adopted strategic plan; and

WHEREAS, the Town Council finds that the funding for the construction of the 30" water line is necessary and provides sound infrastructure planning consistent with goals and objectives within the adopted strategic plan; and

WHEREAS, the Town Council finds that the passage of this Resolution is in the best interest of the public.

TOWN OF WESTLAKE
RESOLUTION NO. 17-33

CITY SECRETARY
CONTRACT NO. 41112-A3

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS, AMENDING THE WHOLESALE WATER CONTRACT WITH THE CITY OF FORT WORTH FOR THE CONSTRUCTION OF A 30' WATERLINE AND AUTHORIZING THE TOWN MANAGER TO EXECUTE THE AGREEMENT ON BEHALF OF THE TOWN OF WESTLAKE, TEXAS.

WHEREAS, the Town of Westlake is wholesale water customer of the City of Fort Worth;
and

WHEREAS, the Town of Westlake and Trophy Club MUD previously entered into an interlocal agreement to fund a water supply feasibility and engineering design coordinated through the City of Fort Worth; and

WHEREAS, the Town of Westlake and Trophy Club Municipal Utility District recognize that there is a need for additional water capacity in the northeast sector of the Fort Worth wholesale area including Westlake and Trophy Club Municipal Utility District; and

WHEREAS, the Town of Westlake desires to foster and promote region cooperative efforts; and

WHEREAS, the provision of water service throughout the Town of Westlake is of vital importance to the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, Westlake desires to secure and maintain an adequate potable water source for the health, safety, and welfare of the citizens of Westlake; and

WHEREAS, the Town Council find that the proposed cooperative construction for the 30" water line provides sound infrastructure planning consistent with goals and objectives within the adopted strategic plan; and

WHEREAS, the Town Council finds that the funding for the construction of the 30" water line is necessary and provides sound infrastructure planning consistent with goals and objectives within the adopted strategic plan; and

WHEREAS, the Town Council finds that the passage of this Resolution is in the best interest of the public.



NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS:

SECTION 1: All matters stated in the Recitals above are found to be true and correct and are incorporated herein by reference as if copied in their entirety.

SECTION 2: The Town Council of the Town of Westlake hereby approves the amendment to the Fort Worth wholesale contract providing funding for participation in construction of 30" water line project, attached as **Exhibit "A"**, and further authorizes the Town Manager to execute the agreement on behalf of the Town of Westlake, Texas.

SECTION 3: If any portion of this Resolution shall, for any reason, be declared invalid by any court of competent jurisdiction, such invalidity shall not affect the remaining provisions hereof and the Council hereby determines that it would have adopted this Resolution without the invalid provision.


SECTION 4: That this resolution shall become effective from and after its date of passage.

PASSED AND APPROVED ON THIS 28TH DAY OF AUGUST 2017.

ATTEST:



Laura Wheat, Mayor




Kelly Edwards, Town Secretary

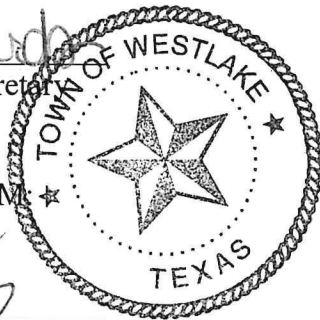


Thomas E. Brymer, Town Manager

APPROVED AS TO FORM:



L. Stanton Lowry, Town Attorney



THE STATE OF TEXAS
COUNTY OF TARRANT

KNOW ALL BY THESE PRESENTS

**AMENDMENT NO.3 TO THE AGREEMENT FOR WATER SERVICE
BETWEEN THE CITY OF FORT WORTH AND TOWN OF WESTLAKE FOR
THE CONSTRUCTION OF A NORTHSIDE II 30-INCH WATER MAIN AND
ALLOCATED CAPACITY**

This Amendment No. 3 (Amendment) is made and entered into by and between the Town of Westlake, acting herein by and through its Town Manager, Thomas Brymer, hereinafter referred to as CUSTOMER and the City of Fort Worth, acting herein by and through its Assistant City Manager, Jesus J. Chapa, hereinafter referred to as FORT WORTH, all of Tarrant County, State of Texas, (collectively the "PARTIES").

WHEREAS, FORT WORTH and CUSTOMER have entered in an Agreement for Water Service known as Fort Worth City Secretary Contract No. 41112 ("CONTRACT"), Amendment No.1 known as Fort Worth City Secretary Contract No. 41112-A1 ("AMEND NO.1") for 48-inch cost participation; Amendment No.2 known as Fort Worth City Secretary Contract No. 41112-A2 ("AMEND NO.2") for 30-inch engineering design contract cost participation; and

WHEREAS, the PARTIES recognize that there is a need for additional water capacity in the northeast sector of Fort Worth and in Westlake then originally provided for in the AMEND NO.1, and AMEND NO.2; and

WHEREAS, to address this need for additional capacity, FORT WORTH is constructing a 30-inch water main along SH 170 from N. Beach Street to 13590 Denton Hwy (Westlake's Wholesale Metering Station), approximately 14,590 linear feet as shown in **EXHIBIT A**; and

WHEREAS, CUSTOMER has requested capacity in the 30-inch water main which will increase its total projected water demand; and

WHEREAS, Section 3.3 of the CONTRACT states that the CUSTOMER shall pay for each new or enlarged or additional connection to the FORT WORTH system, including the cost of the wholesale meter and the CUSTOMER's proportionate share of the improvements required for that service; and

WHEREAS, CUSTOMER recognizes that the Trophy Club Municipal Utility District No. 1 has also requested capacity in the Northside II 30-inch water main;

WHEREAS, the PARTIES agree that the CUSTOMER's engineering design, survey and appraisal related cost and participation for the Northside II 30-inch water main shall be as stated in AMEND NO.2.

6.) Payments for CUSTOMER's share of the Actual Construction Project Costs shall be due prior to the award of the Northside II 30-inch water main design contract. A payment is late if not paid within 30 days after the project's public bid opening. Late payments shall accrue interest at the rate of one and one-half percent (1-1/2%) per month until paid.

This AMENDMENT shall become effective upon full and complete execution:


EXECUTED this 10 day of October, 2017.

CITY OF FORT WORTH

TOWN OF WESTLAKE



JESUS J. CHAPA
ASSISTANT CITY MANAGER



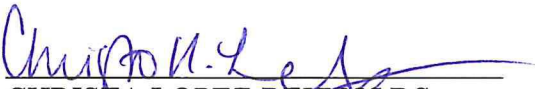
THOMAS E. BRYMER
TOWN MANAGER

DATE: 10-4-17

DATE: 8/28/17

APPROVED AS TO FORM AND LEGALITY

APPROVED AS TO FORM AND LEGALITY



CHRISTA LOPEZ-REYNOLDS
SR. ASSISTANT CITY ATTORNEY



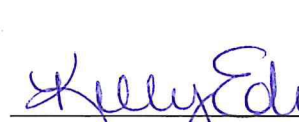
STANTON LOWRY
TOWN ATTORNEY

ATTEST

ATTEST



MARY KAYSER
CITY SECRETARY



KELLY EDWARDS
TOWN SECRETARY



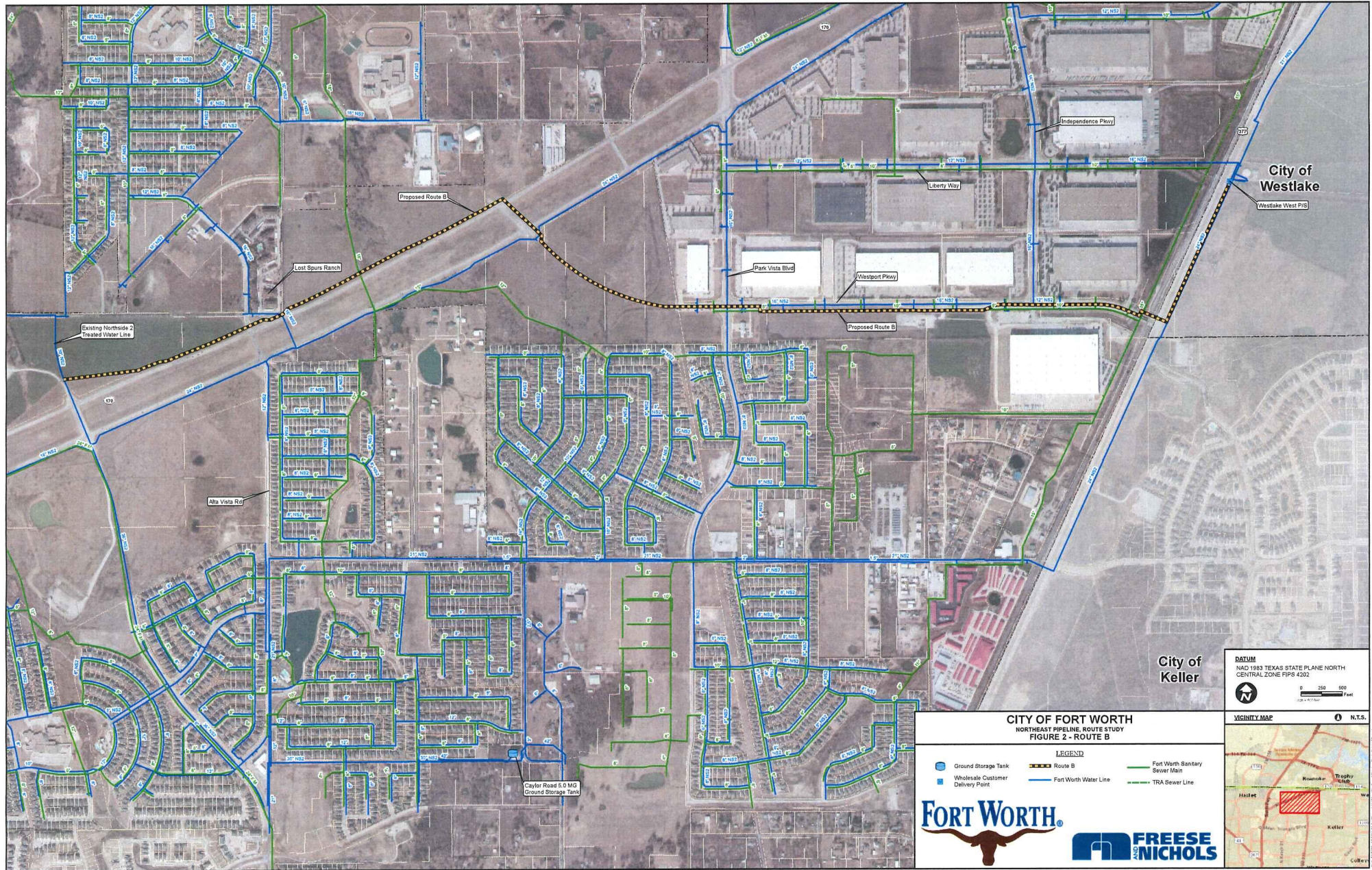
WHEREAS, the PARTIES agree that the CUSTOMER's construction related cost and participation for the Northside II 30-inch water main shall be as stated in this AMENDMENT.

NOW THEREFORE, the PARTIES agree to amend the CONTRACT as follows:

- 1.) FORT WORTH shall be responsible for the public bid and award of construction, together with any plan and spec modifications required during construction, and contract documents for the construction of the Northside II 30-inch water main, shown on **Exhibit A**.
- 2.) The total demand needed by the CUSTOMER is 16 MGD at the meter located at Highway 377 as stated in the City Secretary Contract No. 41112-A1. Customer is requesting 10 MGD of the total 16 MGD to be from the Northside II 30-inch water main. The additional 6 MGD needed in the future will be addressed by another future water main in a separate contract. CUSTOMER currently has 4.2 MGD capacity from the existing water main network that is serving the existing wholesale meter located at Highway 377. CUSTOMER requests an additional 5.8 MGD from the Northside II 30-inch water main at this time. The additional 5.8 MGD equals to 27.94 percent of the total 20.76 MGD capacity of the Northside II 30-inch water main. The Northside II 30-inch capacity is based on the Fort Worth's Ordinance#21251-05-2014 for Water Main Capacity Charge. Trophy Club Municipal District No. 1 is cost participating 6.6 MGD capacity and FORT WORTH is cost participating 3.05 MGD capacity of this Northside II 30-inch water main.
- 3.) The estimated total project management, easements, right-of-way acquisition, construction cost and related construction contingencies of the Northside II 30-inch water main is estimated to be \$9,463,600. CUSTOMER agrees that its proportionate share of this cost is 27.94 percent, estimated to be \$2,644,130.
- 4.) Payments for CUSTOMER's share of the Actual Construction Project Costs shall be due in two installments that would consist of the first payment of \$899k prior to the award of the Northside II 30-inch water main design contract and the second payment of \$1.75M when Westlake takes down SWIFT funds in November of 2018. A payment is late if not paid within 30 days after the project's public bid opening. Late payments shall accrue interest at the rate of one and one-half percent (1-1/2%) per month until paid.
- 5.) CUSTOMER agrees that the Actual Construction Project costs shall be shared by CUSTOMER, Town of Westlake, and FORT WORTH proportionately. CUSTOMER agrees that the Actual Construction Project cost may differ from the projection stated in subsection 3 and CUSTOMER shall pay FORT WORTH its proportionate share of 27.94 percent of the Actual Construction Project cost.

EXHIBIT "A" –
30-inch water main along SH170 from N. Beach Street to 13590 Denton Hwy
(Westlake's Wholesale Metering Station)

EXHIBIT "A" –
 30-inch water main along SH170 from N. Beach Street to 13590 Denton Hwy (Westlake's Wholesale Metering Station)



CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 2 - ROUTE B

LEGEND

- Ground Storage Tank
- Wholesale Customer Delivery Point
- Route B
- Fort Worth Water Line
- Fort Worth Sanitary Sewer Main
- TRA Sewer Line

FORT WORTH

FREES AND NICHOLS

DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

0 250 500 Feet

VICINITY MAP

N.T.S.



Part C52

CITY SECRETARY
CONTRACT NO. 4111-A1

THE STATE OF TEXAS

KNOW ALL BY THESE PRESENTS

COUNTY OF TARRANT

**AMENDMENT NO.1 TO THE AGREEMENT FOR WATER SERVICE
BETWEEN THE CITY OF FORT WORTH AND THE TROPHY CLUB
MUNICIPAL DISTRICT NO. 1 FOR THE CONSTRUCTION OF A NORTHSIDE
II 30-INCH WATER MAIN AND ALLOCATED CAPACITY**

This Amendment No. 1 (Amendment) is made and entered into by and between the Trophy Club Municipal District No. 1, acting herein by and through its General Manager, Jennifer McKnight, hereinafter referred to as CUSTOMER and the City of Fort Worth, acting herein by and through its Assistant City Manager, Jesus J. Chapa, hereinafter referred to as FORT WORTH, all of Tarrant County, State of Texas, (collectively the "PARTIES").

WHEREAS, FORT WORTH and CUSTOMER have entered in an Agreement for Water Service known as Fort Worth City Secretary Contract No. 41112 ("CONTRACT"); and

WHEREAS, the PARTIES recognize that there is a need for additional water capacity in the northeast sector of Fort Worth and in Trophy Club Municipal District No. 1 then originally provided for in the CONTRACT; and

WHEREAS, to address this need for additional capacity, FORT WORTH is constructing a 30-inch water main along SH 170 from N. Beach Street to 13590 Denton Hwy (Westlake's Wholesale Metering Station), approximately 14,590 linear feet as shown in EXHIBIT A; and

WHEREAS, CUSTOMER has requested capacity in the 30-inch water main which will increase its total projected water demand; and

WHEREAS, Section 3.3 of the CONTRACT states that the CUSTOMER shall pay for each new or enlarged or additional connection to the FORT WORTH system, including the cost of the wholesale meter and the CUSTOMER's proportionate share of the improvements required for that service; and

WHEREAS, CUSTOMER recognizes that the Town of Westlake has also requested capacity in the Northside II 30-inch water main;

WHEREAS, the PARTIES agree that the CUSTOMER's cost and participation for the Northside II 30-inch water main shall be as stated in this AMENDMENT.

NOW THEREFORE, the PARTIES agree to amend the CONTRACT as follows:

- 1.) FORT WORTH shall be responsible for the preparation of plans and specifications, together with any modifications required during construction, and contract documents for the construction of the Northside II 30-inch water main, shown on **Exhibit A**.
- 2.) The future demand for the CUSTOMER is estimated to be 10.3 MGD. CUSTOMER currently has 3.7 MGD capacity from the existing 21-inch water main. CUSTOMER requests an additional 6.6 MGD at this time. The additional 6.6 MGD equals to 42.72 percent of the total 15.45 MGD capacity of the Northside II 30-inch water main. Town of Westlake is cost participating 5.8 MGD capacity and FORT WORTH is cost participating 3.05 MGD capacity of this Northside II 30-inch water main.
- 3.) The estimated total engineering, survey and appraisal cost of the Northside II 30-inch water main is estimated to be \$954,200. CUSTOMER agrees that its proportionate share of this cost is 42.72 percent, estimated to be \$407,635.
- 4.) The Actual Project costs shall include the costs for engineering, project management, easements and right-of-way acquisition and appraisal fees, necessary for the Northside II 30-inch water main.
- 5.) CUSTOMER agrees that the Actual Project costs shall be shared by CUSTOMER, Town of Westlake, and FORT WORTH proportionately. CUSTOMER agrees that the Actual Project cost may differ from the projection stated in subsection 3 and CUSTOMER shall pay FORT WORTH its proportionate share of 42.72 percent of the Actual Project cost.
- 6.) Payments for CUSTOMER's share of the Actual Project Costs shall be due prior to the award of the Northside II 30-inch water main design contract. A payment is late if not paid within 30 days after the full execution of this agreement. Late payments shall accrue interest at the rate of one and one-half percent (1-1/2%) per month until paid.

This AMENDMENT shall become effective upon full and complete execution:

EXECUTED this 10th day of July, 2016.

CITY OF FORT WORTH

TROPHY CLUB MUNICIPAL
DISTRICT NO. 1

[Signature]
JESUS J. CHAPA
ASSISTANT CITY MANAGER

[Signature]
JENNIFER MCKNIGHT
GENERAL MANAGER

DATE: 7-5-16

DATE: May 11, 2016

APPROVED AS TO FORM AND
LEGALITY

APPROVED AS TO FORM AND
LEGALITY

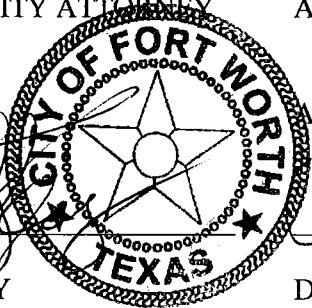
[Signature]
CHRISTA LOPEZ-REYNOLDS
SR. ASSISTANT CITY ATTORNEY

[Signature]
BY: Parvula Liston
ATTORNEY

ATTEST

ATTEST

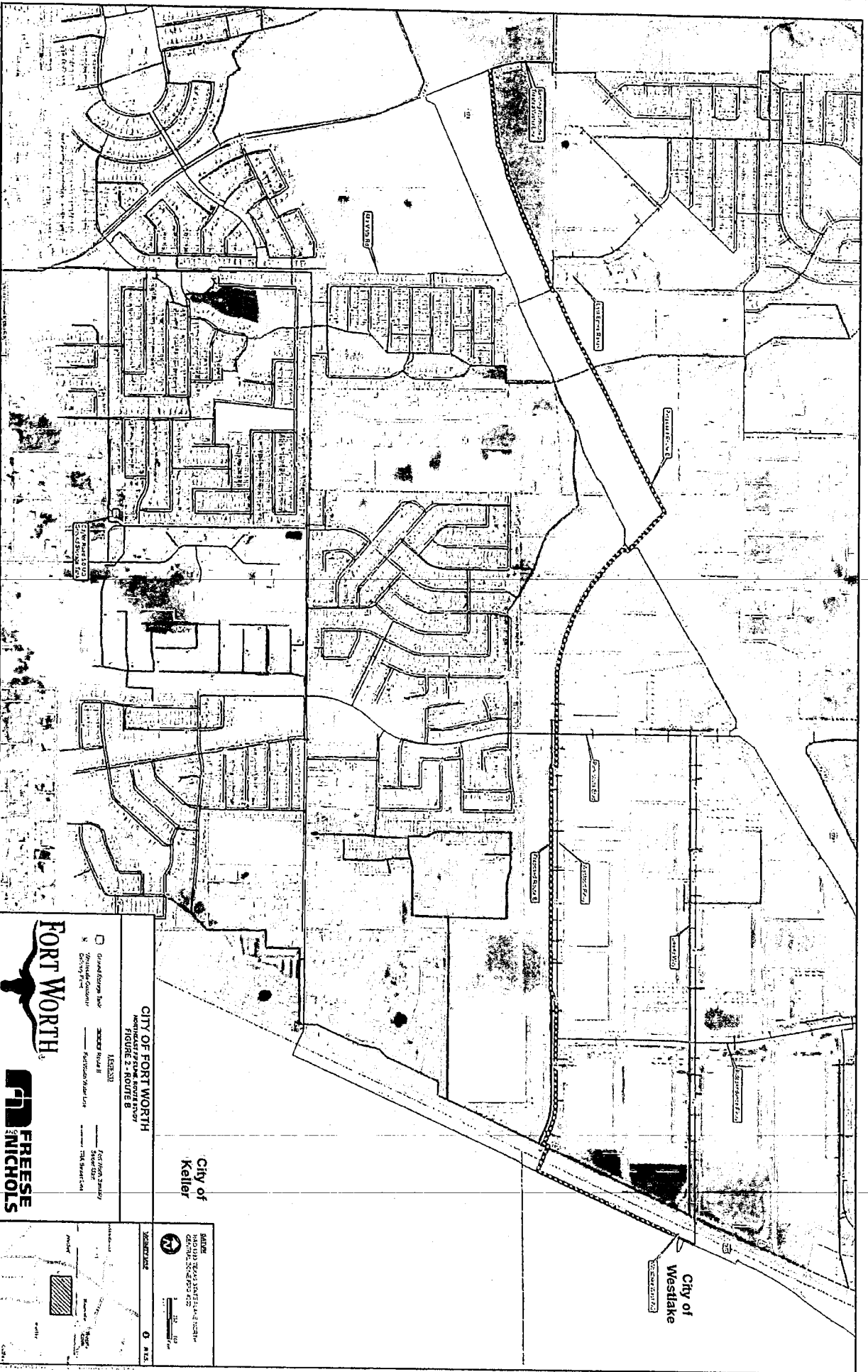
[Signature]
MARY KAYSER
CITY SECRETARY



[Signature]
DISTRICT SECRETARY

C-27783
Contract Authorization
6/21/2016
Date

EXHIBIT "A" –
30-inch water main along SH170 from N. Beach Street to 13590 Denton Hwy
(Westlake's Wholesale Metering Station)



FORT WORTH

FRESE & NICHOLS

Ground Loop Pipe
 Manhole/Structure
 Drive Valve
 Partition Meter Line
 Fort Worth Energy Street Use
 TRK Street Use

CITY OF FORT WORTH
 PROJECT: 154332
 FIGURE 2 - ROUTE B
 PROJECT LOCATION: 13590 DENTON HWY

City of Keller

City of Westlake

NORTH
 SCALE: 1" = 50'
 DATE: 08/11/11

EXHIBIT "A" -
 30-inch water main along SH170 from N. Beach Street to 13590 Denton Hwy (Westlake's Wholesale Metering Station)

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part D: Project Information

53. Description of Project Need (for example, is the project needed to address a current compliance issue, avoid potential compliance issues, extend service, expand capacity, etc.):

The Town of Westlake is proposing to use SWIFT funding to construct a 30-inch water main to expand capacity to provide Town of Westlake a higher level of service to its citizens, as shown on the attached map. The project will be located entirely within Tarrant County. Project components include the construction of approximately 3.1 miles of new 30-inch diameter water transmission pipeline that will connect the Westlake West Pump on Highway 377, West Parkway, Highway 170 to the Northside II Treated Water line on Highway 170/Alliance-Gateway Freeway.

This is joint project with City of Fort Worth, Trophy Club and Town of Westlake. Town of Westlake will be responsible for 27.94 percent of the total construction cost.

The City of Fort Worth existing wholesale water contracts with Trophy Club Municipal District No. 1 and the Town of Westlake requires the wholesale customer to cost participate towards the additional capacity needed from proposed Fort Worth's water transmission mains. These wholesale customers have requested capacity from the Northside II 30-inch water main from Beach Street and SH-170 to SH-377 and Liberty way.

This pipeline will be installed by open cut trenching except at locations where the pipeline will be bored or tunneled including highway and railroad crossings and drainages including an unnamed tributary of Henrietta Creek. The City of Fort Worth have received a permit from the local floodplain administrator.

54. Description of Project, including a bulleted list of project elements/components, and alternatives considered (including existing facilities):

- **Property Acquisition of water line easement**
- **Design of water line**
- **Permitting by TXDOT and Railroad company**
- **Construction of water lines**
- **Finalizing all punch list items**
- **Closing out the contract**

A complete preliminary engineering feasibility data must include:

- a. A description and purpose of the project, including existing facilities.
- Note: CWSRF and DWSRF must address issues scored in Intended Use Plan submittal

Attached

- b. **If project is for Construction only, then attach** the appropriate Engineering Feasibility Report:

a) **Water** (TWDB-0555 at

<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0555.pdf>)

Attached

b) **Wastewater** (TWDB-0556 at

<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0556.pdf>)

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Attached

- c. DWSRF applicants must complete a Projected Draw Schedule (TWDB-1202 at <http://www.twdb.texas.gov/financial/instructions/doc/TWDB-1202.xls>)

55. Water Made Available (For projects requesting a construction component):

- a. New supply 6496.84 (acre-feet/year) 1,816,350 (\$) capital cost
- o The **increase** in the total annual volume of water supply that will be made available to the recipient(s) by the proposed project.
 - o Water Plan project examples: new groundwater wells, reservoir development, pipelines to sources.
- b. New Conservation savings N/A (acre-feet/year) N/A (\$) capital cost
- o Annual volume of anticipated water savings resulting from implementation of the proposed conservation project including water loss) and other conservation activities,
 - o Water Plan project examples: municipal conservation, advanced Water Conservation, on-farm conservation, brush control, irrigation conservation.
- c. New Reuse supply N/A (acre-feet/year) N/A (\$) capital cost
- o Increase in the annual volume of (direct or indirect) reuse water supply that will be made available to the recipient(s) by the proposed project.
 - o Water Plan project examples: direct reuse, non-potable reuse, recycled water programs.
- d. Maintenance of Current Supply N/A (acre-feet/year) N/A (\$) capital cost
- o Volume of recipients' current supplies that will be maintained by implementing the proposed project
 - o Water Plan project examples: None. Not a water plan project. (Examples of these type projects: treatment rehabilitation, system storage facilities, system upgrades).

56. Project Location:

Town of Westlake City Limits

Attach a map of the service area and drawings as necessary to locate and describe the project. The map should show the project footprint and major project components.

Attached

57. Attach the Census tract numbers in which the applicant's service area is within. The Census tracts within your area may be found at:

<http://factfinder.census.gov/faces/nav/jsf/pages/index.xhtml>

Please follow these steps:

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

- Select Advanced Search.
- Select the Geographies button located below Topics (left side of page).
- On the top of the window select the Name tab.
- In the text box, type "All Census Tracts within____" (Fill in the blank with the name of a County Subdivision or a Place.) Select "Go".
- If your town is a County Subdivision, select the geography labeled "All Census Tracts (or parts) within City, County, State" from the Geography Results. If your town is a place select the geography labeled "All Census Tracts (or parts) full-or-partially within City, State" from the Geography Results.
- Close the Geographies Search window.
- Use the Topics on the left side of the page to further refine your search or to select a table(s) from your search results.

Attached Census tracts

58. Project Schedule:

- a) Requested loan closing date.
September 2018
- b) Estimated date to submit environmental planning documents.
January 2018
- c) Estimated date to submit engineering planning documents.
February 2017
- d) Estimated date for completion of design.
November 2017
- e) Estimated Construction start date for first contract.
May, 2018
- f) Estimated Construction end date for last contract.
February 2019

59. **Attach** a copy of current and future populations and projected water use or wastewater flows. Include entities to be served.

Attached, Part D-59

60. Attach the most current itemized project cost estimate (include all costs and funding sources). Utilize the budget format provided (TWDB-1201 at <http://www.twdb.texas.gov/financial/instructions/>). If applying for pre-construction costs only (i.e., P, A, D) then itemize only the relevant portions in the attached budget template

Attached

61. Attach the appropriate Project Information Form:

Wastewater: Attached a completed Wastewater Project Information Form WRD-253a <http://www.twdb.texas.gov/financial/instructions/index.asp>

Water: Attached a completed Water Project Information Form WRD-253d <http://www.twdb.texas.gov/financial/instructions/index.asp>

62. If the project is for Construction only, wastewater projects that involve the construction of a new plant or the expansion of an existing plant and/or associated facilities, attach evidence that an

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

application for a new Texas Pollution Discharge Elimination System Permit or amendment to an existing permit related to the proposed project has been filed with the Texas Commission on Environmental Quality (TCEQ). Final permit authorization must be obtained from the TCEQ before funds can be released for construction activities.

- Attached**
- No. Provide explanation: **N/A**

63. If this project will result in: (a) an increase by the applicant in the use of groundwater, (b) drilling a new water well, or (c) an increase by the applicant in use of surface water, then the applicant must demonstrate that it has acquired – by contract, ownership or lease – the necessary property rights, groundwater permits, and/or surface water rights sufficient for the project before funds can be released for construction.

a) Does the applicant currently own all the property rights, groundwater permits and surface water rights needed for this project?

- Yes If yes, please attach the completed, appropriate form.
 - 1. WRD 208A (<http://www.twdb.texas.gov/financial/instructions/index.asp>) (Surface Water)
 - Attached**
 - 2. WRD 208B (<http://www.twdb.texas.gov/financial/instructions/index.asp>) (Groundwater)
 - Attached**
- No
- N/A

b) If all property rights, groundwater permits, and surface water rights, needed for this project have not yet been acquired, identify the rights and/or permits that will need to be acquired and provide the anticipated date by which the applicant expects to have acquired such rights and/or permits.

Type of Permit Water Right	Entity from which the permit or right must be acquired	Acquired by lease or full ownership	Expected acquisition date	Permit / Water Right ID No.

c) List any major permits not identified elsewhere that are necessary for completion of project. Also, list any more necessary minor permits that may involve particular difficulty due to the nature of the proposed project.

Permit	Issuing Entity	Permit Acquired (Y/N)

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

64. Has the applicant obtained all necessary land and easements for the project?

Yes. If yes, attach the site certificate (ED-101 at <http://www.twdb.texas.gov/financial/instructions/index.asp>)

Attached

No. If no, **fill out the table below** and describe the land or easements that will need to be acquired, provide the anticipated date by which the applicant expects to have the land or easements, and indicate if funding from TWDB is to be used for the acquisition.

Description of Land or Easement Permit	Entity from which the permit or right must be acquired	Acquired by lease or full ownership	Expected acquisition date	To Be Funded by TWDB (Yes/No)

65. Has a Categorical Exclusion (CE), Determination of No Effect (DNE), Finding of No Significant Impact (FONSI), Record of Decision (ROD), or any other environmental determination been issued for this project?

Yes

Attach a copy of the finding.

No

66. Is the project potentially eligible for a Categorical Exclusion (CE)/ Determination of No Effect (DNE) because it involves only minor rehabilitation or the functional replacement of existing equipment?

Yes

No

67. Are there potentially adverse environmental or social impacts that may require mitigation or extensive regulatory agency or public coordination (e.g. known impacts to properties eligible for listing on the National Register of Historic Places; potentially significant public controversy; need for an individual permit from the U.S. Army Corps of Engineers)?

Yes

If yes, attach additional information

No

Part D54b

Route Evaluation Study

Memorandum for Northeast Pipeline

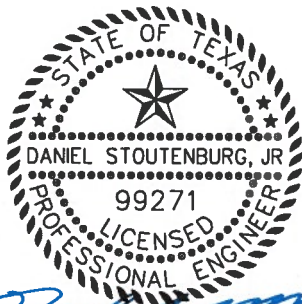
Prepared for:

City of Fort Worth

FORT WORTH®



Mazen H. Kawasmi

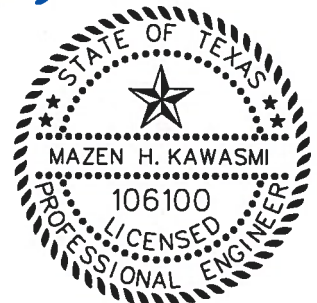


Daniel Stoutenburg, Jr.
10/28/2015

FREESE AND NICHOLS, INC.
TEXAS REGISTERED
ENGINEERING FIRM
F-2144

Prepared by:

FREESE AND NICHOLS, INC.
4055 International Plaza, Suite 200
Fort Worth, Texas 76109
817-735-7300



10/28/2015

FREESE AND NICHOLS, INC.
TEXAS REGISTERED
ENGINEERING FIRM
F-2144

TO: Wendy Chi-Babulal, EMBA, P.E. Fort Worth Water Department
Nowzar Dinyarian, P.E. Fort Worth Water Department

CC: Nick Dons, P.E. Fort Worth Water Department

FROM: Mazen Kawasmi P.E., CFM, GISP Freese and Nichols, Inc.
Daniel Stoutenburg P.E. Freese and Nichols, Inc.

SUBJECT: Route Evaluation Study Memorandum

DATE: October 28, 2015

PROJECT: Northeast Pipeline Route Study

INTRODUCTION

The Town of Westlake and the Trophy Club Municipal Utility District Number 1 (Trophy Club MUD) are interested in purchasing additional water from the City of Fort Worth. Fort Worth's northeast treated water distribution system currently does not have the capacity to supply the desired additional demand. In order for the City's water distribution system to supply the additional demand, a water transmission pipeline needs to be constructed from the existing Northside 2 (NS2) 36-inch Transmission main at the intersection of Future Beach Street and State Highway 170 to the existing 24-inch Transmission main in NS2 between one of the main supply lines in the NS2 pressure plane and a connection point near the Westlake West Pump Station.

Freese and Nichols, Inc. (FNI) has performed a route study which identifies and compares 3 possible pipeline routes for the Northeast Pipeline. The purpose of this memorandum is to summarize the findings and recommend a preferred route to the City of Fort Worth. FNI utilized City of Fort Worth's Geographical Information Systems (GIS) data for knowing the locations of existing water, wastewater, and storm drain facilities. FNI also obtained GIS information from the Texas Railroad Commission to identify gas lines that are in the area. Tarrant Appraisal District (TAD) GIS data was used to identify properties. FNI also performed a site visit on January 21, 2015 to identify visible utilities that were not showing up on GIS and to check the constructability of the various route options being explored.

DESCRIPTION OF ALTERNATES

Three possible routes are named Route A, Route B, and Route C. All three routes connect to an existing NS2 pipeline located on the future Beach Street near Texas Highway 70, approximately 1.5 miles east of Interstate Highway 35W. The routes then generally head northeast and connect to a connection point near the Westlake West Pump Station located on Highway 377 approximately 0.7 miles south of the Texas Highway 170/ Highway 377 intersection.

ROUTE A:

Route A as shown on **Figure 1** connects to the existing 36-inch NS2 pipeline on the south side of Texas Highway 170 inside private property. The pipeline heads northeast inside private property for 2,300 feet to the Alta Vista Drive intersection. The proposed pipeline for this section is located just south of three (3) existing pipelines. Based on field observation, the existing pipelines are a combination of gas and salt water pipelines. The Alta Vista Drive



crossing will be made by bore or tunnel. This intersection is very congested with existing utilities, including a gas pipeline distribution junction. In addition, the intersection is crowded by a screening fence of an existing housing development to the south. Route A continues northeast along State Highway 170, paralleling the existing gas and saltwater pipelines for approximately 5,000 feet, crossing 2 drainage ways, before reaching a natural gas pad. The two drainage ways are planned to be installed by bore or tunnel due to the proximity of the road embankment. In addition, the proposed water pipeline will run parallel to an existing sewer pipeline for approximately 660 feet. To avoid the gas pad, mature trees, and heavily used business parking areas, Route A veers east leading through a rear commercial parking lot to reach Park Vista Boulevard. Route A continues east inside the median of Liberty Way, and parallel to an existing water pipeline, for approximately 5,000 feet, crossing Independence Parkway to reach the east end of Liberty Way. The last portion of Route A leads through a drainage area, avoiding areas with standing water and then crossing a railroad owned by Union Pacific, and crossing Highway 377 to reach the connection point at the Westlake West Pump Station. The total length of Route A is 14,800 feet and it intersects with the properties shown in the table below. The property information is based on TAD online maps.

Route A		
	Parcel Legal Description	Owner Name
1	Chirino, Jose Survey Abst 265 Tr 1c6 School Boundary Split	AIL Investment LP
2	Chirino, Jose Survey A 265 Tr 1c06 School Boundary Split	AIL Investment LP
3	Willis, Theodore T Survey A1682 Trs 1b & 2	AIL Investment LP
4	Chirino, Jose Survey A 265 Tr 1c	AIL Investment LP
5	Rhodes, S T Survey A1868 Tr 3a02a	AIL Investment LP
6	Cuella, Francisco Survey A 267 Tr 1b12b & Abst 648 Tr 5b2b	Alliance Gateway Ph I Assoc
7	Chirino, Jose Survey A 265 Trs 1a1a 1b1a 1c3a & 1d1a	AIL Investment LP
8	Rhodes, S T Survey A1868 Tr 3b Boundary Split	Davis, Mark J
9	Rhodes, S T Survey A1868 Tr 3b Boundary Split	Davis, Mark J
10	Alliance Gateway South Addn Blk 5 Lot 2	AT Industrial Owner 7 LLC
11	Rhodes, S T Survey A1868 Tr 2c	AIL Investment LP
12	Rhodes, S T Survey A 1868 Trs 3a1 & 3a2	AIL Investment LP
13	Alliance Gateway South Addn Blk 5 Lot 3	AT Industrial Owner 7 LLC
14	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
15	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
16	Chirino, Jose Survey Abst 265 Tr 1f School Boundary Split	AIL Investment LP
17	Chirino, Jose Survey A 265 Tr 1f Less Hs	AIL Investment LP
18	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
19	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
20	Huff, William Survey A 648 Tr 4a Homesite	HW 2421 Land LP
21	Huff, William Survey A 648 Tr 4a Less Homesite	HW 2421 Land LP
22	Rhodes, S T Survey A 1868 Tr 1 School Boundary Split	AIL Investment LP
23	Rhodes, S T Survey A1868 Tr 1 School Boundary Split	AIL Investment LP
24	Cuella, Francisco Survey A 267 Tr 1b13	ADL Development LP
25	Huff, William Survey A 648 Tr 5b	ADL Development LP
26	Rhodes, S T Survey A1868 Tr 3a School Boundary Split	AIL Investment LP
27	Rhodes, S T Survey A1868 Tr 3a School Boundary Split	AIL Investment LP



ROUTE B:

Route B, as shown on **Figure 2**, connects to the existing 30-inch NS2 pipeline on the north side of Texas Highway 170 inside private property. The pipeline heads northeast for 2,300 feet to the Alta Vista Drive intersection, and continues towards Lost Spurs Ranch apartment complex. Route B moves into TxDOT Right of Way (ROW) for approximately 100 feet to avoid a parking garage and fence on the southwest corner of the Lost Spurs Ranch property. From the Lost Spurs Ranch, the route moves back into private property and continues northeast for approximately 3,000 feet, crossing two drainage ways before reaching a median intersection. The pipe will be installed inside steel casing by open-cut methods through the two drainage ways. The route turns south and crosses Texas Highway 170 on the northeast side of the median intersection. The crossing will be done by dry- auger boring and steel casing, which will be approximately 550 feet long. After crossing Texas State Highway 170, the route leads southeast on a curve which follows the centerline of a future extension of Westport Parkway for approximately 2,000 feet to reach the west side of the existing Westport Parkway. Route B parallels an existing water pipeline in the median of Westport Parkway for approximately 1,000 feet before moving to the south side of the road, crossing an existing sewer pipeline and paralleling the sewer line for approximately 2,700 feet. In order to avoid a section of relatively mature trees in a commercial landscaped area, Route B moves back into the median of Westport Parkway and continues east for approximately 1,800 feet before crossing a railroad owned by Union Pacific and crossing Highway 377. The railroad and Highway 377 will be crossed by bore or tunnel. After crossing the highway, Route B turns and heads north for 1,800 feet inside private property to connect to the connection point near Westlake West Pump Station. The total length of Route B is 16,400 feet and it intersects with the properties shown in the table below:

Route B		
	Parcel Legal Description	Owner Name
1	Chirino, Jose Survey Abst 265 Tr 1 School Boundary Split	AIL Investment LP
2	Chirino, Jose Survey Abst 265 Tr 1 School Boundary Split	AIL Investment LP
3	Chirino, Jose Survey Abst 265 Tr 1c6 School Boundary Split	AIL Investment LP
4	Chirino, Jose Survey A 265 Tr 1c06 School Boundary Split	AIL Investment LP
5	Chirino, Jose Survey A 265 Tr 1c	AIL Investment LP
6	Rhodes, S T Survey Abst 1868 Tr 1a1	AIL Investment LP
7	Rhodes, S T Survey Abst 1868 Tr 1b & 1a1a	AIL Investment LP
8	Alliance Gateway South Addn Blk 4 Lot 1r1 Ag	Alliance Gateway # 11 LTD ETAL
9	Alliance Gateway South Addn Blk 4 Lot 1r1 Ag	Alliance Gateway # 11 LTD ETAL
10	Huff, William Survey A 648 Tr 4	HW 164 Land LP
11	Chirino, Jose Survey A 265 Trs 1c4 & 1f2	AIL Investment LP
12	Chirino, Jose Survey A 265 Tr 3a School Boundary Split	AIL Investment LP
13	Chirino, Jose Survey A 265 Tr 3a School Boundary Split	AIL Investment LP
14	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
15	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
16	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
17	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
18	Chirino, Jose Survey A 265 Tr 1d Abst 265 Tr 1d Bndry Split	AIL Investment LP
19	Chirino, Jose Survey Abst 265 Tr 1d School Boundary Split	AIL Investment LP
20	Huff, William Survey A 648 Tr 4a Homesite	HW 164 Land LP
21	Huff, William Survey A 648 Tr 4a Less Homesite	HW 164 Land LP
22	Cuella, Francisco Survey A 267 Tr 1b01	HW 164 Land LP



Route B		
	Parcel Legal Description	Owner Name
23	Rhodes, S T Survey A1868 Trs 2 2b1 & 2d	AIL Investment LP
24	Willis, Theodore T Survey Abst 1682 Trs 1 & 1a1	AIL Investment LP

ROUTE C:

Route C, as shown on **Figure 3**, is a combination of routes A and B. Route C follows the western portion of Route B and the eastern portion of Route A. Route C heads northeast on the north side of Texas State Highway 170, past Lost Spurs Ranch apartments, the median crossing, up to crossing State Highway 170 to the south side. After the Texas State Highway 170 crossing, Route C follows Route A to the connection point near the Westlake West Pump Station. The total length of Route C is 15,200 feet and it intersects with the properties shown in the table below:

Route C		
	Parcel Legal Description	Owner Name
1	Chirino, Jose Survey Abst 265 Tr 1c6 School Boundary Split	AIL Investment LP
2	Chirino, Jose Survey A 265 Tr 1c06 School Boundary Split	AIL Investment LP
3	Chirino, Jose Survey A 265 Tr 1c	AIL Investment LP
4	Rhodes, S T Survey Abst 1868 Tr 1a1	AIL Investment LP
5	Rhodes, S T Survey Abst 1868 Tr 1b & 1a1a	AIL Investment LP
6	Cuella, Francisco Survey A 267 Tr 1b12b & Abst 648 Tr 5b2b	Alliance Gateway Ph I Assoc
7	Chirino, Jose Survey A 265 Trs 1a1a 1b1a 1c3a & 1d1a	AIL Investment LP
8	Alliance Gateway South Addn Blk 5 Lot 2	AT Industrial Owner 7 LLC
9	Chirino, Jose Survey A 265 Trs 1c4 & 1f2	AIL Investment LP
10	Alliance Gateway South Addn Blk 5 Lot 3	AT Industrial Owner 7 LLC
11	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
12	Chirino, Jose Survey Abst 265 Tr 1b School Boundary Split	AIL Investment LP
13	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
14	Chirino, Jose Survey Abst 265 Tr 1a School Boundary Split	AIL Investment LP
15	Huff, William Survey A 648 Tr 4a Homesite	HW 2421 Land LP
16	Huff, William Survey A 648 Tr 4a Less Homesite	HW 2421 Land LP
17	Rhodes, S T Survey A1868 Trs 2 2b1 & 2d	AIL Investment LP
18	Cuella, Francisco Survey A 267 Tr 1b13	ADL Development LP
19	Huff, William Survey A 648 Tr 5b	ADL Development LP
20	Willis, Theodore T Survey Abst 1682 Trs 1 & 1a1	AIL Investment LP

HYDRAULIC ANALYSIS

The future maximum day demand for Westlake is 10.00 MGD. The Town of Westlake has 4.20 MGD of existing capacity at its meter located on the western edge of its city limits. Therefore, Westlake would require a total of 5.80 MGD of capacity in the proposed line (10.00 MGD – 4.20 MGD = 5.80 MGD). Trophy Club MUD’s existing allocated capacity in the 21-inch line is 3.70 MGD from Fort Worth. The 3.70 MGD is documented in a letter from Trophy Club MUD dated May 12, 1989. A copy of this letter and the agreement between City of Fort Worth and Trophy Club MUD (previously Denton County MUD No. 1) is included in Appendix C. The future proposed demand of Trophy Club MUD is 10.30 MGD and the proposed water line would serve to make up the deficit between existing and future demands. The calculated Trophy Club MUD capacity is 6.60 MGD (10.30 MGD – 3.70 MGD =



6.60 MGD). Fort Worth’s allocation of 3.05 MGD is calculated as the difference between projected 2033 retail demands and existing customer demands (5.95 MGD – 2.90 MGD = 3.05 MGD). The sum of all three Cities demand needs for the proposed water line is 15.45 MGD (5.80 MGD + 6.60 MGD + 3.05 MGD = 15.45 MGD).

FNI utilized the City’s model of the water distribution system to perform a hydraulic analysis of the proposed Northeast Pipeline. The model was used to assist in determining the recommended pipeline sizing in order to meet the wholesale customer’s projected demands as well as retail customers in the northeastern portion of the NS2 pressure plane. FNI evaluated the water pipeline under 2 different diameters: 24-inch, and 30-inch. The table below shows the pipe velocity and headloss gradient for each pipeline diameter at the 15.45 MGD flowrate.

Diameter (inch)	Velocity (ft/s)	Headloss Gradient (ft/1,000 ft)
24	7.61	6.27
30	4.87	2.12

To determine proportionality split of the line capacity, FNI utilized the hydraulic model and known wholesale delivery information. The table below summarizes the percentage splits based on the capacity analysis of 15.45 MGD.

Utility	Future Capacity (MGD)	Percent Utilization
Town of Westlake	5.80	37.54 %
Trophy Club MUD	6.60	42.72 %
City of Fort Worth	3.05	19.74 %
TOTAL	15.45	100.0 %

OPINION OF PROBABLE CONSTRUCTION COSTS (OPCC’S)

Opinions of Probable Construction Costs were developed for all three routes and can be found in Appendix B. Prices presented are based on a combination of recent projects constructed and discussions with manufacturers regarding budget pricing. Combination air release and vacuum valves are placed on high points and generally at 2,500 foot spacing. Blow-off valves are placed at low spots along the route. Cost estimates exclude any electrical and control components. The easement cost was estimated using \$3 per square foot for permanent easement and \$1.5 per square foot for temporary construction easements.

A summary of the anticipated project costs are present in the table below:

Route Name	Length (ft)	OPCC’s	Easements Cost	Engineering & Survey (12%)	Total Project Cost
Route A - 30” Option	14,800	\$7,860,000	\$1,146,000	\$943,200.00	\$ 9,949,200.00
Route B - 30” Option	16,400	\$7,951,600	\$1,512,000	\$954,200.00	\$10,417,800.00
Route C - 30” Option	15,200	\$7,725,200	\$1,116,000	\$927,100.00	\$ 9,768,300.00
Route A - 24” Option	14,800	\$6,428,100	\$1,146,000	\$771,400.00	\$ 8,345,500.00
Route B - 24” Option	16,400	\$6,481,600	\$1,512,000	\$777,800.00	\$ 8,771,400.00
Route C - 24” Option	15,200	\$6,282,800	\$1,116,000	\$754,000.00	\$ 8,152,800.00

The column labeled OPCC includes a 20% contingency.



RECOMMENDATION

The construction cost of for all of the routes are within 3%. When cost of easements are included the cost gap for the routes widen to around 7%. Hillwood, who owns most of the properties in this area through subsidiary corporations, expressed in review meeting a preference for Route B. If Hillwood provides easements at a lower cost to the City for Route B, this will make Route B the most cost effective option. It is recommended that Route B is selected with coordination with Hillwood to bring down the cost of easements.

The results of the hydraulic analysis show a 24-inch water line to be out of Fort Worth's acceptable range of velocities and headloss parameters. Therefore, it is recommended to construct a 30-inch water line to serve Fort Worth and its wholesale customers. The total estimated cost for 30-inch Route B is \$10,417,800.



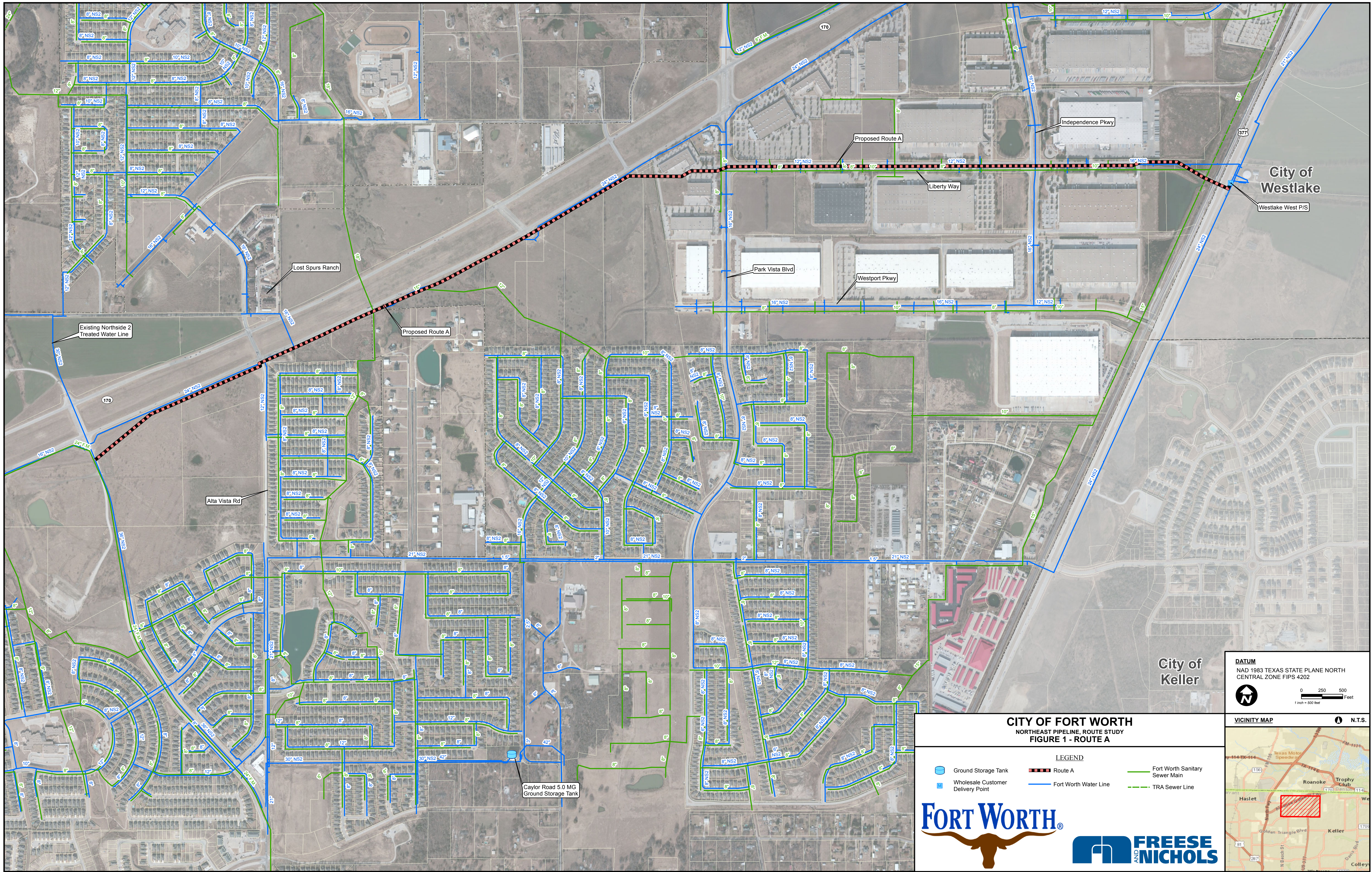
APPENDIX A

FIGURES: CITY OF FORT WORTH – NORTHEAST PIPELINE ROUTE STUDY

FIGURE 1 – ROUTE A

FIGURE 2 – ROUTE B

FIGURE 3 – ROUTE C



CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 1 - ROUTE A

Ground Storage Tank	Route A	Fort Worth Sanitary Sewer Main
Wholesale Customer Delivery Point	Fort Worth Water Line	TRA Sewer Line

FORT WORTH

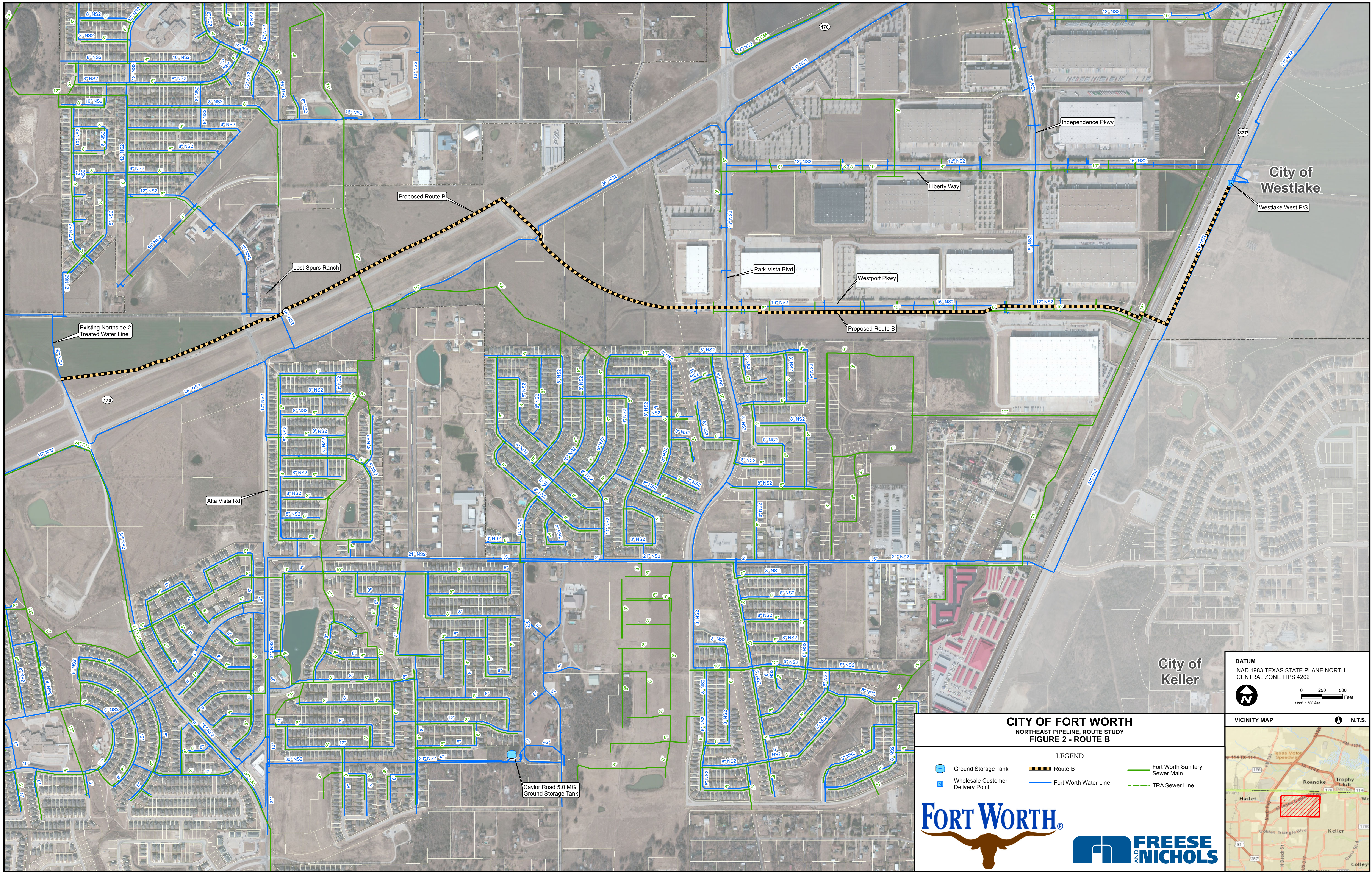
FREESE AND NICHOLS

DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

0 250 500 Feet
 1 inch = 500 feet

VICINITY MAP N.T.S.

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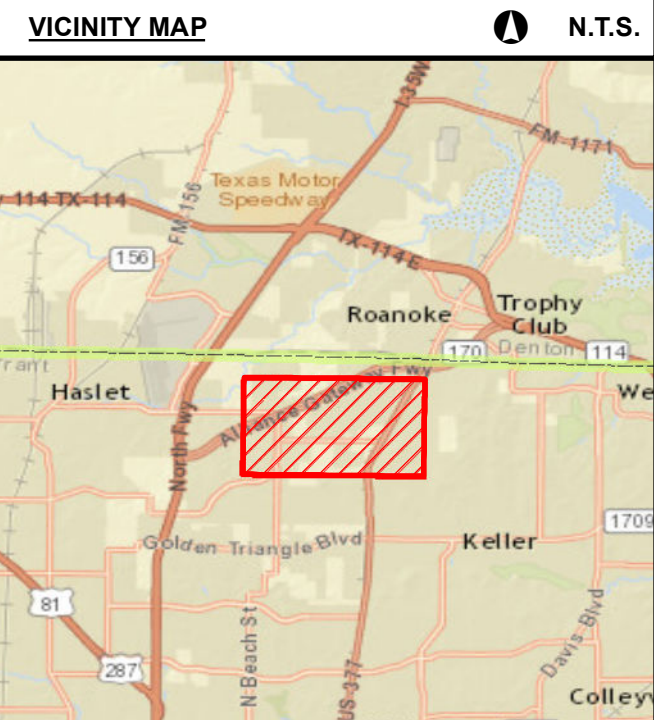
CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 2 - ROUTE B

- LEGEND**
- Ground Storage Tank
 - Wholesale Customer Delivery Point
 - Route B
 - Fort Worth Water Line
 - Fort Worth Sanitary Sewer Main
 - TRA Sewer Line



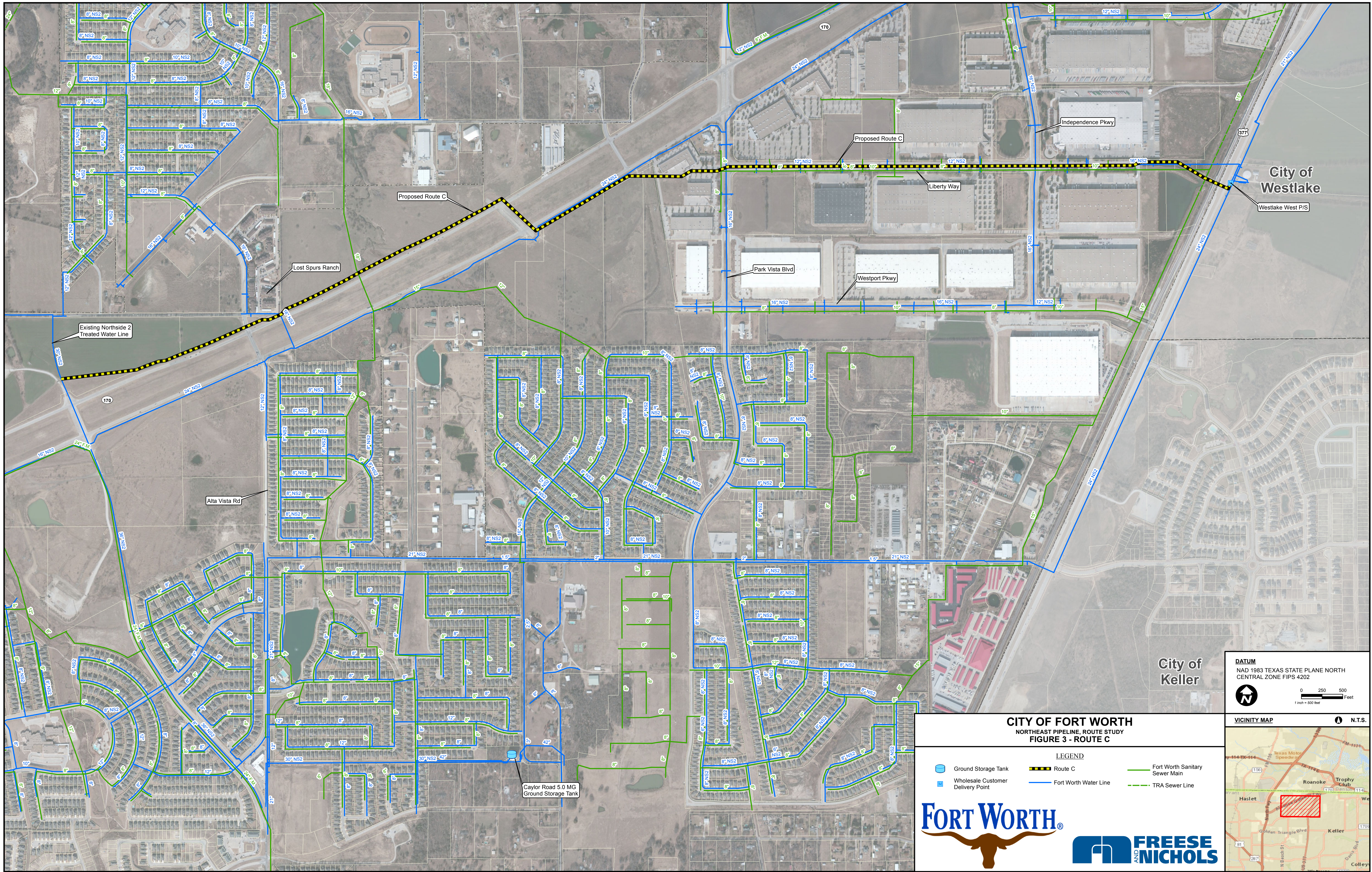
DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

0 250 500 Feet
 1 inch = 500 feet



City of Keller

City of Westlake
 Westlake West P/S



CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 3 - ROUTE C

Ground Storage Tank	Route C	Fort Worth Sanitary Sewer Main
Wholesale Customer Delivery Point	Fort Worth Water Line	TRA Sewer Line

FORT WORTH

**FREESE
AND
NICHOLS**

DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

0 250 500 Feet
 1 inch = 500 feet

VICINITY MAP N.T.S.

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APPENDIX B

OPINION OF PROBABLE CONSTRUCTION COST (OPCC)



NORTHEAST PIPELINE ROUTE STUDY
 CITY OF FORT WORTH
 PIPELINE ROUTE A - 30-INCH OPTION

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 6, 2015

ESTIMATOR DGs	CHECKED BY DGS & DN	ACCOUNT NO FTW14223
------------------	------------------------	------------------------

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$6,550,000.00
1	30" Water Line (Undeveloped Areas)	5,150	LF	\$210.00	\$1,081,500.00
2	30" Water Line (Developed Areas)	8,000	LF	\$300.00	\$2,400,000.00
3	48" Casing (By Other Than Open Cut)	1,650	LF	\$960.00	\$1,584,000.00
4	30" Carrier Pipe	1,650	LF	\$300.00	\$495,000.00
5	Full Panel Concrete Pavement Repair	1,100	SY	\$95.00	\$104,500.00
6	30" Gate Valve & Vault	6	EA	\$65,000.00	\$390,000.00
7	3" Air Release Valve	7	EA	\$24,000.00	\$168,000.00
8	8" Blowoff Valve	4	EA	\$25,000.00	\$100,000.00
9	Water Tie-in	2	EA	\$50,000.00	\$100,000.00
10	Cathodic Protection	1	LS	\$40,000.00	\$40,000.00
11	Utility Markers	1	LS	\$15,000.00	\$15,000.00
12	Trench Safety	13,150	LF	\$2.00	\$26,300.00
13	SWPPP	1	LS	\$20,000.00	\$20,000.00
14	Traffic Control	1	LS	\$25,700.00	\$25,700.00
Land Costs					\$1,146,000.00
1	30' Permanent Easements	286,500	SF	\$3.00	\$859,500.00
2	20' Construction Easements	191,000	SF	\$1.50	\$286,500.00
CONSTRUCTION SUBTOTAL					\$6,550,000
CONTINGENCY 20%					\$1,310,000
SUBTOTAL					\$7,860,000
ENGINEERING & SURVEY 12%					\$943,200
LAND SUBTOTAL:					\$1,146,000

PROJECT TOTAL \$9,949,200



NORTHEAST PIPELINE ROUTE STUDY
CITY OF FORT WORTH
PIPELINE ROUTE A - 24-INCH OPTION

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 6, 2015

ESTIMATOR	CHECKED BY	ACCOUNT NO
DGS	DGS & DN	FTW14223

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$5,356,700.00
1	24" Water Line (Undeveloped Areas)	5,150	LF	\$168.00	\$865,200.00
2	24" Water Line (Developed Areas)	8,000	LF	\$240.00	\$1,920,000.00
3	42" Casing (By Other Than Open Cut)	1,650	LF	\$840.00	\$1,386,000.00
4	24" Carrier Pipe	1,650	LF	\$240.00	\$396,000.00
5	Full Panel Concrete Pavement Repair	1,100	SY	\$95.00	\$104,500.00
6	24" Gate Valve & Vault	6	EA	\$35,000.00	\$210,000.00
7	3" Air Release Valve	7	EA	\$24,000.00	\$168,000.00
8	8" Blowoff Valve	4	EA	\$25,000.00	\$100,000.00
9	Water Tie-in	2	EA	\$50,000.00	\$100,000.00
10	Cathodic Protection	1	LS	\$20,000.00	\$20,000.00
11	Utility Markers	1	LS	\$15,000.00	\$15,000.00
12	Trench Safety	13,150	LF	\$2.00	\$26,300.00
13	SWPPP	1	LS	\$20,000.00	\$20,000.00
14	Traffic Control	1	LS	\$25,700.00	\$25,700.00
Land Costs					\$1,146,000.00
1	30' Permanent Easements	286,500	SF	\$3.00	\$859,500.00
2	20' Construction Easements	191,000	SF	\$1.50	\$286,500.00
CONSTRUCTION SUBTOTAL					\$5,356,700
CONTINGENCY 20%					\$1,071,400
SUBTOTAL					\$6,428,100
ENGINEERING & SURVEY 12%					\$771,400
LAND SUBTOTAL:					\$1,146,000

PROJECT TOTAL \$8,345,500



NORTHEAST PIPELINE ROUTE STUDY
 CITY OF FORT WORTH
 PIPELINE ROUTE B - 30-INCH OPTION

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 2, 2015

ESTIMATOR ABC	CHECKED BY DGS & DN	ACCOUNT NO FTW14223
------------------	------------------------	------------------------

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$6,626,240.00
1	30" Water Line (Undeveloped Areas)	8,190	LF	\$210.00	\$1,719,900.00
2	30" Water Line (Developed Areas)	6,400	LF	\$300.00	\$1,920,000.00
3	48" Casing (By Other Than Open Cut)	1,330	LF	\$960.00	\$1,276,800.00
4	48" Casing (By Open Cut)	480	LF	\$480.00	\$230,400.00
5	30" Carrier Pipe	1,810	LF	\$300.00	\$543,000.00
6	Full Panel Concrete Pavement Repair	700	SY	\$95.00	\$66,500.00
7	30" Gate Valve & Vault	6	EA	\$65,000.00	\$390,000.00
8	3" Air Release Valve	5	EA	\$24,000.00	\$120,000.00
9	8" Blowoff Valve	5	EA	\$25,000.00	\$125,000.00
10	Water Tie-in	2	EA	\$50,000.00	\$100,000.00
11	Cathodic Protection	1	LS	\$40,000.00	\$40,000.00
12	Utility Markers	1	LS	\$15,000.00	\$15,000.00
13	Trench Safety	15,070	LF	\$2.00	\$30,140.00
14	SWPPP	1	LS	\$20,000.00	\$20,000.00
15	Traffic Control	1	LS	\$29,500.00	\$29,500.00
Land Costs					\$1,512,000.00
1	30' Permanent Easements	378,000	SF	\$3.00	\$1,134,000.00
2	20' Construction Easements	252,000	SF	\$1.50	\$378,000.00

CONSTRUCTION SUBTOTAL	\$6,626,300
CONTINGENCY 20%	\$1,325,300
SUBTOTAL	\$7,951,600
ENGINEERING & SURVEY 12%	\$954,200
LAND SUBTOTAL:	\$1,512,000

PROJECT TOTAL \$10,417,800



NORTHEAST PIPELINE ROUTE STUDY
CITY OF FORT WORTH
PIPELINE ROUTE B - 24-INCH OPTION

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 6, 2015

ESTIMATOR ABC	CHECKED BY DGS & DN	ACCOUNT NO FTW14223
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ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$5,401,260.00
1	24" Water Line (Undeveloped Areas)	8,190	LF	\$168.00	\$1,375,920.00
2	24" Water Line (Developed Areas)	6,400	LF	\$240.00	\$1,536,000.00
3	42" Casing (By Other Than Open Cut)	1,330	LF	\$840.00	\$1,117,200.00
4	42" Casing (By Open Cut)	480	LF	\$420.00	\$201,600.00
5	24" Carrier Pipe	1,810	LF	\$240.00	\$434,400.00
6	Full Panel Concrete Pavement Repair	700	SY	\$95.00	\$66,500.00
7	24" Gate Valve & Vault	6	EA	\$35,000.00	\$210,000.00
8	3" Air Release Valve	5	EA	\$24,000.00	\$120,000.00
9	8" Blowoff Valve	5	EA	\$25,000.00	\$125,000.00
10	Water Tie-in	2	EA	\$50,000.00	\$100,000.00
11	Cathodic Protection	1	LS	\$20,000.00	\$20,000.00
12	Utility Markers	1	LS	\$15,000.00	\$15,000.00
13	Trench Safety	15,070	LF	\$2.00	\$30,140.00
14	SWPPP	1	LS	\$20,000.00	\$20,000.00
15	Traffic Control	1	LS	\$29,500.00	\$29,500.00
Land Costs					\$1,512,000.00
1	30' Permanent Easements	378,000	SF	\$3.00	\$1,134,000.00
2	20' Construction Easements	252,000	SF	\$1.50	\$378,000.00
CONSTRUCTION SUBTOTAL					\$5,401,300
CONTINGENCY 20%					\$1,080,300
SUBTOTAL					\$6,481,600
ENGINEERING & SURVEY 12%					\$777,800
LAND SUBTOTAL:					\$1,512,000

PROJECT TOTAL

\$8,771,400



NORTHEAST PIPELINE ROUTE STUDY
 CITY OF FORT WORTH
 PIPELINE ROUTE C - 30-INCH

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 2, 2015

ESTIMATOR ABC	CHECKED BY DGS & DN	ACCOUNT NO FTW14223
------------------	------------------------	------------------------

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$6,437,600.00
1	30" Water Line (Undeveloped Areas)	5,400	LF	\$210.00	\$1,134,000.00
2	30" Water Line (Developed Areas)	8,000	LF	\$300.00	\$2,400,000.00
3	48" Casing (By Other Than Open Cut)	1,320	LF	\$960.00	\$1,267,200.00
4	48" Casing (By Open Cut)	480	LF	\$480.00	\$230,400.00
5	30" Carrier Pipe	1,800	LF	\$300.00	\$540,000.00
6	Full Panel Concrete Pavement Repair	1,300	SY	\$95.00	\$123,500.00
7	30" Gate Valve & Vault	6	EA	\$65,000.00	\$390,000.00
8	3" Air Release Valve	5	EA	\$24,000.00	\$120,000.00
9	8" Blowoff Valve	3	EA	\$25,000.00	\$75,000.00
10	Water Tie-in	2	EA	\$15,000.00	\$30,000.00
11	Cathodic Protection	1	LS	\$40,000.00	\$40,000.00
12	Utility Markers	1	LS	\$15,000.00	\$15,000.00
13	Trench Safety	13,400	LF	\$2.00	\$26,800.00
14	SWPPP	1	LS	\$20,000.00	\$20,000.00
15	Traffic Control	1	LS	\$25,700.00	\$25,700.00
Land Costs					\$1,116,000.00
1	30' Permanent Easements	279,000	SF	\$3.00	\$837,000.00
2	20' Construction Easements	186,000	SF	\$1.50	\$279,000.00
CONSTRUCTION SUBTOTAL					\$6,437,600
CONTINGENCY 20%					\$1,287,600
SUBTOTAL					\$7,725,200
ENGINEERING & SURVEY 12%					\$927,100
LAND SUBTOTAL:					\$1,116,000

PROJECT TOTAL \$9,768,300



NORTHEAST PIPELINE ROUTE STUDY
CITY OF FORT WORTH
PIPELINE ROUTE C - 24-INCH

OPINION OF PROBABLE CONSTRUCTION COST

OCTOBER 2, 2015

ESTIMATOR ABC	CHECKED BY DGS & DN	ACCOUNT NO FTW14223
------------------	------------------------	------------------------

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	TOTAL
Construction Costs					\$5,235,600.00
1	24" Water Line (Undeveloped Areas)	5,400	LF	\$168.00	\$907,200.00
2	24" Water Line (Developed Areas)	8,000	LF	\$240.00	\$1,920,000.00
3	42" Casing (By Other Than Open Cut)	1,320	LF	\$840.00	\$1,108,800.00
4	42" Casing (By Open Cut)	480	LF	\$420.00	\$201,600.00
5	24" Carrier Pipe	1,800	LF	\$240.00	\$432,000.00
6	Full Panel Concrete Pavement Repair	1,300	SY	\$95.00	\$123,500.00
7	24" Gate Valve & Vault	6	EA	\$35,000.00	\$210,000.00
8	3" Air Release Valve	5	EA	\$24,000.00	\$120,000.00
9	8" Blowoff Valve	3	EA	\$25,000.00	\$75,000.00
10	Water Tie-in	2	EA	\$15,000.00	\$30,000.00
11	Cathodic Protection	1	LS	\$20,000.00	\$20,000.00
12	Utility Markers	1	LS	\$15,000.00	\$15,000.00
13	Trench Safety	13,400	LF	\$2.00	\$26,800.00
14	SWPPP	1	LS	\$20,000.00	\$20,000.00
15	Traffic Control	1	LS	\$25,700.00	\$25,700.00
Land Costs					\$1,116,000.00
1	30' Permanent Easements	279,000	SF	\$3.00	\$837,000.00
2	20' Construction Easements	186,000	SF	\$1.50	\$279,000.00
CONSTRUCTION SUBTOTAL					\$5,235,600
CONTINGENCY 20%					\$1,047,200
SUBTOTAL					\$6,282,800
ENGINEERING & SURVEY 12%					\$754,000
LAND SUBTOTAL:					\$1,116,000

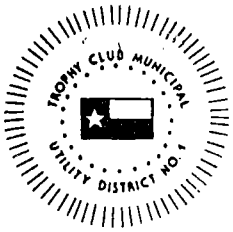
PROJECT TOTAL \$8,152,800



APPENDIX C

Trophy Club Municipal Utility District No. 1 Letter to City of Fort Worth date May 21, 1989

Contract for Water Service Between the City of Fort Worth, Texas and the Denton County Municipal Utility District No. One



TROPHY CLUB MUNICIPAL UTILITY DISTRICT NO. 1

100 Municipal Drive
Trophy Club, Texas 76262
(817) 430-1911

June 26 to next Board Mtg.

May 12, 1989

WATER ADMINISTRATION

RECEIVED BY: H DATE: 5-15-89

FILE: Trophy Club-MUD#1-Water Cont

COPY TO: Milson Park / Steinberger

Mr. Richard W. Sawey, P.E.
Director, Water Department
City of Fort Worth
1000 Throckmorton, P.O. Box 870
Fort Worth, TX 76101

Dear Richard:

We appreciate your efforts regarding our concerns with the proposed water contract. Your addition to paragraph 2.4 referring to our right to draw the 3.7 MGD alleviates our concerns.

The language in paragraph 16.1 however still lacks the clarity which we believe is needed. As you are aware, Fort Worth is not our only supply source. We have four groundwater wells which will be productive for many years. Therefore, it would be very difficult to evaluate and determine just when an additional connection to our system will impact our access to the Fort Worth system.

We believe that the following should replace the last sentence of paragraph 16.1, since it more effectively recognizes our rights and obligations under the existing agreement. "The charge will be directly related to the benefit provided to the Customer and will recognize the Customer's entitlement to 3.7 MGD prior to the imposition of any System Access Fee."

Although we recognize that the MUD has no partial ownership or equity in the Fort Worth System, we do believe that we have a "pre-paid capacity" ^{Contribution} (as recognized in recent modifications to the original draft). Therefore, we believe the denial of our having pre-paid capacity (within paragraph 18.1) should be deleted.

As we have discussed previously, there are other matters which have caused us concern.

(a) It is my understanding that the terms and conditions within paragraph 2.2 which subordinate this proposed water contract to the Fort Worth City Secretary Contract No. 12720 are necessitated by court action. I would appreciate your comments on this potential impact to Trophy Club.

*Not capacity -
pd for part of a tank
not for reservoir, supply
pumping, lines etc
to recognize right availability, all that
wise contract to
take or pay*

to water supply

CONTRACT FOR WATER SERVICE
BETWEEN THE
CITY OF FORT WORTH, TEXAS
AND THE
DENTON COUNTY MUNICIPAL
UTILITY DISTRICT NO. ONE

CITY SECRETARY
CONTRACT No. 10381

THE STATE OF TEXAS §

COUNTY OF TARRANT §

THIS CONTRACT AND AGREEMENT made and entered into this 13 day of March, 1929, by and between the City of Fort Worth, a municipal corporation located in Tarrant County, Texas, acting by and through its duly authorized City Manager, Robert L. Herchert, and the Denton County Municipal Utility District No. One, located in Denton County, Texas, acting by and through its duly authorized President and Secretary, Wesley W. Obermeier and Scott T. Massie.

W I T N E S S E T H:

WHEREAS, the City of Fort Worth has provided at its own expense, and now owns, operates and maintains, facilities for processing and distributing a large supply of surface water, and at the present time is qualified to furnish and deliver treated water, both within and without the corporate boundaries of the City of Fort Worth; and,

WHEREAS, the Denton County Municipal Utility District No. One, hereinafter referred to as "DCMUD #1," is served by a well water supply and water distribution system within and adjacent to the limits of such district; and,

WHEREAS, the well water supply and water distribution system serving the DCMUD #1 and its customers is owned by the DCMUD #1; and,

WHEREAS, the DCMUD #1 has determined that the most economical and timely source of additional water supply to its distribution system lies in connecting to the Fort Worth water supply system; and,

WHEREAS, the DCMUD #1 is in need of such additional water supply; and,

WHEREAS, it is deemed to be in the best interest of both the City of Fort Worth and the DCMUD #1 that they do enter into a mutually satisfactory agreement by means of which the DCMUD #1 may obtain a supply of treated water from the City of Fort Worth at a reasonable rate, NOW, THEREFORE:

KNOW ALL MEN BY THESE PRESENTS:

That for and in consideration of the execution and performance of the mutual covenants herein set forth, the City of Fort Worth and the DCMUD #1 do hereby covenant and agree as follows:

OFFICIAL RECORD
CITY SECRETARY
FT. WORTH, TEX.

TERMS AND CONDITIONS

The City of Fort Worth agrees to furnish and sell to the DCMUD #1 treated water of potable quality meeting all applicable governmental standards, delivered under the normal operating pressure prevailing in the City of Fort Worth's water distribution system at the point or points of delivery mutually agreed upon. The DCMUD #1 agrees to accept delivery under the conditions of this agreement and to pay for the same in accordance with the terms hereof.

If at any time during the term of this contract the furnishing of water by the City of Fort Worth to the DCMUD #1 shall be to the detriment of water customers within the City of Fort Worth, then and in that event, the quantity of water furnished to the DCMUD #1 will be reduced in the same proportion to the reductions in quantity of water being furnished all other customers served by the City of Fort Worth in the same vicinity.

If the City of Fort Worth shall ration the use of water throughout said City or issue water conservation measures or restrict the use of water in any way, the DCMUD #1 shall:

Institute and apply the same rationing, conservation measures or restrictions to the use of water by the customers of the DCMUD #1, so long as any part of the total water supply of the DCMUD #1 is being furnished by the City of Fort Worth, and any failure by the DCMUD #1 to comply with this provision or the other provisions of this agreement shall be just cause for the City of Fort Worth to discontinue the sale of water hereunder.

At the request of the Director of the Fort Worth Water Department, the DCMUD #1 agrees to furnish water to areas and premises situated adjacent to the mains or to the boundary of the DCMUD #1 and within the boundaries of the City of Fort Worth. Mains, services, meters and appurtenances shall be constructed by the City of Fort Worth in accordance with the policy for the installation of community facilities in the City of Fort Worth. The connection of such services shall not be detrimental to the furnishing of water to existing or potential customers of the DCMUD #1. Approach mains required to be built by the DCMUD #1 to serve such areas shall be provided by the DCMUD #1 in accordance with the policies and procedures of the DCMUD #1. The metered quantity of water used in this area each month by the City of Fort Worth shall be the total of all individual customer meter readings. At the option of the DCMUD #1 or the City of Fort Worth, a master meter shall be installed at the expense of the City of Fort Worth to meter all water used by the City of Fort Worth under the terms of this section.

The metered quantity of water furnished by the DCMUD #1 to the City of Fort Worth shall be deducted from the total quantity of water withdrawn from the Fort Worth system by the DCMUD #1 before the charge for water services to the DCMUD #1 by the City of Fort Worth is computed in accordance with the payment computations set forth and based on the commodity charge described herein and the quantity of water. Consideration shall also be given to the effects of water so supplied to the City of Fort Worth on the maximum hour and maximum day rates charged by the City of Fort Worth to the DCMUD #1.

It is contemplated that water will be made available to the DCMUD #1 at the City of Fort Worth's North Beach Street Ground Storage Site west of the City of Keller. It is agreed that the DCMUD #1 will participate in the cost of extending a 36-inch water transmission main north in Beach Street, from the Summerfield's Addition vicinity to the North Beach Street Ground Storage Site, and in the cost of the 5 MG Ground Storage facility to be erected on that site. For the purposes of this contract, this 36-inch water transmission main extension and 5 MG ground storage erection combination is considered to be a single project hereinafter referred to as the "Complex," all of which will be solely the property of the City of Fort Worth.

The DCMUD #1 agrees to pay twenty-eight and one-half percent (28.5%) of the total project cost of the Complex, such total project cost to consist of costs for land and rights-of-way required for its construction, design engineering, plans and specifications production, construction of the Complex, construction engineering and preparation of as-built drawings of the completed Complex. In return for payment of this share of the Complex project cost, the DCMUD #1 will be entitled to withdraw up to a maximum of 3.7 MGD through the initial point of connection at the North Beach Street Ground Storage Site, subject to the charges for delivered quantities set out hereinafter.

The City of Fort Worth may initiate construction of the Complex by advising the DCMUD #1 by Certified Mail of its intention of proceeding with construction of the Complex, such Certified Mail advisory to be delivered to the DCMUD #1 at least 30 days prior to the date on which the Complex construction is to be advertised for bids. The DCMUD #1 agrees to deposit with the City of Fort Worth the DCMUD #1's share of the Complex construction contract cost, in cash, by letter of credit, or by certificate of deposit, within 30 days of receipt of written notice from the City of Fort Worth of the amount of that share and to complete payment of its share of the final total project cost of the Complex within 30 days after receipt of written notice from the City of Fort Worth of the amount of that share, computed as described above, based on final costs of the completed Complex.

The DCMUD #1 may initiate construction of the Complex by written request to the City of Fort Worth, with project cost payments to be made in the manner set out above, and the City of Fort Worth will use its best efforts to complete construction of the Complex within 18 months after receipt of such written request from the DCMUD #1; provided, however, that such 18-month period is merely an estimate, and in no event does the City of Fort Worth promise or guarantee construction of the Complex within this estimated time.

2.

LOCATION AND MAINTENANCE OF MEASURING DEVICES

All water furnished under this agreement by the City of Fort Worth shall be measured by one or more suitable meters equipped with continuous flow chart-recording devices and transmitting and receiving equipment. All meters and recording equipment shall be installed and operated by the City of Fort Worth. The DCMUD #1 shall pay to the City of Fort Worth the cost of the meter, recording and transmitting equipment and appurtenances plus the installation and maintenance cost thereof.

The point or points of delivery of treated water by the City of Fort Worth shall be the meter vault connection to the customer's side of the meter, and all necessary mains and distribution facilities from and beyond said point shall be furnished by the DCMUD #1.

The location of each meter shall be mutually agreed upon by and between the parties hereto, and the meter or meters shall not be moved or relocated except by mutual consent.

Each party hereto shall have the right to test the meters and appurtenances at any time by first giving the other party notice of its intention to make such a test. No meter shall be adjusted, changed, or tested, in place or elsewhere, unless the party intending to make such adjustment, change, or test shall first give notice to the other party of this intention and thereafter give reasonable opportunity to the other party to have representatives participate in such test, change or adjustment. All meters will be properly sealed, and the seal shall not be broken unless representatives of both parties have been notified and given a reasonable opportunity to be present.

Either the DCMUD #1 or the City of Fort Worth at its own expense may install a check meter to check measure the volume of water passing through the master meter, provided that if such check meter is installed, the same rules and regulations relative to its operation, maintenance, and reading shall apply as to the meter being tested.

3.

METER READING AND BILLING

The City of Fort Worth will read all meters provided for herein at monthly intervals and the parties to this agreement shall have free access to read these respective meters daily, if either party so desires. It shall be the duty of the parties to give immediate notice, each to the other, should any meter be found not functioning, and upon such notice repairs to such meter shall be made promptly. Whenever it is evident that a meter has not registered accurately for a period of time, the quantity used shall be estimated in accordance with the usage under similar conditions for an equal period.

The meter readings and rates of flow shall be added together when more than one meter is in service and the sum thereof shall be used for the purpose of calculating charges for water used.

A review of water usage amounts by the customer for the past twelve (12) months shall be made during the preparation of the September bill each year. The September statement shall be prepared so as to reflect any and all rates of use charges which have not been previously billed and paid. A copy of the rate of flow charts or other records showing the maximum day and the peak hour of the year shall be furnished to the customer with the September billing.

The DCMUD #1 agrees to appropriate annually sufficient funds to pay the monthly charge for water service. The water charge to be paid by the DCMUD #1 to the City of Fort Worth shall be deemed a current expense of the DCMUD #1 for each year of this contract as such monthly charges become due and payable.

The monthly bill shall be due and payable at the office of the Fort Worth Water Department on or before the 15th day immediately succeeding the monthly billing date.

DEFINITIONS

"Annual consumption" is the total quantity of water purchased under the terms of this contract by the DCMUD #1 during the fiscal year of the City of Fort Worth as determined by the difference in the annual September meter readings.

"Average daily use" is the annual consumption divided by 365.

"Maximum day demand" is the maximum quantity of water used during one calendar day of the fiscal year of the City of Fort Worth.

"MGD" is million gallons per day.

"GPD" is gallons per day.

"TGPLD" is thousand gallons per day.

"Fiscal year" is the fiscal year of the City of Fort Worth from October 1 to September 30.

"Maximum hour demand" or "peak hour rate" is the quantity of water used during the one hour of the year when more water passed through the meter or meters serving the customer than during any other hour of the fiscal year of the City of Fort Worth multiplied by 24.

"Commodity charge" is that part of the rate charged per 1,000 gallons used, regardless of rate of use. The commodity charge shall include the maintenance and operation cost, the capital facilities cost on the part of the production and transmission system related to annual use and the raw water costs.

"Raw water charge" is a part of the commodity charge and represents the rate per 1,000 gallons charged by the Tarrant County Water Control and Improvement District #1 to the City of Fort Worth for raw water to be sold to the DCMUD #1 plus six percent (6%) of said rate, representing Fort Worth water system losses, and the street rental charge of three percent (3%).

"Rate of use charge" is the fixed charge determined for the maximum daily demand in excess of average daily usage and the maximum hourly demand in excess of maximum day demand rates of use.

"Base rate" is composed of the commodity charge, and the rate of use charge.

5.

RATES

1. Method of rate determination

The annual rate charged by the City of Fort Worth for rendering water service under the terms of this contract shall be based upon the functional distribution of the total annual cost incurred in furnishing treated water to its customers, provided that nothing herein shall be construed as contemplating an annual rate of less than the regular City of Fort Worth water only rate, plus ten percent (10%) of said rate.

2. Rates to be used

The annual rate to be charged for water shall include the proper proportionate parts of the maintenance and operation cost as related to the production and transmission facilities of the total Fort Worth Water System, the capital facilities cost (fixed charges) on the production and transmission plant related to the rendition of service at maximum withdrawal rates of use by the DCMUD #1 and the raw water costs.

The charges for the initial period of the contract, which shall be from the date of its execution through September 30, 1982, have been computed as follows:

- a. The commodity charge shall be \$0.3270 per 1,000 gallons withdrawn by the customer.
- b. The annual charge per MGD of daily demand in excess of average daily demand shall be \$29,600 per MGD and maximum hour demand in excess of the maximum day demand shall be \$14,150 per MGD.
- c. The service charge shall be \$25.00 per month per meter.

3. Adjustment of rate

a. Raw water:

The amount charged for raw water shall be increased or decreased proportionately when the raw water cost paid by the City of Fort Worth for water available for treatment and sale to the DCMUD #1 is increased or decreased. At the time of execution of this contract, the rate, including six percent (6%) for system losses, and the street rental charge of three percent (3%), to the DCMUD #1 is \$0.170 per 1,000 gallons. The portion of the raw water charge which reflects system losses shall be adjusted in the manner set out in Subparagraph b. below in accordance with actual experience during the preceding period.

b. Commodity charge and rates of use charges:

The rate shall be reviewed and adjusted every five years except that the first such review shall be based on the annual cost of operation for the fiscal years 1980-81 and 1981-82. The cost related to the production and transmission function of distributing treated water to the Fort Worth city limits in wholesale quantities plus a service charge shall be determined in accordance with methods herein. Such costs shall be projected through the City of Fort Worth fiscal year 1985 to establish the fair rate for water to be charged during the period October 1, 1982, to September 30, 1987. The adjusted rate shall be made effective October 1, 1982. A similar review and rate adjustment shall be made for each succeeding five-year period for the term of the contract.

6.

PAYMENT FOR WATER

Payment of charges to the City of Fort Worth for water used by the DCMUD #1 shall be made as follows:

1. MINIMUM ANNUAL PAYMENT

The minimum annual payment shall be the charges computed for all water delivered by the City of Fort Worth to the DCMUD #1 during the fiscal year based on rates provided herein. However, the minimum annual payment shall never be less than the payment calculated on the basis of the volume of water taken and the related rates of withdrawal during any previous fiscal year.

2. MAXIMUM RATE OF DELIVERY

The maximum rate of delivery at the initial point of connection shall be 3.7 MGD. Maximum rates of delivery at subsequent points of delivery, or variations of the rate at the initial point of connection, shall be as mutually agreed upon by the parties hereto.

3. MINIMUM MONTHLY CHARGE

The minimum monthly charge will be the charge computed for all water delivered to the DCMUD #1 during the applicable calendar month based on rates provided herein.

4. MONTHLY PAYMENT

The monthly payment shall be calculated at the regular City of Fort Worth rate plus ten percent (10%) of said rate (which includes the raw water costs) plus the service charge for the quantity of water withdrawn from the Fort Worth system during the month.

5. ANNUAL PAYMENT

The actual total annual payment for water by the DCMUD #1 shall be related to the annual and peak volumes used by the DCMUD #1 during the fiscal

Annual Payment Calculation

26,000 X \$0.3270	\$ 8,502.00
.1288 X \$29,600	3,812.48
.3200 X \$14,150	4,528.00
12 X 25 X 1	<u>300.00</u>
Total Annual Payment	\$ 17,142.48
Previous Payments	
October through August	<u>11,231.89</u>
September Billing	\$ 5,910.59

7.

EFFECTIVE DATE OF CONTRACT FOR BILLING

The effective date of this contract for billing purposes shall be the fifteenth (15th) day of the month following the month in which water is first delivered to the DCMUD #1 under this agreement.

8.

LIFE OF CONTRACT

The life of this contract shall be for twenty-one (21) years from the date of execution hereof, and may be renewed upon terms mutually agreeable to the parties hereto.

9.

RIGHTS-OF-WAY

The DCMUD #1 shall grant to the City of Fort Worth such easements and rights-of-way along public highways or other property owned by the DCMUD #1 as requested by the City of Fort Worth in order to construct and maintain water mains or facilities with the DCMUD #1 to furnish water to the DCMUD #1 and to other areas. All work done by or on behalf of the City of Fort Worth under this paragraph will be performed in accordance with specifications equal to those applying to work of a similar nature performed within the City of Fort Worth.

10.

STATE HEALTH DEPARTMENT APPROVAL

The water system of the DCMUD #1 shall be approved by the Texas State Department of Health during the life of this contract. If at any time the water system of the DCMUD #1 is not approved by the Texas State Department of Health, there shall not be any direct physical connection between the Fort Worth water system and the DCMUD #1 water system unless an approved backflow prevention device has been provided and installed and this installation has been approved by the Texas State Department of Health.

11.

RESALE OF WATER

The DCMUD #1 does hereby covenant and agree not to sell water to any user within or without its boundaries or service area, as shown on Exhibit "A" attached hereto, at a rate lower than the equivalent Fort Worth rate charged a similar customer located within the City of Fort Worth, plus ten percent (10%). The DCMUD #1 agrees to furnish the City of Fort Worth Water Department a complete rate schedule for all DCMUD #1 water sales.

Except for lines necessary to connect to the City of Fort Worth's system as provided herein, the DCMUD #1 will not make any extension of water lines beyond the limits of the DCMUD #1 and/or its service area as shown in Exhibit "A" attached hereto, nor permit any connections for water outside its limits or such service area, without the approval of the City of Fort Worth. The City of Fort Worth specifically approves the provision of water service to those customers of the DCMUD #1 now located outside its boundaries.

12.

FORCE MAJEURE

If, by reason of force majeure, either party hereto shall be rendered unable, wholly or in part, to carry out its obligations under this agreement, other than the obligation of the DCMUD #1 to make payments required under the terms hereof, then if such party shall give notice and full particulars to such force majeure in writing to the other party within a reasonable time after the occurrence of the event or cause relied on, the obligation of the party giving such notice, so far as it is affected by such force majeure, shall be suspended during the continuance of the inability then claimed, but for no longer period, and such party shall endeavor to remove or overcome such inability with all reasonable dispatch.

The term "force majeure", as employed herein, shall mean acts of God, strikes, lockouts or other industrial disturbances, acts of public enemy, orders of any kind of the Government of the United States or the State of Texas, or any civil or military authority, insurrection, riots, epidemics, landslides, lightning, earthquake, fires, hurricanes, storms, floods, washouts, droughts, arrests, restraints of government and people, civil disturbances, explosions, breakage or accidents to machinery, pipelines or canals, partial or entire failure of water supply, and inability on the part of the City of Fort Worth to deliver water hereunder or the DCMUD #1 to receive water hereunder on account of any other causes not reasonably within the control of the party claiming such inability.

IN TESTIMONY WHEREOF, after proper action by the respective governing bodies of the parties hereto, we have caused these presents to be executed in

quadruplicate copies, each of which is considered to be an original and the seals of the respective parties to be hereto affixed on the date above written.

ATTEST:

CITY OF FORT WORTH

Jack W. Greer
City Secretary

By: *Robert L. Herchert*
Robert L. Herchert

APPROVED AS TO FORM AND LEGALITY:

Quinton R. Peterson
City Attorney

APPROVAL RECOMMENDED:

D. Robinson
Director, Fort Worth Water Department

ATTEST:

DENTON COUNTY MUNICIPAL UTILITY
DISTRICT NO. ONE

Scott T. Massey
Secretary

By: *Kesley H. Chumier*
President

APPROVED AS TO FORM AND LEGALITY:

Robert H. Dent
Attorney for DCMUD #1

APPROVED BY CITY COUNCIL

Jack W. Greer
City Secretary
3-13-79
Date

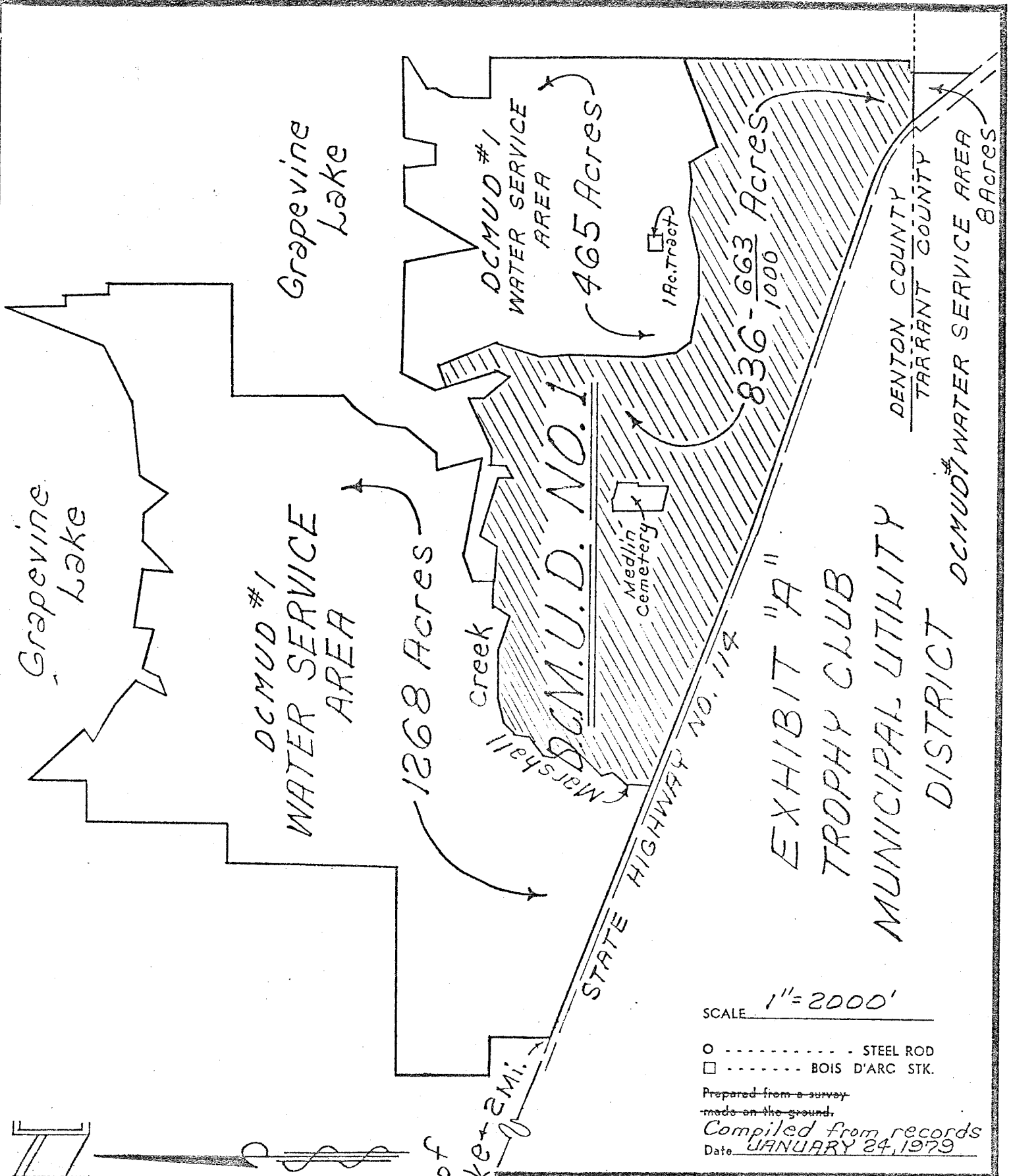


EXHIBIT "A"
 TROPHY CLUB
 MUNICIPAL UTILITY
 DISTRICT

SCALE 1" = 2000'

- STEEL ROD
- BOIS D'ARC STK.

Prepared from a survey
 made on the ground.
 Compiled from records
 Date JANUARY 24, 1979

City of
 Roanoke 2 Mi.

SEMPCO, INC.

• SURVEYING • MAPPING • PLANNING

P. O. Box 1776
 3208 SOUTH MAIN

Phone WA 6 • 7876
 FORT WORTH — TEXAS

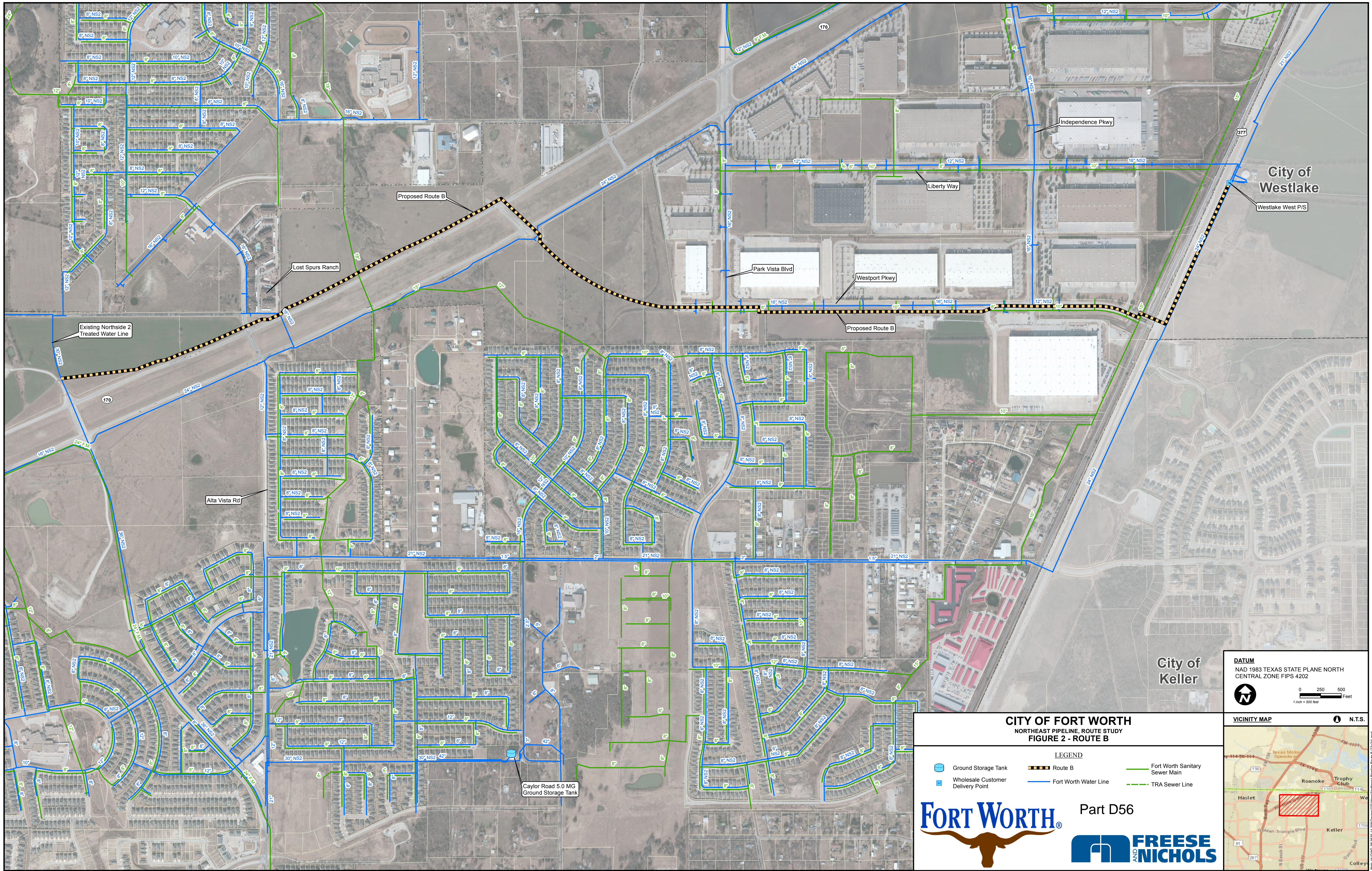
JW6
3-28

City of Fort Worth, Texas
Mayor and Council Communication

DATE	REFERENCE NUMBER	SUBJECT: Proposed Contract Between City of Fort Worth and Denton County Municipal Utility District No. 1 for a	PAGE
3/13/79	C-4556	Municipal Utility District No. 1 for a	1 of 3
Supply of Water			
<p>The Denton County Municipal Utility District No. 1 has applied to the City of Fort Worth for a supply of water to be used to meet the needs of its present and future customers, both inside the 837-acre MUD and in adjacent, identified service areas containing 1,721 acres. All but eight acres of this 2,558 total acreage is in Denton County. Providing service outside the designated areas would require the City's consent.</p>			
<p>Providing water service as requested will require construction of the City of Fort Worth's 36-inch Water Transmission Main E-15 north in Beach Street, from its present terminus in the Summerfields Addition to the North Beach Street Ground Storage Site, and the construction of the proposed 5MG Ground Storage Tank on that site. Construction of these facilities has been tentatively programmed to begin in 1979 in response to continued growth in the Summerfields Addition area. Plans and specifications for these facilities are being prepared by Rady and Associates, Inc., under the engineering agreement approved by the City Council on October 17, 1978 (M&C C-4390). However, the decision to proceed with construction of the facilities would be made at the time plans and specifications are completed only if the current development pace in the Summerfields Addition area indicates that additional water supply is necessary.</p>			
<p>In the proposed agreement the Denton County MUD No. 1 has agreed to share in the construction cost of the Transmission Main-Ground Storage Complex in proportion to its water supply needs from that complex as compared to the supply capacity of the complex. On this basis, the MUD share would be 28.5% of the total project cost, including engineering, rights-of-way and construction costs, with the MUD share to be due and payable at the time a construction contract is awarded. Based on the preliminary project cost estimate of \$2,000,000, this would result in a cost of approximately \$570,000 for the District.</p>			
<p>Either the City of Fort Worth or the MUD could initiate construction of the complex by formal notice to the other party that the facility is needed to meet their requirements. However, as previously stated, it is anticipated that the construction will be initiated by the City in 1979 to meet the growing service requirements in the Summerfields Addition area.</p>			
<p>Other terms of the proposed water service contract are briefly summarized as follows:</p>			
<ol style="list-style-type: none">1. Water would be made available at system pressure from the City of Fort Worth Water Complex at the North Beach Street Ground Storage site, and the MUD would construct, at its own expense, approximately 60,000 feet of transmission main to deliver water to its service area.			

DATE	REFERENCE NUMBER	SUBJECT: Proposed Contract Between City of Fort Worth and Denton County Municipal Utility District No. 1 for a Supply of Water	PAGE
3/13/79	C-4556		<u>2</u> of <u>3</u>
<ol style="list-style-type: none"> <li data-bbox="203 252 1485 357">2. MUD customers would be subject to the same conditions for rationing or otherwise conserving water as would apply to similar customers in Fort Worth, should such conservation measures be required in Fort Worth. <li data-bbox="203 378 1485 514">3. Water supplied to the MUD would be metered, and charges for water supplied would be made at the following standard rates applicable to all wholesale customers located outside the Tarrant County Water Control and Improvement District No. 1: <ol style="list-style-type: none"> <li data-bbox="284 535 1112 577">a. A commodity charge of \$0.3270 per 1000 gallons. <li data-bbox="284 598 1485 672">b. A maximum day charge of \$29,600 per MGD of maximum daily demand in excess of average daily demand. <li data-bbox="284 693 1485 766">c. A maximum hour charge of \$14,150 per MGD of maximum hour demand in excess of the maximum day demand. <li data-bbox="284 787 1112 829">d. A service charge of \$25.00 per month per meter. <li data-bbox="203 850 1485 955">4. The charges for water provided would be subject to periodic adjustment in the same manner as similar charges to other wholesale customer cities, with the first such adjustment to be effective October 1, 1982. <li data-bbox="203 976 1485 1081">5. The minimum annual payment shall never be less than the payment calculated on the basis of volume of water taken and related rates of withdrawal during any previous fiscal year. <li data-bbox="203 1102 1485 1207">6. The maximum rate of delivery shall be 3.7 MGD unless a variation in that rate is mutually agreed upon by both parties and specifically approved by the City Council in a contract amendment. <li data-bbox="203 1228 1485 1333">7. Under no circumstances will the annual rate for water service paid by the MUD under this contract be less than the regular City of Fort Worth water only rate, plus 10% of such rate. <li data-bbox="203 1354 1485 1396">8. The life of the contract is to be 21 years from the date of its execution. <li data-bbox="203 1417 1485 1491">9. The water system of the MUD shall be approved by the Texas State Department of Health during the life of this contract. <li data-bbox="203 1512 1485 1585">10. The MUD shall not sell water received under this contract at lower rates than sales are made to similar customers in Fort Worth, plus 10%. <li data-bbox="203 1606 1485 1743">11. The MUD will make water available to the City of Fort Worth to serve Fort Worth customers in areas adjacent to the MUD system supplied under this contract, with water used by Fort Worth to be credited against water withdrawn by the MUD. 			

DATE	REFERENCE NUMBER	SUBJECT: Proposed Contract Between City of Fort Worth and Denton County Municipal Utility District No. 1 for a supply of Water	PAGE 3 of 3
<p>The Board of Directors of the Tarrant County Water Control and Improvement District No. 1, at its meeting on August 10, 1978, approved the sale of water originating from District sources to those areas designated for service by the District in the <u>North Central Texas Regional Water Supply Study</u>, dated November, 1974, which includes the areas to be served under this proposed contract.</p>			
<p>The City of Keller is expected to request a supply of water from the North Beach Street Ground Storage Site location in the near future. This request will be for a supply of water not to exceed 2.8MGD and will be subject to a cost participation of 21.5% of the Transmission Main Ground Storage Complex project cost. Other provisions of the Keller service contract would be similar to those set out in this agreement.</p>			
<p><u>Recommendation:</u></p>			
<p>It is recommended that the City Council authorize the City Manager to execute the contract under which water service will be provided to the Denton County Municipal Utility District No. 1.</p>			
<p>WRH:bc Attachment</p>			
<p>SUBMITTED FOR THE CITY MANAGER'S OFFICE BY:</p>		<p>DISPOSITION BY COUNCIL: <input type="checkbox"/> APPROVED</p>	<p>PROCESSED BY</p>
<p>ORIGINATING DEPARTMENT HEAD: J. L. Robinson</p>		<p><input type="checkbox"/> OTHER (DESCRIBE)</p>	<p>CITY SECRETARY</p>
<p>FOR ADDITIONAL INFORMATION CONTACT: J. L. Robinson, ext. 8220</p>			<p>DATE</p>



CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 2 - ROUTE B

LEGEND

- Ground Storage Tank
- Wholesale Customer Delivery Point
- Route B
- Fort Worth Water Line
- Fort Worth Sanitary Sewer Main
- TRA Sewer Line

FORT WORTH

Part D56

FREESE AND NICHOLS

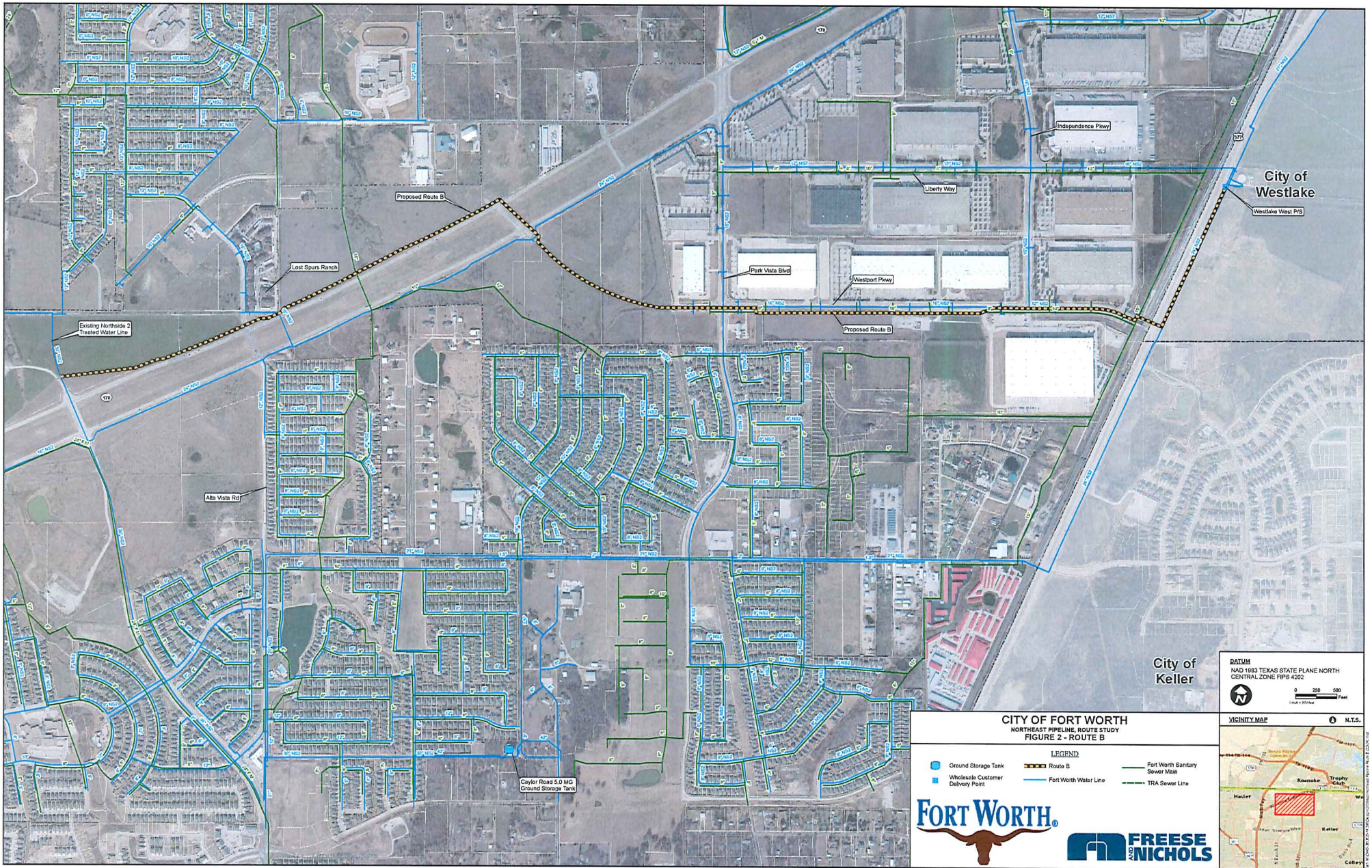
DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

0 250 500 Feet
 1 inch = 500 feet

VICINITY MAP N.T.S.

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Part D56

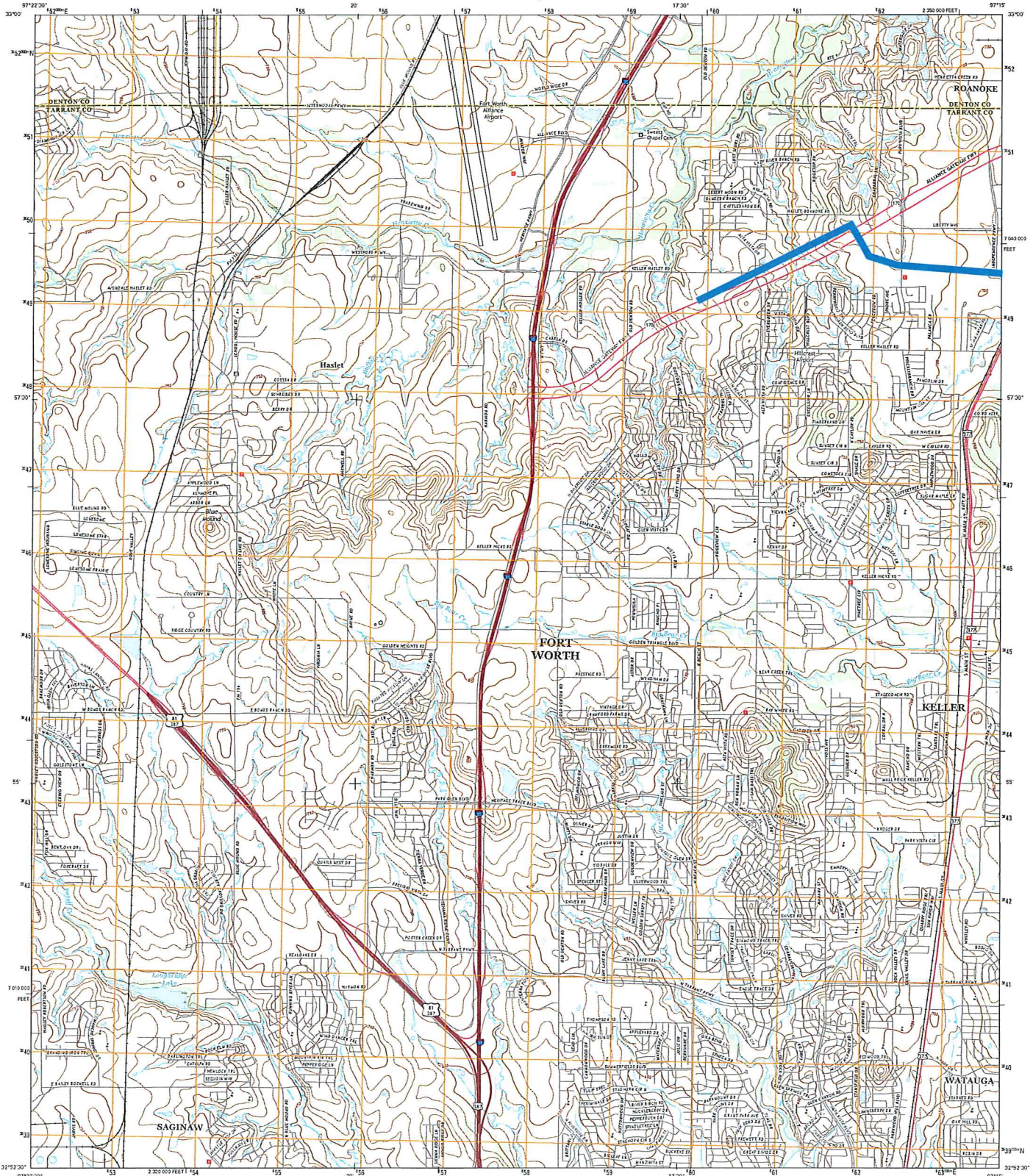




U.S. DEPARTMENT OF THE INTERIOR
U.S. GEOLOGICAL SURVEY



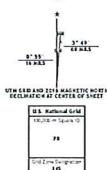
KELLER QUADRANGLE
TEXAS
7.5-MINUTE SERIES



Produced by the United States Geological Survey
North American Datum of 1983 (NAD83)
North Carolina State System of 1983 (NCS83) Projection and
1983-natural Universal Transverse Mercator, Zone 14S
10 250 000 Feet, Texas Coordinate System of 1983 (Texas
Central 2014)

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Boundary: NAD 83, July 2014
Road: U.S. Census Bureau, 2014 - 2015
Name: National Hydrography Dataset, 2014
Hydrography: National Elevation Dataset, 2003
Contour: Multiple sources see metadata file 1002 - 2015
Boundary: FWS National Wetlands Inventory 1977 - 2014



CONTOUR INTERVAL 10 FEET
NORTH AMERICAN DATUM OF 1983

This map was produced to conform with the
National Geospatial Program US Topo Product Standard, 2016.
A metadata file associated with this product is available on the USGS
data website.



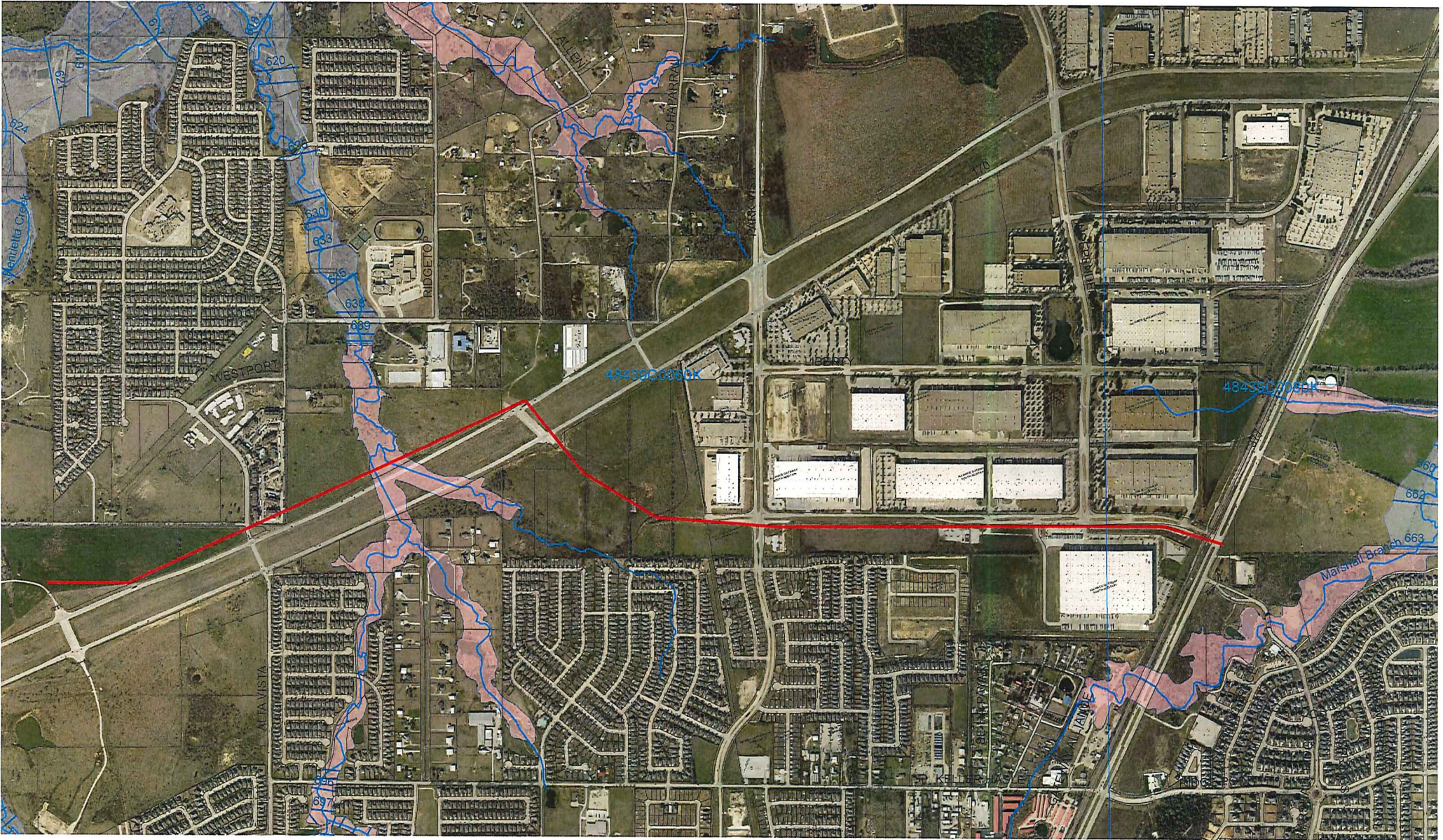
ROAD CLASSIFICATION

Expressway	Local Connector
Secondary Hwy	Local Road
Route	US Route
State Route	State Route

1	2	3	1 Room
4	5	4	2 Room
6	7	8	3 Room
9	10	9	4 Room
11	12	10	5 Room
13	14	11	6 Room
15	16	12	7 Room
17	18	13	8 Room
19	20	14	9 Room
21	22	15	10 Room
23	24	16	11 Room
25	26	17	12 Room
27	28	18	13 Room
29	30	19	14 Room
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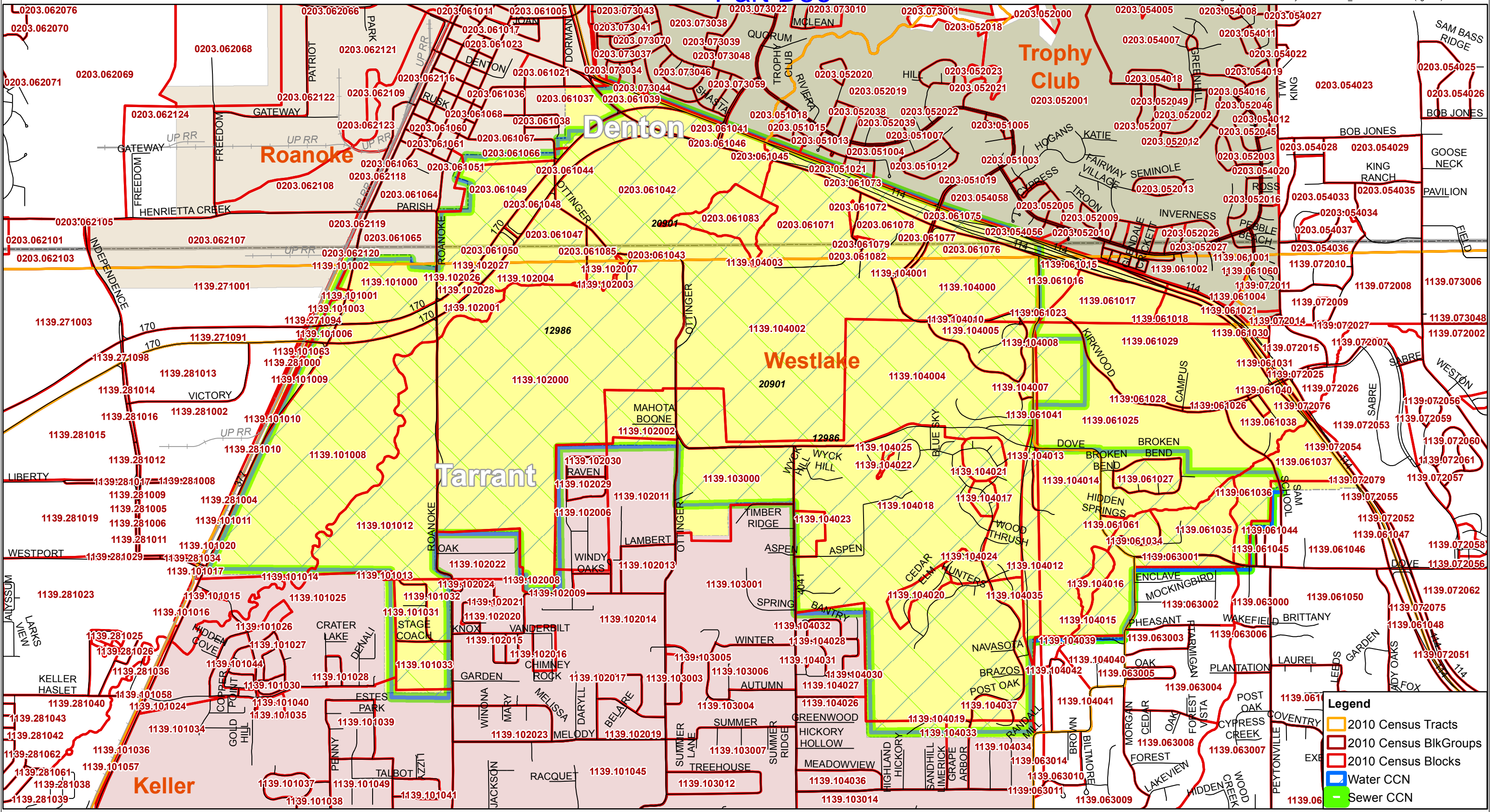
KELLER, TX
2016





Part D56

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1/18/2018
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Westlake CCN and Census Boundaries

FORT WORTH
WATER

0 1,000 2,000 4,000 Feet

Part D57

Westlake Census Tract

203.05

203.06

203.07

1139.06

1139.07

1139.1

OBJECTID_1 *	OBJECTID	STATEFP10	COUNTYFP10	TRACTCE10	BLOCKCE10	GEOID10	NAME10	MTFCC10	UR10	UACE10	FUNCSTAT10	ALAND10	AWATER10	INTPTLAT10	INTPTLON10	LOGRECNO	GEOID10_1	COUNTY	PLACE
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1980	62515	48	121	20306	1050	4.8121E+14	Block 1050	G5040			S	31042	0	32.9908351	-97.2240847	352379	4.8121E+14	121	77620
2165	62700	48	121	20306	1041	4.8121E+14	Block 1041	G5040			S	90888	0	32.9983081	-97.2110605	352370	4.8121E+14	121	77620
2686	63221	48	121	20306	1045	4.8121E+14	Block 1045	G5040			S	40094	0	32.9969951	-97.206211	352374	4.8121E+14	121	77620
3073	63608	48	121	20306	1065	4.8121E+14	Block 1065	G5040			S	190663	0	32.9914565	-97.2315313	352260	4.8121E+14	121	62504
3232	63767	48	121	20306	1047	4.8121E+14	Block 1047	G5040			S	161962	0	32.9913928	-97.2203806	352376	4.8121E+14	121	77620
3435	63970	48	121	20306	1073	4.8121E+14	Block 1073	G5040			S	119405	0	32.9944227	-97.1979335	352382	4.8121E+14	121	77620
3436	63971	48	121	20306	1044	4.8121E+14	Block 1044	G5040			S	104323	0	32.9973182	-97.2165086	352373	4.8121E+14	121	77620
3468	64003	48	121	20306	1037	4.8121E+14	Block 1037	G5040			S	177118	0	32.9990811	-97.2191282	352244	4.8121E+14	121	62504
3480	64015	48	121	20306	1043	4.8121E+14	Block 1043	G5040			S	13281	0	32.9900923	-97.2128027	352372	4.8121E+14	121	77620
3481	64016	48	121	20305	1020	4.8121E+14	Block 1020	G5040			S	5049	0	32.9937923	-97.19441	349945	4.8121E+14	121	77620
3483	64018	48	121	20306	1081	4.8121E+14	Block 1081	G5040			S	2712	0	32.9910098	-97.197513	352390	4.8121E+14	121	77620
3640	64175	48	121	20306	1086	4.8121E+14	Block 1086	G5040			S	4	1061	32.98991	-97.2154397	352395	4.8121E+14	121	77620
3892	64427	48	121	20306	1085	4.8121E+14	Block 1085	G5040			S	31329	0	32.9905911	-97.2167351	352394	4.8121E+14	121	77620
4285	64820	48	121	20306	1080	4.8121E+14	Block 1080	G5040			S	503	0	32.9911465	-97.1981764	352389	4.8121E+14	121	77620
4636	65171	48	121	20306	1071	4.8121E+14	Block 1071	G5040			S	360451	0	32.992506	-97.2016946	352380	4.8121E+14	121	77620
4734	65269	48	121	20306	1076	4.8121E+14	Block 1076	G5040			S	91368	2761	32.9904997	-97.1900533	352385	4.8121E+14	121	77620
5055	65590	48	121	20306	1049	4.8121E+14	Block 1049	G5040			S	311078	0	32.9932299	-97.2251291	352378	4.8121E+14	121	77620
6583	67118	48	121	20307	3033	4.8121E+14	Block 3033	G5040			S	10116	0	33.001969	-97.2169958	349954	4.8121E+14	121	77620
6584	67119	48	121	20305	1021	4.8121E+14	Block 1021	G5040			S	10237	0	32.99591	-97.2008074	349946	4.8121E+14	121	77620
6585	67120	48	121	20305	4056	4.8121E+14	Block 4056	G5040			S	15789	0	32.9913262	-97.1863648	350083	4.8121E+14	121	77620
6738	67273	48	121	20306	1075	4.8121E+14	Block 1075	G5040			S	94847	0	32.9911985	-97.1878319	352384	4.8121E+14	121	77620
7687	68222	48	121	20306	1046	4.8121E+14	Block 1046	G5040			S	3012	0	32.9974892	-97.2079129	352375	4.8121E+14	121	77620
8028	68563	48	121	20306	1039	4.8121E+14	Block 1039	G5040			S	47071	0	32.99987	-97.214631	352369	4.8121E+14	121	77620
8068	68603	48	121	20306	1064	4.8121E+14	Block 1064	G5040			S	153558	0	32.9947354	-97.2305002	352259	4.8121E+14	121	62504
8070	68605	48	121	20306	1066	4.8121E+14	Block 1066	G5040			S	111197	0	32.996711	-97.2237877	352261	4.8121E+14	121	62504
8452	68987	48	121	20306	1083	4.8121E+14	Block 1083	G5040			S	0	157569	32.9924936	-97.2071649	352392	4.8121E+14	121	77620
8456	68991	48	121	20306	1072	4.8121E+14	Block 1072	G5040			S	8858	0	32.9925579	-97.1982869	352381	4.8121E+14	121	77620
9624	70159	48	121	20307	3065	4.8121E+14	Block 3065	G5040			S	4204	0	32.9976304	-97.2060669	349957	4.8121E+14	121	77620
11108	71643	48	121	20306	1051	4.8121E+14	Block 1051	G5040			S	50745	0	32.9947012	-97.2275717	352246	4.8121E+14	121	62504
11219	71754	48	121	20306	1079	4.8121E+14	Block 1079	G5040			S	3236	0	32.9907279	-97.1977469	352388	4.8121E+14	121	77620
11848	72383	48	121	20306	1048	4.8121E+14	Block 1048	G5040			S	54580	0	32.9934063	-97.2217166	352377	4.8121E+14	121	77620
11849	72384	48	121	20306	1077	4.8121E+14	Block 1077	G5040			S	5850	0	32.9906928	-97.1931001	352386	4.8121E+14	121	77620
11875	72410	48	121	20307	3052	4.8121E+14	Block 3052	G5040			S	305	0	32.9981521	-97.2076483	349956	4.8121E+14	121	77620
12377	72912	48	121	20306	1042	4.8121E+14	Block 1042	G5040			S	816330	10429	32.9945406	-97.2129314	352371	4.8121E+14	121	77620
12378	72913	48	121	20306	1084	4.8121E+14	Block 1084	G5040			S	5205	0	32.9965491	-97.2196409	352393	4.8121E+14	121	77620
12402	72937	48	121	20306	1070	4.8121E+14	Block 1070	G5040			S	3291	0	33.0008908	-97.2168664	352265	4.8121E+14	121	62504
12662	73197	48	121	20306	1074	4.8121E+14	Block 1074	G5040			S	1783	0	32.9924042	-97.1922796	352383	4.8121E+14	121	77620
13350	73885	48	121	20306	1078	4.8121E+14	Block 1078	G5040			S	155334	0	32.9915444	-97.1957193	352387	4.8121E+14	121	77620
14134	74669	48	121	20307	3051	4.8121E+14	Block 3051	G5040			S	9690	0	32.9992848	-97.211026	349955	4.8121E+14	121	77620
14160	74695	48	121	20306	1082	4.8121E+14	Block 1082	G5040			S	1170	0	32.989996	-97.1979894	352391	4.8121E+14	121	77620
26505	119353	48	439	113910	2001	4.84391E+14	Block 2001	G5040			S	65722	0	32.9871532	-97.2261833	994799	4.84391E+14	439	77620
26506	119354	48	439	113910	1007	4.84391E+14	Block 1007	G5040			S	81675	0	32.9859913	-97.2327466	994791	4.84391E+14	439	77620
26507	119355	48	439	113910	2028	4.84391E+14	Block 2028	G5040			S	28861	0	32.9878403	-97.2273555	994808	4.84391E+14	439	77620
26508	119356	48	439	113906	1017	4.84391E+14	Block 1017	G5040			S	192926	0	32.9870416	-97.1797836	991069	4.84391E+14	439	77620
26509	119357	48	439	113906	1018	4.84391E+14	Block 1018	G5040			S	65134	0	32.9862805	-97.1741499	991070	4.84391E+14	439	77620

26514	119362	48	439	113906	1020	4.84391E+14	Block 1020	G5040	S	18840	0	32.9869235	-97.1725975	991072	4.84391E+14	439	77620
26597	119445	48	439	113907	2015	4.84391E+14	Block 2015	G5040	S	96213	0	32.9838547	-97.1663192	996187	4.84391E+14	439	69032
26603	119451	48	439	113907	2053	4.84391E+14	Block 2053	G5040	S	698842	2572	32.9760293	-97.1594182	996196	4.84391E+14	439	69032
27302	120150	48	439	113906	1037	4.84391E+14	Block 1037	G5040	S	141719	0	32.9772454	-97.1654573	991085	4.84391E+14	439	77620
27748	120596	48	439	113907	2018	4.84391E+14	Block 2018	G5040	S	14003	0	32.9851564	-97.1689768	991059	4.84391E+14	439	73710
27831	120679	48	439	113906	1034	4.84391E+14	Block 1034	G5040	S	52723	0	32.9729886	-97.17771	991082	4.84391E+14	439	77620
28253	121101	48	439	113910	1014	4.84391E+14	Block 1014	G5040	S	172767	338	32.9691247	-97.244612	994730	4.84391E+14	439	38632
28886	121734	48	439	113910	4023	4.84391E+14	Block 4023	G5040	S	58920	0	32.9730605	-97.2018607	991141	4.84391E+14	439	99999
29334	122182	48	439	113910	1000	4.84391E+14	Block 1000	G5040	S	221724	0	32.9881484	-97.2322401	994790	4.84391E+14	439	77620
29335	122183	48	439	113910	1004	4.84391E+14	Block 1004	G5040	S	28507	0	32.9879624	-97.2364539	996899	4.84391E+14	439	99999
29336	122184	48	439	113906	1022	4.84391E+14	Block 1022	G5040	S	6455	0	32.9883768	-97.1767279	991074	4.84391E+14	439	77620
29341	122189	48	439	113910	2000	4.84391E+14	Block 2000	G5040	S	2100383	26949	32.9806205	-97.2218808	994798	4.84391E+14	439	77620
29407	122255	48	439	113906	1023	4.84391E+14	Block 1023	G5040	S	2635	0	32.986265	-97.1847017	991075	4.84391E+14	439	77620
29648	122496	48	439	113910	1009	4.84391E+14	Block 1009	G5040	S	43763	0	32.9831725	-97.238625	996895	4.84391E+14	439	77620
29993	122841	48	439	113910	2002	4.84391E+14	Block 2002	G5040	S	160085	820	32.9808944	-97.2136811	994800	4.84391E+14	439	77620
30096	122944	48	439	113906	1047	4.84391E+14	Block 1047	G5040	S	19646	0	32.9721058	-97.1597759	996157	4.84391E+14	439	69032
30427	123275	48	439	113910	4017	4.84391E+14	Block 4017	G5040	S	38001	0	32.9750472	-97.1890099	991120	4.84391E+14	439	77620
31202	124050	48	439	113910	4022	4.84391E+14	Block 4022	G5040	S	0	2934	32.9769086	-97.1964169	991125	4.84391E+14	439	77620
31524	124372	48	439	113910	4008	4.84391E+14	Block 4008	G5040	S	9460	0	32.9851398	-97.1855489	991111	4.84391E+14	439	77620
32040	124888	48	439	113910	4007	4.84391E+14	Block 4007	G5040	S	27489	0	32.9826511	-97.1857492	991110	4.84391E+14	439	77620
32940	125788	48	439	113910	4014	4.84391E+14	Block 4014	G5040	S	448928	19823	32.9726854	-97.1830507	991117	4.84391E+14	439	77620
32941	125789	48	439	113910	4005	4.84391E+14	Block 4005	G5040	S	164724	0	32.9845098	-97.188548	991108	4.84391E+14	439	77620
33987	126835	48	439	113910	2011	4.84391E+14	Block 2011	G5040	S	360666	0	32.975396	-97.214102	994756	4.84391E+14	439	38632
33993	126841	48	439	113910	1008	4.84391E+14	Block 1008	G5040	S	1252523	2238	32.9779814	-97.2375968	994792	4.84391E+14	439	77620
33994	126842	48	439	113910	1011	4.84391E+14	Block 1011	G5040	S	28652	0	32.9740896	-97.2445808	993266	4.84391E+14	439	99999
34094	126942	48	439	113906	1035	4.84391E+14	Block 1035	G5040	S	227153	0	32.9729678	-97.1737443	991083	4.84391E+14	439	77620
34130	126978	48	439	113910	1013	4.84391E+14	Block 1013	G5040	S	3811	0	32.9707255	-97.2324994	994729	4.84391E+14	439	38632
35054	127902	48	439	113910	4021	4.84391E+14	Block 4021	G5040	S	74033	0	32.9774979	-97.1890007	991124	4.84391E+14	439	77620
35104	127952	48	439	113906	1026	4.84391E+14	Block 1026	G5040	S	10268	0	32.9803924	-97.172793	991078	4.84391E+14	439	77620
35105	127953	48	439	113907	2023	4.84391E+14	Block 2023	G5040	S	2960	0	32.9826683	-97.167745	996189	4.84391E+14	439	69032
36062	128910	48	439	113910	4013	4.84391E+14	Block 4013	G5040	S	13734	0	32.9760622	-97.1852368	991116	4.84391E+14	439	77620
36295	129143	48	439	113910	4001	4.84391E+14	Block 4001	G5040	S	5169	0	32.9892413	-97.1944844	991104	4.84391E+14	439	77620
36296	129144	48	439	113910	2027	4.84391E+14	Block 2027	G5040	S	17572	0	32.9893235	-97.2253774	994807	4.84391E+14	439	77620
36693	129541	48	439	113910	4010	4.84391E+14	Block 4010	G5040	S	18475	0	32.9859928	-97.1877553	991113	4.84391E+14	439	77620
36704	129552	48	439	113910	4019	4.84391E+14	Block 4019	G5040	S	3254	0	32.9614472	-97.1919191	991122	4.84391E+14	439	77620
37551	130399	48	439	113907	2077	4.84391E+14	Block 2077	G5040	S	2484	0	32.980114	-97.1654663	996207	4.84391E+14	439	69032
37560	130408	48	439	113910	3001	4.84391E+14	Block 3001	G5040	S	734315	8021	32.9699444	-97.2072157	994774	4.84391E+14	439	38632
37780	130628	48	439	113910	4004	4.84391E+14	Block 4004	G5040	S	1080828	71148	32.9821774	-97.1936691	991107	4.84391E+14	439	77620
37781	130629	48	439	113906	1041	4.84391E+14	Block 1041	G5040	S	18305	0	32.9815107	-97.1852046	991089	4.84391E+14	439	77620
37782	130630	48	439	113910	4038	4.84391E+14	Block 4038	G5040	S	37274	0	32.9632752	-97.1852426	996448	4.84391E+14	439	69032
38261	131109	48	439	113910	1031	4.84391E+14	Block 1031	G5040	S	85368	0	32.9684404	-97.2309083	994794	4.84391E+14	439	77620
38686	131534	48	439	113906	1027	4.84391E+14	Block 1027	G5040	S	92670	0	32.9762377	-97.176887	991079	4.84391E+14	439	77620
39050	131898	48	439	113910	1022	4.84391E+14	Block 1022	G5040	S	2814	0	32.9710009	-97.2462746	993270	4.84391E+14	439	99999
39581	132429	48	439	113910	1012	4.84391E+14	Block 1012	G5040	S	703088	9179	32.9758233	-97.2319057	994793	4.84391E+14	439	77620
39588	132436	48	439	113910	1032	4.84391E+14	Block 1032	G5040	S	79191	0	32.9687171	-97.2289651	994795	4.84391E+14	439	77620
39733	132581	48	439	113910	2026	4.84391E+14	Block 2026	G5040	S	43278	0	32.9890384	-97.2276329	994806	4.84391E+14	439	77620
39734	132582	48	439	113906	1021	4.84391E+14	Block 1021	G5040	S	9107	0	32.9857245	-97.1699877	991073	4.84391E+14	439	77620

39735	132583	48	439	113910	1003	4.84391E+14	Block 1003	G5040	S	19201	0	32.986936	-97.236307	996893	4.84391E+14	439	77620
39883	132731	48	439	113906	1038	4.84391E+14	Block 1038	G5040	S	138544	0	32.9795247	-97.1684389	991086	4.84391E+14	439	77620
39947	132795	48	439	113907	2019	4.84391E+14	Block 2019	G5040	S	3024	0	32.9852003	-97.1701442	991060	4.84391E+14	439	73710
40699	133547	48	439	113906	3002	4.84391E+14	Block 3002	G5040	S	278260	179	32.9695842	-97.1751527	996413	4.84391E+14	439	69032
40700	133548	48	439	113906	3001	4.84391E+14	Block 3001	G5040	S	48796	0	32.9709782	-97.1745308	991094	4.84391E+14	439	77620
40903	133751	48	439	113907	2054	4.84391E+14	Block 2054	G5040	S	18450	0	32.9774043	-97.1628014	991098	4.84391E+14	439	77620
40953	133801	48	439	113910	4009	4.84391E+14	Block 4009	G5040	S	9323	0	32.9861745	-97.1856022	991112	4.84391E+14	439	77620
41416	134264	48	439	113907	2012	4.84391E+14	Block 2012	G5040	S	12628	0	32.9859429	-97.1684642	991058	4.84391E+14	439	73710
41582	134430	48	439	113910	4040	4.84391E+14	Block 4040	G5040	S	125027	0	32.9650285	-97.180866	996450	4.84391E+14	439	69032
42384	135232	48	439	113910	4020	4.84391E+14	Block 4020	G5040	S	68026	0	32.96917	-97.1940359	991123	4.84391E+14	439	77620
43244	136092	48	439	113910	2003	4.84391E+14	Block 2003	G5040	S	0	6765	32.9884383	-97.217317	994801	4.84391E+14	439	77620
43546	136394	48	439	113906	1046	4.84391E+14	Block 1046	G5040	S	384788	0	32.9729842	-97.1638728	996156	4.84391E+14	439	69032
43559	136407	48	439	113906	1012	4.84391E+14	Block 1012	G5040	S	2334	0	32.9896016	-97.1804659	991064	4.84391E+14	439	77620
43560	136408	48	439	113906	1015	4.84391E+14	Block 1015	G5040	S	12982	0	32.9895533	-97.1826211	991067	4.84391E+14	439	77620
43561	136409	48	439	113910	4003	4.84391E+14	Block 4003	G5040	S	0	2049	32.9897053	-97.2055631	991106	4.84391E+14	439	77620
43927	136775	48	439	113910	1033	4.84391E+14	Block 1033	G5040	S	122495	3178	32.9652006	-97.22998	994796	4.84391E+14	439	77620
44958	137806	48	439	113906	1039	4.84391E+14	Block 1039	G5040	S	9623	0	32.9805408	-97.1687876	991087	4.84391E+14	439	77620
44963	137811	48	439	113906	1030	4.84391E+14	Block 1030	G5040	S	257	0	32.9850076	-97.1701666	991051	4.84391E+14	439	73710
47744	140592	48	439	113910	4039	4.84391E+14	Block 4039	G5040	S	25455	0	32.9657617	-97.1842377	996449	4.84391E+14	439	69032
48691	141539	48	439	113910	2008	4.84391E+14	Block 2008	G5040	S	20866	0	32.9699634	-97.2215546	994805	4.84391E+14	439	77620
48692	141540	48	439	113910	2020	4.84391E+14	Block 2020	G5040	S	123591	0	32.9687145	-97.2246722	994765	4.84391E+14	439	38632
48805	141653	48	439	113907	2024	4.84391E+14	Block 2024	G5040	S	342	0	32.9820382	-97.167192	996190	4.84391E+14	439	69032
48806	141654	48	439	113907	2025	4.84391E+14	Block 2025	G5040	S	4156	0	32.9824799	-97.1661298	996191	4.84391E+14	439	69032
48817	141665	48	439	113910	4027	4.84391E+14	Block 4027	G5040	S	206973	0	32.9643503	-97.2016418	991027	4.84391E+14	439	38632
48820	141668	48	439	113910	4011	4.84391E+14	Block 4011	G5040	S	264	0	32.985775	-97.1861523	991114	4.84391E+14	439	77620
51250	144098	48	439	113910	4002	4.84391E+14	Block 4002	G5040	S	1420148	19956	32.9829223	-97.2044334	991105	4.84391E+14	439	77620
51302	144150	48	439	113907	2079	4.84391E+14	Block 2079	G5040	S	14374	0	32.9777304	-97.1635316	991100	4.84391E+14	439	77620
51385	144233	48	439	113906	1013	4.84391E+14	Block 1013	G5040	S	41556	0	32.9887188	-97.1790921	991065	4.84391E+14	439	77620
51529	144377	48	439	113906	1025	4.84391E+14	Block 1025	G5040	S	912184	5173	32.9792654	-97.1783371	991077	4.84391E+14	439	77620
51530	144378	48	439	113906	1040	4.84391E+14	Block 1040	G5040	S	5988	0	32.9814916	-97.1685239	991088	4.84391E+14	439	77620
51531	144379	48	439	113907	2022	4.84391E+14	Block 2022	G5040	S	862	0	32.9824458	-97.1677372	991097	4.84391E+14	439	77620
51532	144380	48	439	113906	1031	4.84391E+14	Block 1031	G5040	S	8167	0	32.9835336	-97.1689529	991133	4.84391E+14	439	99999
51943	144791	48	439	113910	1006	4.84391E+14	Block 1006	G5040	S	14079	0	32.985644	-97.2370061	996894	4.84391E+14	439	77620
51944	144792	48	439	113910	3000	4.84391E+14	Block 3000	G5040	S	397434	7274	32.9764049	-97.2066972	994810	4.84391E+14	439	77620
51945	144793	48	439	113910	4034	4.84391E+14	Block 4034	G5040	S	208164	0	32.9592286	-97.1879894	991034	4.84391E+14	439	38632
51985	144833	48	439	113907	2026	4.84391E+14	Block 2026	G5040	S	57423	0	32.9817465	-97.1647978	996192	4.84391E+14	439	69032
52057	144905	48	439	113910	1025	4.84391E+14	Block 1025	G5040	S	613320	0	32.9674942	-97.236684	994733	4.84391E+14	439	38632
52147	144995	48	439	113910	4015	4.84391E+14	Block 4015	G5040	S	148718	0	32.9686797	-97.1797605	991118	4.84391E+14	439	77620
52158	145006	48	439	113910	4016	4.84391E+14	Block 4016	G5040	S	0	54726	32.9700422	-97.1810578	991119	4.84391E+14	439	77620
52159	145007	48	439	113907	2078	4.84391E+14	Block 2078	G5040	S	5909	0	32.9808417	-97.1662752	991099	4.84391E+14	439	77620
52160	145008	48	439	113906	1043	4.84391E+14	Block 1043	G5040	S	7243	0	32.9811092	-97.1668496	991091	4.84391E+14	439	77620
52169	145017	48	439	113910	4018	4.84391E+14	Block 4018	G5040	S	1998341	44695	32.9706563	-97.1947805	991121	4.84391E+14	439	77620
52568	145416	48	439	113910	1010	4.84391E+14	Block 1010	G5040	S	21283	0	32.9802634	-97.2409779	996901	4.84391E+14	439	99999
52835	145683	48	439	113907	2052	4.84391E+14	Block 2052	G5040	S	15192	0	32.972095	-97.1590256	996195	4.84391E+14	439	69032
53116	145964	48	439	113910	4006	4.84391E+14	Block 4006	G5040	S	516	0	32.985975	-97.1933109	991109	4.84391E+14	439	77620
53838	146686	48	439	113906	1002	4.84391E+14	Block 1002	G5040	S	154623	0	32.9885852	-97.1728483	991041	4.84391E+14	439	73710
53839	146687	48	439	113910	2005	4.84391E+14	Block 2005	G5040	S	0	3095	32.989266	-97.2154957	994803	4.84391E+14	439	77620

53840	146688	48	439	113910	2007	4.84391E+14	Block 2007	G5040	S	29306	0	32.9892806	-97.2166942	994804	4.84391E+14	439	77620
54249	147097	48	439	113910	4024	4.84391E+14	Block 4024	G5040	S	47264	0	32.9706929	-97.190415	991126	4.84391E+14	439	77620
54848	147696	48	439	113910	2009	4.84391E+14	Block 2009	G5040	S	20522	0	32.9702198	-97.2197458	994754	4.84391E+14	439	38632
54972	147820	48	439	113906	1016	4.84391E+14	Block 1016	G5040	S	67903	0	32.9882527	-97.1837375	991068	4.84391E+14	439	77620
54973	147821	48	439	113910	4000	4.84391E+14	Block 4000	G5040	S	371675	1609	32.9879824	-97.1899532	991103	4.84391E+14	439	77620
55518	148366	48	439	113910	2006	4.84391E+14	Block 2006	G5040	S	234085	0	32.9741482	-97.2184549	994753	4.84391E+14	439	38632
55562	148410	48	439	113906	1019	4.84391E+14	Block 1019	G5040	S	17513	0	32.986789	-97.1730214	991071	4.84391E+14	439	77620
55563	148411	48	439	113906	1024	4.84391E+14	Block 1024	G5040	S	10877	0	32.9860365	-97.1837356	991076	4.84391E+14	439	77620
55564	148412	48	439	113910	1001	4.84391E+14	Block 1001	G5040	S	2297	0	32.988002	-97.2350919	994814	4.84391E+14	439	99999
55567	148415	48	439	113910	1002	4.84391E+14	Block 1002	G5040	S	11231	0	32.9891309	-97.2353637	996892	4.84391E+14	439	77620
55569	148417	48	439	113906	1014	4.84391E+14	Block 1014	G5040	S	2307	0	32.9891515	-97.1788715	991066	4.84391E+14	439	77620
55572	148420	48	439	113910	2004	4.84391E+14	Block 2004	G5040	S	99293	6334	32.9891551	-97.221598	994802	4.84391E+14	439	77620
56046	148894	48	439	113910	1063	4.84391E+14	Block 1063	G5040	S	15745	0	32.9828305	-97.2396167	996902	4.84391E+14	439	99999
56055	148903	48	439	113906	1042	4.84391E+14	Block 1042	G5040	S	5192	0	32.9807528	-97.1705645	991090	4.84391E+14	439	77620
56499	149347	48	439	113906	1028	4.84391E+14	Block 1028	G5040	S	10709	0	32.9807383	-97.1764612	991080	4.84391E+14	439	77620
56500	149348	48	439	113907	2055	4.84391E+14	Block 2055	G5040	S	17533	0	32.9710754	-97.1589258	996197	4.84391E+14	439	69032
56501	149349	48	439	113907	2076	4.84391E+14	Block 2076	G5040	S	9789	0	32.9811833	-97.1661101	996206	4.84391E+14	439	69032
56554	149402	48	439	113910	1005	4.84391E+14	Block 1005	G5040	S	5269	0	32.9856506	-97.2379321	996900	4.84391E+14	439	99999
56555	149403	48	439	113910	4012	4.84391E+14	Block 4012	G5040	S	144021	0	32.9716018	-97.185685	991115	4.84391E+14	439	77620
57877	150725	48	439	113910	4035	4.84391E+14	Block 4035	G5040	S	99435	0	32.9660033	-97.1866407	991128	4.84391E+14	439	77620
57982	150830	48	439	113910	2022	4.84391E+14	Block 2022	G5040	S	184739	0	32.9719548	-97.2258055	994767	4.84391E+14	439	38632
58253	151101	48	439	113907	2017	4.84391E+14	Block 2017	G5040	S	127	0	32.9853519	-97.1680759	991136	4.84391E+14	439	99999
58460	151308	48	439	113910	4033	4.84391E+14	Block 4033	G5040	S	69869	0	32.9592929	-97.1911566	991033	4.84391E+14	439	38632
58462	151310	48	439	113910	1034	4.84391E+14	Block 1034	G5040	S	1369948	0	32.9601004	-97.2409747	994739	4.84391E+14	439	38632
58520	151368	48	439	113906	1036	4.84391E+14	Block 1036	G5040	S	127504	0	32.9744034	-97.1695036	991084	4.84391E+14	439	77620
58756	151604	48	439	113906	3000	4.84391E+14	Block 3000	G5040	S	98611	0	32.9687535	-97.1695229	996412	4.84391E+14	439	69032
58757	151605	48	439	113906	1044	4.84391E+14	Block 1044	G5040	S	70570	0	32.972736	-97.1682273	996154	4.84391E+14	439	69032
58809	151657	48	439	113906	1061	4.84391E+14	Block 1061	G5040	S	15617	0	32.9732949	-97.1797962	991092	4.84391E+14	439	77620
58810	151658	48	439	113907	2021	4.84391E+14	Block 2021	G5040	S	10152	0	32.9842584	-97.1685586	991138	4.84391E+14	439	99999
58812	151660	48	439	113907	2020	4.84391E+14	Block 2020	G5040	S	7197	0	32.9839912	-97.1689566	991137	4.84391E+14	439	99999
58813	151661	48	439	113910	1021	4.84391E+14	Block 1021	G5040	S	883	0	32.9714053	-97.2460561	993269	4.84391E+14	439	99999
59047	151895	48	439	113910	4025	4.84391E+14	Block 4025	G5040	S	0	4751	32.9778354	-97.1960389	991127	4.84391E+14	439	77620
59050	151898	48	439	113910	4026	4.84391E+14	Block 4026	G5040	S	482389	0	32.9600132	-97.1975304	991026	4.84391E+14	439	38632
59716	152564	48	439	113906	1029	4.84391E+14	Block 1029	G5040	S	577943	0	32.9832663	-97.1749249	991081	4.84391E+14	439	77620
59784	152632	48	439	113910	4037	4.84391E+14	Block 4037	G5040	S	41583	0	32.9620473	-97.188673	991129	4.84391E+14	439	77620

P0030004	P0030005	P0030006	P0030007	P0030008	P0030009	P0040001	P0040002	P0040003	P0040005	P0040006	P0040007	P0040008	P0040009	P0040010	P0040011	H001001	H001002	H001003	Shape *	Shape.STArea()	Shape.STLength()
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0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	189093.4512	1921.491521
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	198817.2441	4324.976247
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	35017.49805	1791.046201
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	26723.77344	2323.295096
0	0	0	0	0	4	97	6	91	89	0	0	0	0	0	2	57	52	5 Polygon	7988370.146	12664.71498
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0	0	4	0	0	0	45	1	44	40	0	0	4	0	0	0	22	21	1 Polygon	997230.5771	4174.892745
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0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	465714.2373	3101.341599
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	98000.75293	5782.571115

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0	0	0	0	0	0	10	2	8	8	0	0	0	0	0	0	5	5	0 Polygon	1070032.914	8085.217635
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0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	1362.367188	309.799472
0	0	0	0	0	0	33	0	33	33	0	0	0	0	0	0	14	14	0 Polygon	751864.4219	4080.42787
2	1	10	0	0	3	209	7	202	186	2	1	10	0	0	3	101	96	5 Polygon	14742217.48	30373.47759
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0	0	0	0	0	0	34	2	32	32	0	0	0	0	0	0	18	18	0 Polygon	1061170.137	4261.308819
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	1 Polygon	759413.1445	6749.030326
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3	2	2	0	2	0	250	6	244	236	3	2	2	0	1	0	114	114	0 Polygon	5191061.369	10785.06514
0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0 Polygon	6219326.344	11287.94565
0	0	0	0	0	0	8	0	8	8	0	0	0	0	0	0	4	4	0 Polygon	447485.8711	2694.880976

P1. TOTAL POPULATION [1]

Universe: Total population

Total P0010001 01 9

P2. URBAN AND RURAL [6] (Urban/Rural Update only)

Universe: Total population

Total: P0020001 02 9

Urban: P0020002 02 9

Inside urbanized areas P0020003 02 9

Inside urban clusters P0020004 02 9

Rural P0020005 02 9

Not defined for this file P0020006 02 9

P3. RACE [8] Universe: Total

Population Total:

P0030001 03 9 White alone

P0030002 03 9 Black or African American alone

P0030003 03 9 American Indian and Alaska Native alone

P0030004 03 9 Asian alone

P0030005 03 9 Native Hawaiian and Other

Pacific Islander alone

P0030006 03 9 Some Other Race alone

P0030007 03 9 Two or More Races

P0030008 03 9

P4. HISPANIC OR LATINO ORIGIN [3] Universe: Total

Population Total:

P0040001 03 9 Not Hispanic or Latino

P0040002 03 9 Hispanic or Latino

P0040003 03 9

HCT1. URBAN AND RURAL [6]

Universe: Occupied housing units

Total: HCT0010001 10 9

Urban: HCT0010002 10 9

Inside urbanized areas HCT0010003 10 9

Inside urban clusters HCT0010004 10 9

Rural HCT0010005 10 9

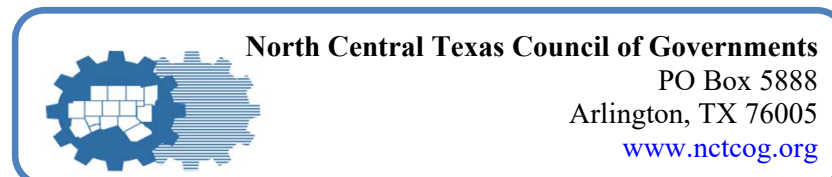
Not defined for this file HCT0010006 10 9

2017 Population Estimates

Disclaimer

There are a variety of ways to estimate population for a given area. The North Central Texas Council of Governments has selected a method that accommodates the varying level of data available for local communities while focusing on consistency. These estimates were developed for regional planning activities and have not been evaluated for other uses. They are provided as an informational item and are likely to differ from estimates produced by others, including the cities and counties listed herein. The North Central Texas Council of Governments makes no warranty, express or implied, including warranties of merchantability and fitness for a particular purpose. Responsibility for the use of these data lies solely with the user.

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Part D59

2017 Population Estimates, City by County					
	2010 Census Population April 1	2016 Estimate January 1	2017 Estimate January 1	2016-2017 Absolute Change	2016-2017 Percent Change
Collin County	782,341	901,170	932,530	31,360	3.5%
Allen	84,246	94,060	95,350	1,290	1.4%
Anna	8,249	11,320	12,390	1,070	9.5%
Celina	6,028	8,650	10,310	1,660	19.2%
Fairview	7,248	8,490	9,110	620	7.3%
Farmersville	3,301	3,330	3,330	-	0.0%
Frisco	116,989	153,520	161,400	7,880	5.1%
Josephine	812	1,100	1,160	60	5.5%
Lavon	2,219	3,080	3,220	140	4.5%
Lowry Crossing	1,711	1,710	1,710	-	0.0%
Lucas	5,166	6,680	7,030	350	5.2%
McKinney	131,117	161,470	169,710	8,240	5.1%
Melissa	4,695	7,920	8,850	930	11.7%
Murphy	17,708	19,710	19,980	270	1.4%
Parker	3,811	4,290	4,440	150	3.5%
Plano	259,841	274,960	277,720	2,760	1.0%
Princeton	6,807	8,480	9,460	980	11.6%
Prosper	9,423	17,790	20,160	2,370	13.3%
St. Paul	1,066	1,080	1,090	10	0.9%
Wylie	41,427	46,100	48,140	2,040	4.4%
Split Cities Adjustment	31,426	16,900	15,580		
Remainder of County	39,051	50,530	52,390	1,860	3.7%
Dallas County	2,368,139	2,478,970	2,502,270	23,300	0.9%
Addison	13,056	15,600	15,730	130	0.8%
Balch Springs	23,728	24,310	24,480	170	0.7%
Cedar Hill	45,028	47,090	47,320	230	0.5%
Cockrell Hill	4,193	4,160	4,160	-	0.0%
Coppell	38,659	40,310	40,820	510	1.3%
Dallas	1,197,816	1,257,730	1,270,170	12,440	1.0%

DeSoto	49,047	51,770	52,120	350	0.7%
Duncanville	38,524	39,230	39,240	10	0.0%
Farmers Branch	28,616	30,480	31,560	1,080	3.5%
Garland	226,876	234,310	234,710	400	0.2%
Glenn Heights	11,278	11,680	11,680	-	0.0%
Grand Prairie	175,396	184,620	187,050	2,430	1.3%
Highland Park	8,564	8,430	8,510	80	0.9%
Hutchins	5,338	5,350	5,350	-	0.0%
Irving	216,290	231,040	234,710	3,670	1.6%
Lancaster	36,361	37,550	37,730	180	0.5%
Mesquite	139,824	142,950	143,060	110	0.1%
Richardson	99,223	104,300	107,400	3,100	3.0%
Rowlett	56,199	57,220	57,840	620	1.1%
Sachse	20,329	23,130	23,950	820	3.5%
Seagoville	14,835	15,580	15,900	320	2.1%
Sunnyvale	5,130	5,410	5,440	30	0.6%
University Park	23,068	22,720	22,820	100	0.4%
Wilmer	3,682	4,190	4,210	20	0.5%
Split Cities Adjustment	(120,096)	(127,770)	(131,450)		
Remainder of County	7,175	7,580	7,760	180	2.4%
Denton County	662,614	784,840	814,560	29,720	3.8%
Argyle	3,282	3,820	3,920	100	2.6%
Aubrey	2,595	3,100	3,110	10	0.3%
Bartonville	1,469	1,650	1,670	20	1.2%
Carrollton	119,097	127,980	130,820	2,840	2.2%
Copper Canyon	1,334	1,380	1,390	10	0.7%
Corinth	19,935	20,740	20,800	60	0.3%
Cross Roads	1,563	1,910	1,950	40	2.1%
Denton	113,383	125,980	128,160	2,180	1.7%
Double Oak	2,867	2,950	2,970	20	0.7%
Flower Mound	64,669	69,070	71,850	2,780	4.0%
Hickory Creek	3,247	3,730	3,870	140	3.8%
Highland Village	15,056	15,370	15,380	10	0.1%
Justin	3,246	3,370	3,640	270	8.0%
Krugerville	1,662	1,680	1,690	10	0.6%

Krum	4,157	4,880	4,890	10	0.2%
Lake Dallas	7,105	7,250	7,260	10	0.1%
Lewisville	95,290	100,400	103,640	3,240	3.2%
Little Elm	25,898	35,050	38,250	3,200	9.1%
Northlake	1,724	2,660	3,010	350	13.2%
Oak Point	2,786	3,080	3,210	130	4.2%
Pilot Point	3,856	4,050	4,130	80	2.0%
Ponder	1,395	1,560	1,780	220	14.1%
Providence	4,786	6,170	6,310	140	2.3%
Roanoke	5,962	7,650	8,040	390	5.1%
Sanger	6,916	7,820	8,100	280	3.6%
Shady Shores	2,612	2,660	2,660	-	0.0%
The Colony	36,328	39,810	41,160	1,350	3.4%
Trophy Club	8,024	10,860	11,250	390	3.6%
Split Cities Adjustment	35,292	55,330	59,910		
Remainder of County	67,078	112,880	119,740	6,860	6.1%
Ellis County	149,610	168,690	173,410	4,720	2.8%
Ennis	18,513	18,590	18,660	70	0.4%
Ferris	2,436	2,450	2,480	30	1.2%
Italy	1,863	1,850	1,850	-	0.0%
Midlothian	18,037	22,620	24,450	1,830	8.1%
Oak Leaf	1,298	1,350	1,370	20	1.5%
Ovilla	3,492	3,820	3,920	100	2.6%
Palmer	2,000	2,030	2,070	40	2.0%
Red Oak	10,769	12,260	12,600	340	2.8%
Waxahachie	29,621	33,480	34,410	930	2.8%
Split Cities Adjustment	3,154	3,250	3,290		
Remainder of County	58,427	66,990	68,310	1,320	2.0%
Erath County	37,890	43,540	43,850	310	0.7%
Dublin	3,654	3,770	3,770	-	0.0%
Stephenville	17,123	21,640	21,950	310	1.4%
Remainder of County	17,113	18,130	18,130	-	0.0%
Hood County	51,182	64,620	64,840	220	0.3%

DeCordova	2,683	2,750	2,790	40	1.5%
Granbury	7,978	9,140	9,310	170	1.9%
Split Cities Adjustment	(18)	(20)	(20)		
Remainder of County	40,539	52,750	52,760	10	0.0%
Hunt County	86,129	93,110	94,350	1,240	1.3%
Caddo Mills	1,338	1,460	1,460	-	0.0%
Commerce	8,078	8,230	8,240	10	0.1%
Greenville	25,557	26,430	26,800	370	1.4%
Quinlan	1,394	1,410	1,430	20	1.4%
West Tawakoni	1,576	1,600	1,610	10	0.6%
Wolfe City	1,412	1,420	1,420	-	0.0%
Split Cities Adjustment	356	1,090	1,200		
Remainder of County	46,418	51,470	52,190	720	1.4%
Johnson County	150,934	161,670	164,970	3,300	2.0%
Alvarado	3,785	4,170	4,210	40	1.0%
Burleson	36,690	42,560	43,960	1,400	3.3%
Cleburne	29,337	29,690	29,780	90	0.3%
Godley	1,009	1,040	1,060	20	1.9%
Grandview	1,561	1,610	1,620	10	0.6%
Joshua	5,910	6,350	6,680	330	5.2%
Keene	6,106	6,230	6,280	50	0.8%
Venus	2,960	3,220	3,370	150	4.7%
Split Cities Adjustment	(5,608)	(6,290)	(6,380)		
Remainder of County	69,184	73,090	74,390	1,300	1.8%
Kaufman County	103,350	113,530	116,140	2,610	2.3%
Combine	1,942	1,970	2,010	40	2.0%
Crandall	2,858	3,100	3,170	70	2.3%
Forney	14,661	17,990	18,590	600	3.3%
Kaufman	6,703	6,620	6,670	50	0.8%
Kemp	1,154	1,170	1,170	-	0.0%
Mabank	3,035	3,180	3,230	50	1.6%
Talty	1,535	2,120	2,310	190	9.0%
Terrell	15,816	16,320	16,570	250	1.5%

Split Cities Adjustment	(1,281)	(1,310)	(1,340)		
Remainder of County	56,927	62,370	63,760	1,390	2.2%
Navarro County	47,735	49,030	49,170	140	0.3%
Corsicana	23,770	23,970	24,040	70	0.3%
Kerens	1,573	1,700	1,700	-	0.0%
Rice	923	940	1,000	60	6.4%
Remainder of County	21,469	22,420	22,430	10	0.0%
Palo Pinto County	28,111	28,660	28,660	-	0.0%
Mineral Wells	16,788	16,740	16,740	-	0.0%
Split Cities Adjustment	(2,144)	(2,140)	(2,140)		
Remainder of County	13,467	14,060	14,060	-	0.0%
Parker County	116,927	127,980	130,150	2,170	1.7%
Aledo	2,716	3,530	3,930	400	11.3%
Annetta	1,288	2,720	2,740	20	0.7%
Hudson Oaks	1,662	2,050	2,110	60	2.9%
Reno	2,494	2,590	2,610	20	0.8%
Springtown	2,658	2,670	2,670	-	0.0%
Weatherford	25,250	27,080	27,660	580	2.1%
Willow Park	3,982	4,640	4,780	140	3.0%
Split Cities Adjustment	4,339	4,380	4,670		
Remainder of County	72,538	78,320	78,980	660	0.8%
Rockwall County	78,337	90,570	93,130	2,560	2.8%
Fate	6,434	10,470	11,380	910	8.7%
Heath	6,921	7,690	7,820	130	1.7%
McLendon-Chisholm	1,373	2,450	2,780	330	13.5%
Rockwall	37,490	41,370	42,120	750	1.8%
Royse City	9,349	11,010	11,540	530	4.8%
Split Cities Adjustment	6,775	5,620	5,140		
Remainder of County	9,995	11,960	12,350	390	3.3%
Somervell County	8,490	9,230	9,420	190	2.1%
Glen Rose	2,444	2,490	2,490	-	0.0%

Remainder of County	6,046	6,740	6,930	190	2.8%
Tarrant County	1,809,034	1,945,320	1,966,440	21,120	1.1%
Arlington	365,438	380,740	382,230	1,490	0.4%
Azle	10,947	11,410	11,800	390	3.4%
Bedford	46,979	48,550	48,560	10	0.0%
Benbrook	21,234	22,040	22,260	220	1.0%
Blue Mound	2,394	2,390	2,390	-	0.0%
Colleyville	22,807	24,230	24,630	400	1.7%
Crowley	12,838	14,140	14,440	300	2.1%
Dalworthington Gardens	2,259	2,320	2,330	10	0.4%
Edgecliff Village	2,776	3,030	3,220	190	6.3%
Eules	51,277	54,250	54,870	620	1.1%
Everman	6,108	6,110	6,110	-	0.0%
Forest Hill	12,355	12,390	12,500	110	0.9%
Fort Worth	741,206	806,380	815,430	9,050	1.1%
Grapevine	46,334	48,920	49,130	210	0.4%
Haltom City	42,409	42,730	42,740	10	0.0%
Haslet	1,517	1,710	1,720	10	0.6%
Hurst	37,337	38,380	38,410	30	0.1%
Keller	39,627	44,050	44,620	570	1.3%
Kennedale	6,763	7,290	7,420	130	1.8%
Lake Worth	4,584	4,710	4,710	-	0.0%
Lakeside	1,307	1,690	1,690	-	0.0%
Mansfield	56,368	61,460	63,670	2,210	3.6%
North Richland Hills	63,343	66,530	67,120	590	0.9%
Pantego	2,394	2,460	2,470	10	0.4%
Pelican Bay	1,547	1,620	1,650	30	1.9%
Richland Hills	7,801	7,920	7,920	-	0.0%
River Oaks	7,427	7,290	7,310	20	0.3%
Saginaw	19,806	20,740	21,320	580	2.8%
Sansom Park	4,686	4,670	4,680	10	0.2%
Southlake	26,575	28,290	28,880	590	2.1%
Watauga	23,497	23,600	23,600	-	0.0%
Westlake	992	1,230	1,310	80	6.5%
Westworth Village	2,472	2,630	2,620	(10)	-0.4%

White Settlement	16,116	16,830	16,830	-	0.0%
Split Cities Adjustment	43,504	46,630	47,190		
Remainder of County	54,010	75,960	78,660	2,700	3.6%
Wise County	59,127	62,240	62,460	220	0.4%
Alvord	1,334	1,340	1,340	-	0.0%
Aurora	1,220	1,380	1,410	30	2.2%
Boyd	1,207	1,350	1,360	10	0.7%
Bridgeport	5,976	6,100	6,130	30	0.5%
Chico	1,002	1,010	1,010	-	0.0%
Decatur	6,042	6,490	6,530	40	0.6%
New Fairview	1,258	1,440	1,460	20	1.4%
Newark	1,005	1,020	1,080	60	5.9%
Rhome	1,522	1,590	1,610	20	1.3%
Runaway Bay	1,286	1,360	1,370	10	0.7%
Split Cities Adjustment	3,597	3,600	3,600		
Remainder of County	33,678	35,560	35,560	-	0.0%

Part D59

GEOID10	City Name	2010 Census Population April 1	2011 Estimated Population January 1	2012 Estimated Population January 1	2013 Estimated Population January 1	2014 Estimated Population January 1	2015 Estimated Population January 1	2016 Estimated Population January 1	2017 Estimated Population January 1
4801240	Addison	13,056	13,060	13,680	13,840	15,180	15,530	15,600	15,730
4801744	Aledo	2,716	3,210	3,240	2,820	2,980	3,210	3,530	3,930
4801924	Allen	84,246	85,150	87,280	89,030	91,530	93,280	94,060	95,350
4802260	Alvarado	3,785	3,810	3,800	3,850	3,910	4,080	4,170	4,210
4802284	Alvord	1,334	1,340	1,340	1,340	1,330	1,340	1,340	1,340
4803300	Anna	8,249	8,320	8,580	9,360	10,250	10,980	11,320	12,390
4803336	Annetta	1,288	1,290	1,290	1,310	2,630	2,670	2,720	2,740
4803768	Argyle	3,282	3,300	3,350	3,420	3,510	3,690	3,820	3,920
4804000	Arlington	365,438	369,820	371,900	374,520	378,070	379,370	380,740	382,230
4804600	Aubrey	2,595	2,600	2,600	2,600	2,670	2,780	3,100	3,110
4804672	Aurora	1,220	1,270	1,270	1,280	1,300	1,340	1,380	1,410
4805168	Azle	10,947	10,950	10,960	10,960	11,040	11,140	11,410	11,800
4805372	Balch Springs	23,728	23,720	23,880	24,270	24,280	24,280	24,310	24,480
4805768	Bartonville	1,469	1,570	1,590	1,630	1,630	1,640	1,650	1,670
4807132	Bedford	46,979	47,470	47,610	47,760	47,960	48,060	48,550	48,560
4807552	Benbrook	21,234	21,270	21,360	21,600	21,850	21,910	22,040	22,260
4808860	Blue Mound	2,394	2,390	2,390	2,390	2,390	2,390	2,390	2,390
4809748	Boyd	1,207	1,210	1,210	1,220	1,260	1,300	1,350	1,360
4810264	Bridgeport	5,976	5,980	5,990	6,000	6,050	6,080	6,100	6,130
4811428	Burleson	36,690	36,990	38,130	39,010	39,920	41,280	42,560	43,960
4811716	Caddo Mills	1,338	1,340	1,350	1,380	1,400	1,430	1,460	1,460
4813024	Carrollton	119,097	119,700	121,810	123,000	124,400	125,250	127,980	130,820
4813492	Cedar Hill	45,028	45,240	45,360	45,570	45,820	46,350	47,090	47,320
4813684	Celina	6,028	6,080	6,260	6,460	6,660	7,320	8,650	10,310
4814620	Chico	1,002	1,000	1,010	1,010	1,010	1,010	1,010	1,010
4815364	Cleburne	29,337	29,260	29,210	29,460	29,530	29,610	29,690	29,780
4815796	Cockrell Hill	4,193	4,200	4,200	4,180	4,170	4,160	4,160	4,160
4815988	Colleyville	22,807	22,860	23,090	23,270	23,740	23,760	24,230	24,630
4816216	Combine	1,942	1,950	1,950	1,960	1,960	1,960	1,970	2,010
4816240	Commerce	8,078	8,090	8,100	8,110	8,150	8,200	8,230	8,240

4816612	Coppell	38,659	39,010	39,210	39,380	39,550	39,880	40,310	40,820
4816636	Copper Canyon	1,334	1,340	1,330	1,340	1,350	1,370	1,380	1,390
4816696	Corinth	19,935	19,980	20,380	20,420	20,520	20,620	20,740	20,800
4817060	Corsicana	23,770	23,770	23,800	23,820	23,900	23,940	23,970	24,040
4817504	Crandall	2,858	2,900	2,970	2,990	3,030	3,050	3,100	3,170
4817852	Cross Roads	1,563	1,560	1,580	1,620	1,710	1,840	1,910	1,950
4817960	Crowley	12,838	12,950	13,050	13,450	13,900	14,130	14,140	14,440
4819000	Dallas	1,197,816	1,205,490	1,213,550	1,221,800	1,232,360	1,244,270	1,257,730	1,270,170
4819084	Dalworthington Gardens	2,259	2,260	2,270	2,290	2,310	2,320	2,320	2,330
4819528	Decatur	6,042	6,120	6,170	6,230	6,330	6,390	6,490	6,530
4819570	DeCordova	2,683	2,680	2,700	2,710	2,720	2,730	2,750	2,790
4819972	Denton	113,383	115,180	116,770	117,920	120,820	123,200	125,980	128,160
4820092	DeSoto	49,047	49,210	49,540	49,930	50,520	50,970	51,770	52,120
4821028	Double Oak	2,867	2,880	2,880	2,890	2,920	2,930	2,950	2,970
4821484	Dublin	3,654	3,650	3,700	3,760	3,760	3,770	3,770	3,770
4821628	Duncanville	38,524	38,600	38,610	38,800	39,170	39,220	39,230	39,240
4822588	Edgecliff Village	2,776	2,860	2,860	2,870	2,870	2,870	3,030	3,220
4824348	Ennis	18,513	18,520	18,530	18,560	18,550	18,600	18,590	18,660
4824768	Eules	51,277	52,030	52,270	52,550	53,780	54,050	54,250	54,870
4824912	Everman	6,108	6,110	6,110	6,110	6,110	6,110	6,110	6,110
4825224	Fairview	7,248	7,270	7,390	8,020	8,310	8,420	8,490	9,110
4825452	Farmers Branch	28,616	28,600	28,620	28,800	29,660	30,350	30,480	31,560
4825488	Farmersville	3,301	3,300	3,300	3,290	3,290	3,310	3,330	3,330
4825572	Fate	6,434	6,890	7,180	8,070	8,770	9,700	10,470	11,380
4825752	Ferris	2,436	2,430	2,440	2,440	2,440	2,450	2,450	2,480
4826232	Flower Mound	64,669	64,940	65,260	65,580	66,660	67,710	69,070	71,850
4826544	Forest Hill	12,355	12,360	12,360	12,360	12,380	12,380	12,390	12,500
4826604	Forney	14,661	15,040	15,450	16,030	16,800	17,480	17,990	18,590
4827000	Fort Worth	741,206	753,320	764,460	774,510	781,100	792,720	806,380	815,430
4827684	Frisco	116,989	121,670	125,500	129,680	137,310	145,510	153,520	161,400
4829000	Garland	226,876	228,680	229,440	230,570	231,710	232,970	234,310	234,710
4829876	Glen Rose	2,444	2,460	2,460	2,460	2,470	2,480	2,490	2,490
4829840	Glenn Heights	11,278	11,330	11,330	11,410	11,440	11,440	11,680	11,680
4829972	Godley	1,009	1,010	1,010	1,010	1,020	1,030	1,040	1,060
4830416	Granbury	7,978	8,020	8,100	8,320	8,670	8,940	9,140	9,310
4830464	Grand Prairie	175,396	177,330	178,420	179,630	181,230	182,610	184,620	187,050

4830512	Grandview	1,561	1,560	1,560	1,560	1,550	1,580	1,610	1,620
4830644	Grapevine	46,334	46,300	46,420	47,070	48,060	48,520	48,920	49,130
4830920	Greenville	25,557	26,220	26,200	26,140	26,100	26,250	26,430	26,800
4831928	Haltom City	42,409	42,180	42,090	42,350	42,660	42,640	42,730	42,740
4832720	Haslet	1,517	1,490	1,500	1,550	1,630	1,660	1,710	1,720
4832984	Heath	6,921	6,950	7,170	7,260	7,440	7,430	7,690	7,820
4833476	Hickory Creek	3,247	3,250	3,250	3,250	3,320	3,620	3,730	3,870
4833824	Highland Park	8,564	8,520	8,520	8,500	8,480	8,440	8,430	8,510
4833848	Highland Village	15,056	15,140	15,180	15,170	15,260	15,290	15,370	15,380
4835254	Hudson Oaks	1,662	1,680	1,720	1,800	1,860	1,940	2,050	2,110
4835576	Hurst	37,337	37,590	37,740	37,910	38,280	38,340	38,380	38,410
4835612	Hutchins	5,338	5,340	5,340	5,350	5,350	5,350	5,350	5,350
4837000	Irving	216,290	218,080	219,160	223,720	227,030	228,610	231,040	234,710
4837072	Italy	1,863	1,870	1,870	1,870	1,870	1,860	1,850	1,850
4838068	Josephine	812	810	850	850	930	980	1,100	1,160
4838080	Joshua	5,910	5,930	5,950	6,010	6,040	6,090	6,350	6,680
4838332	Justin	3,246	3,250	3,250	3,250	3,250	3,260	3,370	3,640
4838488	Kaufman	6,703	6,660	6,650	6,660	6,640	6,610	6,620	6,670
4838548	Keene	6,106	6,100	6,090	6,120	6,150	6,160	6,230	6,280
4838632	Keller	39,627	39,940	40,440	41,090	42,040	42,890	44,050	44,620
4838788	Kemp	1,154	1,170	1,170	1,170	1,170	1,170	1,170	1,170
4838896	Kennedale	6,763	6,710	6,790	6,820	6,870	7,130	7,290	7,420
4838992	Kerens	1,573	1,620	1,620	1,620	1,630	1,620	1,700	1,700
4839916	Krugerville	1,662	1,660	1,660	1,670	1,670	1,670	1,680	1,690
4839928	Krum	4,157	4,190	4,310	4,440	4,750	4,790	4,880	4,890
4840516	Lake Dallas	7,105	7,120	7,130	7,150	7,220	7,240	7,250	7,260
4841056	Lake Worth	4,584	4,640	4,630	4,630	4,650	4,680	4,710	4,710
4840744	Lakeside	1,307	1,310	1,310	1,320	1,330	1,330	1,690	1,690
4841212	Lancaster	36,361	36,390	36,700	36,980	37,150	37,360	37,550	37,730
4841800	Lavon	2,219	2,350	2,480	2,600	2,740	2,970	3,080	3,220
4842508	Lewisville	95,290	96,210	96,880	97,860	98,330	99,480	100,400	103,640
4843012	Little Elm	25,898	26,840	28,260	29,280	31,530	34,100	35,050	38,250
4844308	Lowry Crossing	1,711	1,710	1,710	1,720	1,710	1,710	1,710	1,710
4845012	Lucas	5,166	5,320	5,450	5,750	5,970	6,400	6,680	7,030
4845324	Mabank	3,035	3,100	3,090	3,080	3,100	3,140	3,180	3,230
4846452	Mansfield	56,368	56,840	57,490	58,490	59,410	60,400	61,460	63,670

4845744	McKinney	131,117	133,010	136,180	140,670	147,910	154,840	161,470	169,710
4845804	McLendon-Chisholm	1,373	1,410	1,470	1,560	1,750	2,050	2,450	2,780
4847496	Melissa	4,695	4,900	5,200	5,710	6,190	6,890	7,920	8,850
4847892	Mesquite	139,824	140,980	141,430	141,900	142,210	142,230	142,950	143,060
4848096	Midlothian	18,037	18,670	19,130	19,710	20,540	21,610	22,620	24,450
4848684	Mineral Wells	16,788	16,800	16,830	16,810	16,770	16,790	16,740	16,740
4850100	Murphy	17,708	18,240	18,400	18,820	19,210	19,550	19,710	19,980
4850920	New Fairview	1,258	1,260	1,260	1,270	1,350	1,410	1,440	1,460
4850772	Newark	1,005	1,010	1,010	1,010	1,010	1,010	1,020	1,080
4852356	North Richland Hills	63,343	63,490	63,780	64,240	65,690	66,300	66,530	67,120
4852212	Northlake	1,724	2,110	2,110	2,160	2,150	2,160	2,660	3,010
4853115	Oak Leaf	1,298	1,300	1,300	1,300	1,310	1,340	1,350	1,370
4853130	Oak Point	2,786	2,820	2,820	2,930	2,950	3,080	3,080	3,210
4854444	Ovilla	3,492	3,490	3,500	3,510	3,550	3,690	3,820	3,920
4854744	Palmer	2,000	2,000	2,000	2,010	2,010	2,020	2,030	2,070
4855020	Pantego	2,394	2,400	2,410	2,430	2,450	2,460	2,460	2,470
4855152	Parker	3,811	3,830	3,910	4,010	4,110	4,200	4,290	4,440
4856640	Pelican Bay	1,547	1,550	1,560	1,560	1,570	1,580	1,620	1,650
4857476	Pilot Point	3,856	3,850	3,870	3,870	3,880	3,890	4,050	4,130
4858016	Plano	259,841	261,990	263,650	266,950	269,330	271,140	274,960	277,720
4858664	Ponder	1,395	1,400	1,410	1,420	1,460	1,520	1,560	1,780
4859576	Princeton	6,807	6,900	7,010	7,440	7,840	7,910	8,480	9,460
4859696	Prosper	9,423	11,160	12,190	13,380	14,710	15,970	17,790	20,160
4859726	Providence	4,786	4,790	4,980	5,260	5,400	5,750	6,170	6,310
4860140	Quinlan	1,394	1,390	1,390	1,390	1,390	1,400	1,410	1,430
4861196	Red Oak	10,769	10,850	11,090	11,250	11,530	11,980	12,260	12,600
4861604	Reno	2,494	2,500	2,500	2,510	2,520	2,560	2,590	2,610
4861700	Rhome	1,522	1,570	1,570	1,570	1,580	1,590	1,590	1,610
4861736	Rice	923	920	920	920	920	920	940	1,000
4861796	Richardson	99,223	99,870	100,450	100,850	101,820	102,430	104,300	107,400
4861844	Richland Hills	7,801	7,800	7,800	7,870	7,910	7,920	7,920	7,920
4862384	River Oaks	7,427	7,420	7,310	7,280	7,280	7,270	7,290	7,310
4862504	Roanoke	5,962	6,140	6,320	6,470	6,750	7,200	7,650	8,040
4862828	Rockwall	37,490	37,780	38,290	39,090	40,030	40,620	41,370	42,120
4863572	Rowlett	56,199	56,230	56,310	56,430	56,450	56,910	57,220	57,840
4863668	Royse City	9,349	9,360	9,390	9,690	10,000	10,220	11,010	11,540

4863782	Runaway Bay	1,286	1,280	1,300	1,310	1,310	1,340	1,360	1,370
4864064	Sachse	20,329	20,420	20,800	21,090	21,580	22,460	23,130	23,950
4864112	Saginaw	19,806	19,870	20,000	20,170	20,370	20,480	20,740	21,320
4865408	Sanger	6,916	6,940	6,970	7,210	7,490	7,590	7,820	8,100
4865660	Sansom Park	4,686	4,690	4,690	4,680	4,680	4,680	4,670	4,680
4866428	Seagoville	14,835	14,850	14,920	15,020	15,130	15,390	15,580	15,900
4867100	Shady Shores	2,612	2,620	2,620	2,620	2,630	2,640	2,660	2,660
4869032	Southlake	26,575	26,600	26,770	27,080	27,330	27,710	28,290	28,880
4869800	Springtown	2,658	2,660	2,660	2,660	2,660	2,660	2,670	2,670
4864220	St. Paul	1,066	1,070	1,070	1,070	1,070	1,080	1,080	1,090
4870208	Stephenville	17,123	17,480	18,290	19,320	19,410	19,560	21,640	21,950
4871156	Sunnyvale	5,130	5,170	5,200	5,270	5,280	5,420	5,410	5,440
4871756	Talty	1,535	1,560	1,770	1,770	1,890	2,010	2,120	2,310
4872284	Terrell	15,816	15,770	15,770	15,850	16,130	16,220	16,320	16,570
4872530	The Colony	36,328	36,230	36,590	37,510	38,730	39,310	39,810	41,160
4873710	Trophy Club	8,024	8,190	8,560	9,420	10,100	10,690	10,860	11,250
4874492	University Park	23,068	23,020	23,040	22,930	22,870	22,840	22,720	22,820
4875236	Venus	2,960	3,000	3,020	3,020	3,040	3,110	3,220	3,370
4876672	Watauga	23,497	23,500	23,490	23,510	23,560	23,590	23,600	23,600
4876816	Waxahachie	29,621	30,400	30,680	31,550	32,070	32,670	33,480	34,410
4876864	Weatherford	25,250	25,310	25,440	25,940	26,200	26,600	27,080	27,660
4877896	West Tawakoni	1,576	1,590	1,590	1,600	1,600	1,600	1,600	1,610
4877620	Westlake	992	990	1,010	1,040	1,050	1,120	1,230	1,310
4878076	Westworth Village	2,472	2,480	2,490	2,530	2,600	2,620	2,630	2,620
4878544	White Settlement	16,116	16,240	16,260	16,460	16,680	16,740	16,830	16,830
4879492	Willow Park	3,982	3,980	4,030	4,060	4,490	4,590	4,640	4,780
4879576	Wilmer	3,682	3,830	3,830	4,060	4,120	4,170	4,190	4,210
4879948	Wolfe City	1,412	1,410	1,410	1,410	1,420	1,420	1,420	1,420
4880356	Wylie	41,427	42,040	42,690	43,450	44,280	45,000	46,100	48,140

Part D59

GEOID10	County Name	2010 Census Population April 1	2011 Estimated Population January 1	2012 Estimated Population January 1	2013 Estimated Population January 1	2014 Estimated Population January 1	2015 Estimated Population January 1	2016 Estimated Population January 1	2017 Estimated Population January 1
48085	Collin	782,341	795,390	808,900	827,780	851,920	873,840	901,170	932,530
48113	Dallas	2,368,139	2,383,790	2,397,030	2,415,060	2,435,800	2,455,050	2,478,970	2,502,270
48121	Denton	662,614	677,880	696,080	714,000	736,900	761,040	784,840	814,560
48139	Ellis	149,610	152,570	155,020	158,070	161,200	165,010	168,690	173,410
48143	Erath	37,890	38,340	39,380	40,700	41,010	41,460	43,540	43,850
48221	Hood	51,182	53,670	56,770	58,880	61,680	64,400	64,620	64,840
48231	Hunt	86,129	87,840	88,850	90,070	91,240	92,530	93,110	94,350
48251	Johnson	150,934	151,790	153,520	155,240	156,710	158,880	161,670	164,970
48257	Kaufman	103,350	104,050	105,210	106,400	108,120	109,300	113,530	116,140
48349	Navarro	47,735	47,940	48,260	48,470	48,590	48,900	49,030	49,170
48363	Palo Pinto	28,111	28,290	28,320	28,420	28,590	28,710	28,660	28,660
48367	Parker	116,927	118,040	119,320	120,640	121,830	124,630	127,980	130,150
48397	Rockwall	78,337	79,570	81,070	83,400	85,900	88,200	90,570	93,130
48425	Somervell	8,490	8,550	8,690	8,690	8,800	8,950	9,230	9,420
48439	Tarrant	1,809,034	1,832,660	1,853,530	1,875,930	1,899,900	1,922,470	1,945,320	1,966,440
48497	Wise	59,127	59,600	60,250	60,920	61,690	61,970	62,240	62,460
	16-County Region	6,539,950	6,619,970	6,700,200	6,792,670	6,899,880	7,005,340	7,123,170	7,246,350
	12-county MPA	6,417,724	6,496,850	6,575,550	6,666,390	6,772,890	6,877,320	6,992,710	7,115,250

Part D59

NOTES

The 2010 Census population for the city of Fate was revised by the U.S. Census Bureau. The revised figure is included in this document.

County totals are adjusted for cities that have boundaries in more than one county. Cities that extend outside the NCTCOG Region show the city total. However, the portion of the city's population that is not in the region is not included in the county or regional totals. Cities whose boundaries extend into the NCTCOG Region, but do not have a majority of their population within the region are not included in the city listings.

Program Notes



Part D59

Year	Population ¹	Average Day Demand (mgd)	Average Day Per Capita (gpcd)	Maximum Day Demand (mgd)	Avg Day to Max Day Ratio
2016	1,230	0.37	300	0.83	2.25
2017	1,310	0.39	300	0.88	2.25
2020	1,388	0.42	300	0.94	2.25
2030	2,078	0.62	300	1.40	2.25
2040	3,007	0.90	300	2.03	2.25
2050	3,623	1.09	300	2.45	2.25
2060	4,242	1.27	300	2.86	2.25
2070	4,850	1.46	300	3.27	2.25
Average		0.81	300	2.04	2.25

Populations from NCTCOG annual population estimates.

Part D61

City of Fort Worth
Part D61

WRD-253d
05/18/2010

Texas Water Development Board Water Project Information							
A. Project Name		B. Project No.		C. County		D. Regional Planning Group (A-P)	
E. Program(s)		F. Loan <input type="checkbox"/> / Grant <input type="checkbox"/> Amount:		G. Loan Term:			
H. Water Project Description: (Multiphase project, new or expansion; plant, well, storage, pump station, distribution system, etc)							
Attach map of service area affected by Project or other documentation.							
I. Is an Inter Basin Transfer potentially involved? Yes <input type="checkbox"/> No <input type="checkbox"/>				J. Is project located in a Groundwater District (If yes, identify District by name)? Yes <input type="checkbox"/> No <input type="checkbox"/>			
K. Projected Population from application for at least a 20 year period. Attach justification and list service area populations if different from Planning Area.	Year	Reference Year	2010	2020	2030	2040	
	Population Projection						
Project Design Year				Design Population			
L. Is the proposed project included in a current Regional Water Plan? Yes <input type="checkbox"/> No <input type="checkbox"/> Don't Know <input type="checkbox"/> (If Yes, please specify on what page in the Regional Water Plan - Regional Water Plan Page Number: _____)							
M. What type of water source is associated directly with the proposed project ? Surface Water <input type="checkbox"/> Groundwater <input type="checkbox"/> Reuse <input type="checkbox"/>							
N. Will the project increase the volume of water supply? Yes <input type="checkbox"/> No <input type="checkbox"/>							
O. What volume of water is the project anticipated to deliver/ treat per year? _____ Acre-Feet/Year							
P. Current Water Supply Information							
Surface Water Supply Source / Provider Names		Certificate No.		Source County		Annual Volume and Unit	
Groundwater Source Aquifer		Well Field location		Source County		Annual Volume and Unit	
Q. Proposed Water Supply Associated Directly with the Proposed Project							
Surface Water Supply Source / Provider Names		Certificate No.		Source County		Annual Volume and Unit	
Groundwater Source Aquifer		Well Field location:		Source County		Annual Volume and Unit	
R. Consulting Engineer Name			Telephone No.		E-mail address		
S. Applicant Contact Name, Title			Telephone No.		E-mail address		

Part D64

ED-101
Revised 11/1/2011

STATE OF TEXAS

§

COUNTY OF TARRANT

§

§

SITE CERTIFICATE

Before me, the undersigned notary, on this day personally appeared Christopher B. Mosley, a person whose identify is known to me or who has presented to me a satisfactory proof of identity. After I administered an oath, this person swore to the following:

- (1) My name is Christopher B. Mosley. I am over 18 years of age and I am of sound mind, and capable of swearing to the facts contained in this Site Certificate. The facts stated in this certificate are within my personal knowledge and are true and correct.

- (2) I am an authorized representative of City of Fort Worth, an entity that has filed an application for financial assistance with the Texas Water Development Board for a (water) (wastewater) project.

LEGAL CERTIFICATION – OWNERSHIP INTEREST

This is to certify that City of Fort Worth

(Legal name of Applicant, i.e., City, District, etc.)

has acquired or is in the process of acquiring the necessary real property interest, as evidenced by fee simple purchase or fully executed earnest money contracts, firm option agreements to purchase the subject property or the initiation of eminent domain procedures, that such acquisition will guarantee access and egress and such interest will contain the necessary easements, rights of way or unrestricted use as is required by the project being financed by the Texas Water Development Board. The legal description is referenced below:

(Location, and description of Property Interests acquired for Project)

Any deeds or other instruments required to be recorded to protect the title(s) held
by _____.

have been recorded or filed for the record in the County deed records or other required location.

LEGAL CERTIFICATION – LEASE/CONTRACT

In the alternative, I certify that City of Fort Worth
(Legal name of Applicant, i.e., City, District, etc.)

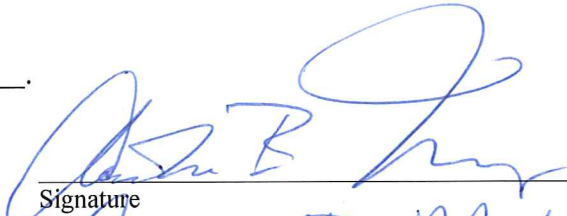
has executed a written lease or other contractual agreement to use the property needed for this (water) (wastewater) project that extends through _____, the life of the Texas Water Development Board loan or grant that will be used to finance this project, either in whole or in part. A copy of this lease or agreement is attached hereto.

LEGAL CERTIFICATION – PROPERTY EASEMENT

In the alternative, I certify that City of Fort Worth
(Legal name of Applicant, i.e., City, District, etc.)

has executed an express easement to use the property needed for this (water) (wastewater) project that extends through _____, the life of the Texas Water Development Board loan or grant that will be used to finance this project, either in whole or in part. A copy of the express easement agreement is attached hereto.

EXECUTED this 14th day of September, 2016.



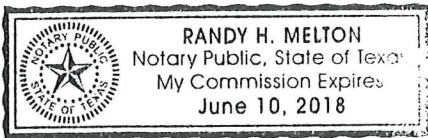
Signature

Christopher B Mosley

Name

Sr. Asst. City Attorney

Title




#129847264

BEFORE ME, the undersigned authority, and Notary Public in and for the State of Texas on this day personally appeared Christopher B Mosley, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purpose therein expressed, and in the capacity stated.

Given under my hand and seal of office this 14th day of September, 2016.

My Commission expires: 6-10-2018




Notary Public in and for The State of Texas

Part D65

MEMORANDUM

TO: File

FROM: T. Clay Schultz, Ph.D., Director, Regional Water Project Development 

DATE: January 2, 2018

SUBJECT: Environmental Determination
 Trophy Club Municipal District No. 1, Tarrant County
 Increase Delivery Infrastructure from Fort Worth, Phase I Project
 State Water Implementation Fund for Texas (SWIFT)
 Project No. 51036
 TWDB Commitment Amount: \$4,635,000 (Loan No. L16041)

The attached memorandum contains the staff's views regarding the environmental soundness of the Increase Delivery Infrastructure from Fort Worth, Phase I Project as proposed by the Trophy Club Municipal Utility District No. 1 (TCMUD). Phase I is located wholly within Tarrant County. The TCMUD District will use funds from the State Water Implementation Fund for Texas (SWIFT) for planning, design, acquisition and construction of the proposed project. The Texas Water Development Board (TWDB) committed to this loan on July 21, 2016, in the amount of \$4,635,000. The loan was closed on November 16, 2016.

The TCMUD needs to increase the amount of treated water purchased from City of Fort Worth in order to stop using groundwater. The proposed project will provide the necessary delivery infrastructure. The TCMUD plans to construct this infrastructure in 2 phases. Phase I, which would be funded by the current TWDB loan, will be a joint project with the Cities of Fort Worth and Westlake. Phase II, an extension of the first phase, will be a transmission line that will reserve capacity for the TCMUD. The proposing project (Phase I), as shown on the attached map, includes the installation of approximately 3.1 miles of 30-inch diameter water transmission pipeline.

Based on staff's environmental review, I have determined that no significant adverse environmental impacts should result from the proposed project discussed in the attached Environmental Determination. As required by 31 Texas Administrative Code § 363.14, full consideration has been given to the views and comments of the requisite regulatory agencies and affected persons.

Based on this review, the following conditions have been developed in order to ensure that this TWDB funded project is environmentally sound and will not have any adverse impacts on the quality of the human environment:

- Compliance with the terms and conditions of United States Army Corps of Engineers Nationwide Permit 12 for Utility Line Activities;
- Standard emergency condition for the discovery of cultural resources; and,
- Standard emergency condition for the discovery of threatened and endangered species.


With the addition of these conditions, the specified project elements above are environmentally sound and design funds may be released once all other requirements are satisfied.

Enclosure

CS: KC: dur

Texas Water Development Board

P.O. Box 13231, 1700 N. Congress Ave.
Austin, TX 78711-3231, www.twdb.texas.gov
Phone (512) 463-7847, Fax (512) 475-2053

TO: T. Clay Schultz, Ph.D., Director, Regional Water Project Development 

THROUGH: Luis Farias, Manager, Team 3 – Northeast (Regions C and D) *LK for LF*

FROM: Kathy Calnan, Environmental Reviewer *Kc*

DATE: January 2, 2018

SUBJECT: Environmental Summary
Trophy Club Municipal District No. 1, Tarrant County
Environmental Determination
Increase Delivery Infrastructure from Fort Worth, Phase I Project
State Water Implementation Fund for Texas (SWIFT)
Project No. 51036
TWDB Commitment Amount: \$4,635,000 (Loan No. L16041)

Pursuant to the environmental review requirements of 31 Texas Administrative Code (TAC) § 363.14 of the Texas Water Development Board's (TWDB) rules, TWDB staff has conducted a review of the Increase Delivery Infrastructure from Fort Worth, Phase I Project proposed by the Trophy Club Municipal Utility District No. 1 (TCMUD). This project will utilize acquisition, design and construction funds from loan L16041 from the State Water Implementation Fund for Texas (SWIFT). The TWDB committed this loan on July 21, 2016, in the amount of \$4,635,000. The loan was closed on November 16, 2016. The information in this Environmental Assessment was derived primarily from the Environmental Data Form¹ provided by the City of Fort Worth and other available resources.

Purpose and Need

The TCMUD receives its water supply from groundwater (Trinity Aquifer) and treated water purchased from the City of Fort Worth, but plans to discontinue use of groundwater before 2020. Water management strategies for the TCMUD include additional water from the City of Fort Worth and conservation. Increasing the amount of treated water purchased from Fort Worth will require an increase in delivery infrastructure. The District plans to construct this infrastructure in two phases. Phase I, which would be funded by the current

¹ City of Fort Worth (June 2016). *Environmental Data Form (EDF, TWDB-0803 Form): Northside II 30-inch Water Line on State Highway 170, City of Fort Worth Project No. 100261*. The EDF is complete with the supplementary materials submitted to the TWDB Dec. 2017.

Our Mission	:	Board Members
To provide leadership, information, education, and support for planning, financial assistance, and outreach for the conservation and responsible development of water for Texas	:	Kathleen Jackson, Board Member Peter Lake, Board Member
	:	Jeff Walker, Executive Administrator

TWDB loan, will be a joint project with the Cities of Fort Worth and Westlake. Phase II, an extension of the first phase, will be a dedicated transmission line for the TCMUD.

Project Description

The TCMUD is proposing to use funding from a SWIFT loan for Phase I, as shown on the attached map. Phase I will be located entirely within Tarrant County. Project components include the installation of approximately 3.1 miles of new 30-inch diameter water transmission pipeline that will connect the Westlake West Pump Station on Highway (Hwy) 377 (via Hwy 377, Westport Parkway, Hwy 170/Alliance-Gateway Freeway) to the Northside 2 Treated Waterline on Hwy 170/Alliance-Gateway Freeway.

The pipeline will be installed by open cut trenching except at sensitive locations where the pipeline will be bored or tunneled including highway and railroad crossings and drainages including an unnamed tributary of Henrietta Creek. The City of Fort Worth has received a permit (Permit No. FP-17-093-UC) from the local floodplain administrator.

Approximately 90 percent of the linework will be located with Texas Department of Transportation (TxDOT) rights-of-way (ROW) in previously disturbed areas, including the partially completed Westport Parkway. These are regularly mowed, maintained ROWs in an area of dense commercial, industrial, and resident development, therefore, no adverse impacts to environmentally sensitive areas, threatened or endangered species or habitat are anticipated. Because the drainages will be bored, no impacts to potential waters of the United States are anticipated; however, the loan is conditioned to require compliance with Nationwide Permit 12 for Utility Line Activities. The Texas Historical Commission reviewed the project for compliance with the Texas Antiquities Code and in a response dated May 31, 2017 (Tracking No. 201706832) noted that there were no significant sites and that the project may proceed.

The loan is conditioned to read that if threatened or endangered species are encountered during construction, work will cease immediately and the TCMUD will notify TWDB staff, Texas Parks and Wildlife Department, and if federally listed species, the United States Fish and Wildlife Service. Subsequent to notification, mitigation measures will be taken in accordance with the Endangered Species Act of 1973, as amended.

The loan is also conditioned to read that if archeological sites are discovered during construction, work will cease immediately in that area and TCMUD will notify the THC and the TWDB of the discovery. The THC and the TWDB will then proceed in accordance with the regulations of the Advisory Council on Historic Preservation (36 CFR Part 800) prior to taking any action which would affect the cultural resources.

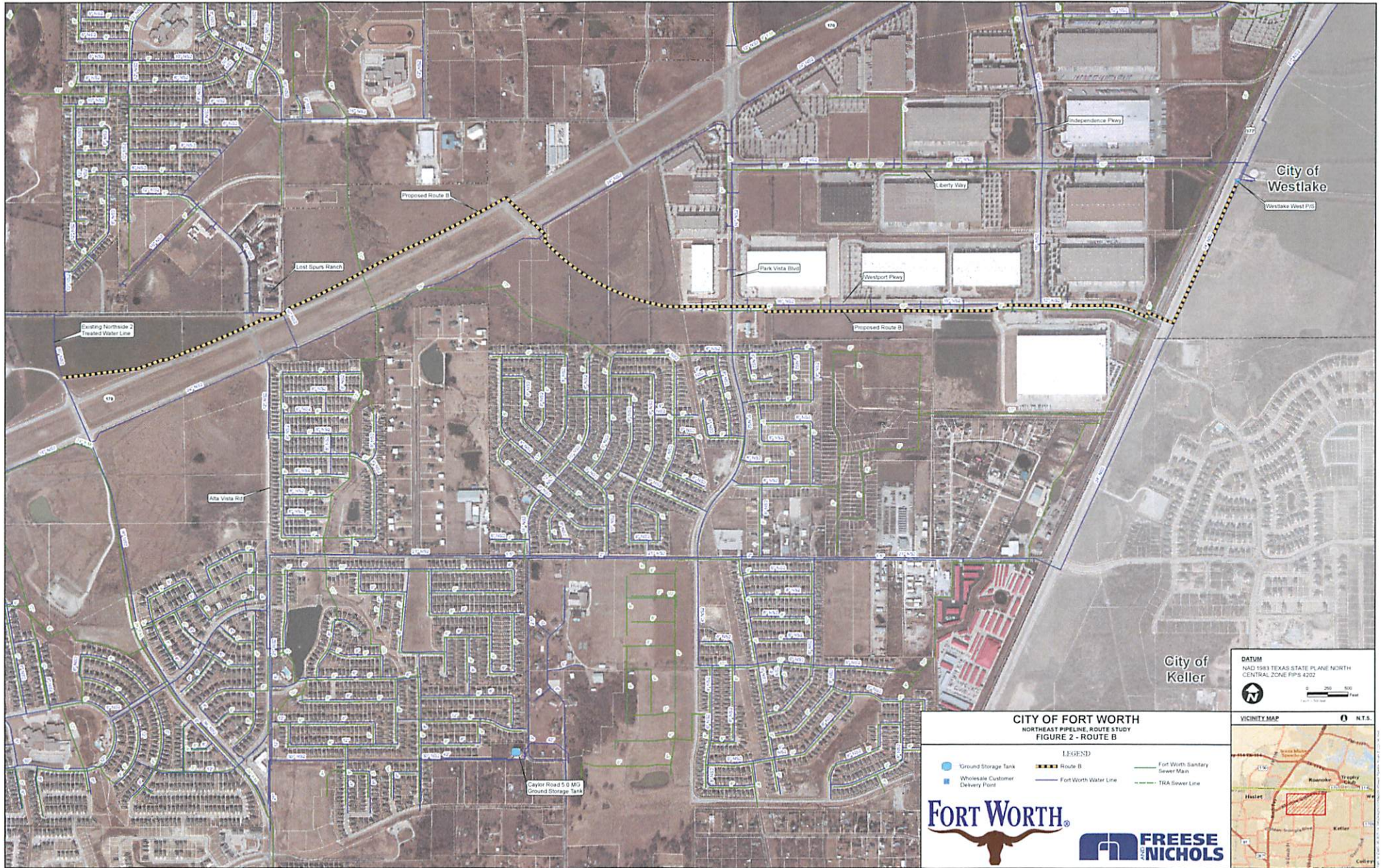
Conditions and Recommendation

Based on a detailed environmental review consistent with 31 TAC § 363.14, the following conditions have been developed in order to ensure that this TWDB funded project is

environmentally sound and will not have any adverse impacts on the quality of the human environment:

- Compliance with the terms and conditions of United States Army Corps of Engineers Nationwide Permit 12 for Utility Line Activities;
- Standard emergency condition for the discovery of cultural resources; and,
- Standard emergency condition for the discovery of threatened and endangered species.

With the addition of these conditions, I recommend that the Executive Administrator find the specified project elements above to be environmentally sound and that design funds be released once other requirements are satisfied.



CITY OF FORT WORTH
 NORTHEAST PIPELINE, ROUTE STUDY
 FIGURE 2 - ROUTE B

- | | | |
|-----------------------------------|-----------------------|--------------------------------|
| Ground Storage Tank | Route B | Fort Worth Sanitary Sewer Main |
| Wholesale Customer Delivery Point | Fort Worth Water Line | TRA Sewer Line |



DATUM
 NAD 1983 TEXAS STATE PLANE NORTH
 CENTRAL ZONE FIPS 4202

N

0 250 500 Feet



Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part E: State Water Implementation Fund for Texas (SWIFT) Applicants Only:

68. Identify the type of SWIFT funding (If more than one funding option is being requested indicate the amount of funding for each):

- | | | |
|-------------------------------------|---------------------|-------------|
| <input type="checkbox"/> | Deferred | \$ |
| <input checked="" type="checkbox"/> | Low Interest Loan | \$2,100,000 |
| <input type="checkbox"/> | Board Participation | \$ |

69. For multi-year funding request or phased commitments, provide a schedule reflecting the closing dates for each loan requested.

Attached

70. **Notice to SWIFT Applicants:** Texas Water Code Sec. 15.435(h) requires all recipients of financial assistance from the SWIFT to acknowledge any applicable legal obligations in federal law, related to contracting with disadvantaged business enterprises, and state law, related to contracting with historically underutilized businesses. Checking the boxes below serves as this acknowledgement.

As an applicant for financial assistance from SWIFT, I acknowledge that this project must comply with any applicable legal obligations in federal law related to contracting with disadvantaged business enterprises.

As an applicant for financial assistance from SWIFT, I acknowledge that this project must comply with applicable legal obligations in state law (Texas Government Code Chapter 2161 and Texas Administrative Code Chapter 20, Subchapter B) related to contracting with historically underutilized businesses.

71. Provide drafts of the following documents:

a. Proposed Bond Ordinance

Attached

b. Private Placement Memorandum

Attached

Part E 71a

TOWN OF WESTLAKE

ORDINANCE NO. ____

ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF TOWN OF WESTLAKE, TEXAS COMBINATION TAX AND SURPLUS REVENUE CERTIFICATES OF OBLIGATION, SERIES 2018, TO PROVIDE FUNDS FOR WATER SYSTEM IMPROVEMENTS AND FOR RELATED ISSUANCE COSTS; LEVYING AN ANNUAL AD VALOREM TAX AND PROVIDING FOR THE SECURITY FOR AND PAYMENT OF SUCH CERTIFICATES; PROVIDING AN EFFECTIVE DATE; AND ENACTING OTHER MATTERS AND PROVISIONS RELATING TO THE SUBJECT

THE STATE OF TEXAS §
COUNTIES OF TARRANT AND DENTON §
TOWN OF WESTLAKE §

WHEREAS, the Town Council of the Town of Westlake, Texas, deems it advisable to issue Certificates of Obligation in the amount and for the purposes hereinafter set forth;

WHEREAS, the Certificates of Obligation hereinafter authorized and designated are to be issued and delivered for cash pursuant to Subchapter C of Chapter 271, Local Government Code and Subchapter B, Chapter 1502, Government Code;

WHEREAS, the Town Council has heretofore passed a resolution authorizing and directing the Town Secretary to give notice of intention to issue Certificates of Obligation, and said notice has been duly published in a newspaper of general circulation in said Town, said newspaper being a "newspaper" as defined in §2051.044, Texas Government Code;

WHEREAS, the Town received no petition from the qualified electors of the Town protesting the issuance of such Certificates of Obligation;

WHEREAS, it is considered to be to the best interest of the Town that said interest-bearing Certificates of Obligation be issued; and

WHEREAS, it is officially found, determined, and declared that the meeting at which this Ordinance has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Ordinance, was given, all as required by the applicable provisions of Tex. Gov't Code Ann. Chapter 551; Now, Therefore

BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF WESTLAKE, TEXAS:

Section 1. RECITALS, AMOUNT AND PURPOSE OF THE CERTIFICATES. The recitals set forth in the preamble hereof are incorporated herein and shall have the same force and effect as if set forth in this Section. The certificates of the Town of Westlake, Texas (the "Issuer") are hereby authorized to be issued and delivered in the aggregate principal amount of \$_____, for paying all or a portion of the Issuer's contractual obligations incurred for use in connection with (i) acquiring, constructing, installing, and equipping improvements to the Issuer's water system, including water distribution lines, and (ii) paying legal, fiscal and engineering fees in connection with such projects (collectively, the "Project").

Section 2. DESIGNATION, DATE, DENOMINATIONS, NUMBERS, AND MATURITIES AND INTEREST RATES OF CERTIFICATES. Each certificate issued pursuant to this Ordinance shall be

designated: "TOWN OF WESTLAKE, TEXAS, COMBINATION TAX AND SURPLUS REVENUE CERTIFICATE OF OBLIGATION, SERIES 2018," and initially there shall be issued, sold, and delivered hereunder one fully registered certificate, without interest coupons, dated August 15, 2018, in the principal amount stated above and in the denominations hereinafter stated, numbered T-1, with certificates issued in replacement thereof being in the denominations and principal amounts hereinafter stated and numbered consecutively from R-1 upward, payable to the respective Registered Owners thereof (with the initial certificate being made payable to the initial purchaser as described in Section 10 hereof), or to the registered assignee or assignees of said certificates or any portion or portions thereof (in each case, the "Registered Owner"), and said certificates shall mature and be payable serially on February 15 in each of the years and in the principal amounts, respectively, and shall bear interest from the dates set forth in the FORM OF CERTIFICATE set forth in Section 4 of this Ordinance to their respective dates of maturity or redemption prior to maturity at the rates per annum, as set forth in the following schedule:

<u>Years</u>	<u>Principal Amount</u>	<u>Interest Rates</u>	<u>Years</u>	<u>Principal Amount</u>	<u>Interest Rates</u>
2020			2030		
2021			2031		
2022			2032		
2023			2033		
2024			2034		
2025			2035		
2026			2036		
2027			2037		
2028			2038		
2029					

The term "Certificates" as used in this Ordinance shall mean and include collectively the certificates initially issued and delivered pursuant to this Ordinance and all substitute certificates exchanged therefor, as well as all other substitute certificates and replacement certificates issued pursuant hereto, and the term "Certificate" shall mean any of the Certificates.

Section 3. CHARACTERISTICS OF THE CERTIFICATES.

(a) Appointment of Paying Agent/Registrar. The Issuer hereby appoints [NAME OF PAYING AGENT/REGISTRAR], [CITY], [STATE], to serve as paying agent and registrar for the Certificates (the "Paying Agent/Registrar"). The Mayor or Town Manager is authorized and directed to execute and deliver in the name and on behalf of the Issuer a Paying Agent/Registrar Agreement with the Paying Agent/Registrar in substantially the form presented at this meeting.

(b) Registration, Transfer, Conversion and Exchange. The Issuer shall keep or cause to be kept at the corporate trust office of the Paying Agent/Registrar books or records for the registration of the transfer, conversion and exchange of the Certificates (the "Registration Books"), and the Issuer hereby appoints the Paying Agent/Registrar as its registrar and transfer agent to keep such books or records and make such registrations of transfers, conversions and exchanges under such reasonable regulations as the Issuer and Paying Agent/Registrar may prescribe; and the Paying Agent/Registrar shall make such registrations, transfers, conversions and exchanges as herein provided within three days of presentation in due and proper form. The Paying Agent/Registrar shall obtain and record in the Registration Books the address of the registered owner of each Certificate to which payments with respect to the Certificates shall be mailed, as herein provided; but it shall be the duty of each registered owner to notify the Paying Agent/Registrar in

writing of the address to which payments shall be mailed, and such interest payments shall not be mailed unless such notice has been given. The Issuer shall have the right to inspect the Registration Books during regular business hours of the Paying Agent/Registrar, but otherwise the Paying Agent/Registrar shall keep the Registration Books confidential and, unless otherwise required by law, shall not permit their inspection by any other entity. The Issuer shall pay the Paying Agent/Registrar's standard or customary fees and charges for making such registration, transfer, conversion, exchange and delivery of a substitute Certificate or Certificates. Registration of assignments, transfers, conversions and exchanges of Certificates shall be made in the manner provided and with the effect stated in the FORM OF CERTIFICATE set forth in this Ordinance. Each substitute Certificate shall bear a letter and/or number to distinguish it from each other Certificate.

(c) Authentication. Except as provided in subsection (i) of this section, an authorized representative of the Paying Agent/Registrar shall, before the delivery of any such Certificate, date and manually sign said Certificate, and no such Certificate shall be deemed to be issued or outstanding unless such Certificate is so executed. The Paying Agent/Registrar promptly shall cancel all paid Certificates and Certificates surrendered for conversion and exchange. No additional ordinances, orders or resolutions need be passed or adopted by the governing body of the Issuer or any other body or person so as to accomplish the foregoing conversion and exchange of any Certificate or portion thereof, and the Paying Agent/Registrar shall provide for the printing, execution and delivery of the substitute Certificates in the manner prescribed herein. Pursuant to Subchapter D, Chapter 1201, Texas Government Code, the duty of conversion and exchange of Certificates as aforesaid is hereby imposed upon the Paying Agent/Registrar, and, upon the execution of said Certificate, the converted and exchanged Certificate shall be valid, incontestable, and enforceable in the same manner and with the same effect as the Certificates which initially were issued and delivered pursuant to this Ordinance, approved by the Attorney General, and registered by the Comptroller of Public Accounts.

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

(e) Payment to Registered Owner. Notwithstanding any other provision of this Ordinance to the contrary, the Issuer and the Paying Agent/Registrar shall be entitled to treat and consider the person in whose name each Certificate is registered in the Registration Books as the absolute owner of such Certificate for the purpose of payment of principal and interest with respect to such Certificate, for the purpose of registering transfers with respect to such Certificate, and for all other purposes whatsoever. The Paying Agent/Registrar shall pay all principal of and interest on the Certificates only to or upon the order of the registered owners, as shown in the Registration Books as provided in this Ordinance, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to payment of principal of and interest on the Certificates to the extent of the sum or sums so paid. No person other than a registered owner, as shown in the Registration Books, shall receive a Certificate evidencing the obligation of the Issuer to make payments of principal and interest pursuant to this Ordinance.

(f) Paying Agent/Registrar. The Issuer covenants with the registered owners of the Certificates that at all times while the Certificates are outstanding the Issuer will provide a competent and legally qualified bank, trust company, financial institution or other agency to act as and perform the services of Paying Agent/Registrar for the Certificates under this Ordinance, and that the Paying Agent/Registrar will be one entity. By accepting the position and performing as such, each Paying Agent/Registrar shall be deemed to have agreed to the provisions of this Ordinance, and a certified copy of this Ordinance shall be delivered to each Paying Agent/Registrar.

(g) Substitute Paying Agent/Registrar. The Issuer reserves the right to, and may, at its option, change the Paying Agent/Registrar upon not less than 120 days written notice to the Paying Agent/Registrar, to be effective not later than 60 days prior to the next principal or interest payment date after such notice. In the event that the entity at any time acting as Paying Agent/Registrar (or its successor by merger, acquisition, or other method) should resign or otherwise cease to act as such, the Issuer covenants that promptly it will appoint a competent and legally qualified bank, trust company, financial institution, or other agency to act as Paying Agent/Registrar under this Ordinance. Upon any change in the Paying Agent/Registrar, the previous Paying Agent/Registrar promptly shall transfer and deliver the Registration Books (or a copy thereof), along with all other pertinent books and records relating to the Certificates, to the new Paying Agent/Registrar designated and appointed by the Issuer. Upon any change in the Paying Agent/Registrar, the Issuer promptly will cause a written notice thereof to be sent by the new Paying Agent/Registrar to each registered owner of the Certificates, by United States mail, first-class postage prepaid, which notice also shall give the address of the new Paying Agent/Registrar.

(g) Book-Entry Only System. The Certificates issued in exchange for the Certificates initially issued to the purchaser or purchasers specified herein shall be initially issued in the form of a separate single fully registered Certificate for each of the maturities thereof and the ownership of each such Certificate shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York ("DTC"), and except as provided in subsections (i) and (j) of this Section, all of the outstanding Certificates shall be registered in the name of Cede & Co., as nominee of DTC.

(h) Blanket Letter of Representations. The execution and delivery by the Mayor of a Blanket Letter of Representations with respect to obligations of the Issuer is hereby authorized and approved; and the provisions thereof shall be fully applicable to the Certificates. Notwithstanding anything to the contrary contained herein, while the Certificates are subject to DTC's Book-Entry Only System and to the extent permitted by law, the Letter of Representations is hereby incorporated herein and its provisions shall prevail over any other provisions of this Ordinance in the event of conflict.

(i) Certificates Registered in the Name of Cede & Co. With respect to Certificates registered in the name of Cede & Co., as nominee of DTC, the Issuer and the Paying Agent/Registrar shall have no responsibility or obligation to any securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations on whose behalf DTC was created ("DTC Participant") to hold securities to facilitate the clearance and settlement of securities transactions among DTC Participants or to any person on behalf of whom such a DTC Participant holds an interest in the Certificates. Without limiting the immediately preceding sentence, the Issuer and the Paying Agent/Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Certificates, (ii) the delivery to any DTC Participant or any other person, other than a registered owner of Certificates, as shown on the Registration Books, of any notice with respect to the Certificates, or (iii) the payment to any DTC Participant or any other person, other than a registered owner of Certificates, as shown in the Registration Books of any amount with respect to principal of or interest on the Certificates. Upon delivery by DTC to the Paying Agent/Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Ordinance with respect to interest checks being mailed to the registered owner at the close

of business on the Record date, the words "Cede & Co." in this Ordinance shall refer to such new nominee of DTC.

(j) Successor Securities Depository; Transfers Outside Book-Entry Only System. In the event that the Issuer determines that DTC is incapable of discharging its responsibilities described herein and in the representation letter of the Issuer to DTC or that it is in the best interest of the beneficial owners of the Certificates that they be able to obtain certificated Certificates, the Issuer shall (i) appoint a successor securities depository, qualified to act as such under Section 17A of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants of the appointment of such successor securities depository and transfer one or more separate Certificates to such successor securities depository or (ii) notify DTC and DTC Participants of the availability through DTC of Certificates and transfer one or more separate Certificates to DTC Participants having Certificates credited to their DTC accounts. In such event, the Certificates shall no longer be restricted to being registered in the Registration Books in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names registered owners transferring or exchanging Certificates shall designate, in accordance with the provisions of this Ordinance.

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

(l) General Characteristics of the Certificates. The Certificates (i) shall be issued in fully registered form, without interest coupons, with the principal of and interest on such Certificates to be payable only to the Registered Owners thereof, (ii) may and shall be redeemed prior to their scheduled maturities, (iii) may be transferred and assigned, (iv) may be converted and exchanged for other Certificates, (v) shall have the characteristics, (vi) shall be signed, sealed, executed and authenticated, (vii) the principal of and interest on the Certificates shall be payable, and (viii) shall be administered and the Paying Agent/Registrar and the Issuer shall have certain duties and responsibilities with respect to the Certificates, all as provided, and in the manner and to the effect as required or indicated, in the FORM OF CERTIFICATE set forth in this Ordinance. The Certificates initially issued and delivered pursuant to this Ordinance is not required to be, and shall not be, authenticated by the Paying Agent/Registrar, but on each substitute Certificate issued in conversion of and exchange for any Certificate or Certificates issued under this Ordinance the Paying Agent/Registrar shall execute the Paying Agent/Registrar's Authentication Certificate, in the FORM OF CERTIFICATE set forth in this Ordinance.

(m) Cancellation of Initial Certificate. On the closing date, one initial Certificate representing the entire principal amount of the Certificates, payable in stated installments to the order of the initial purchaser of the Certificates or its designee, executed by manual or facsimile signature of the Mayor and Town Secretary of the Issuer, approved by the Attorney General of Texas, and registered and manually signed by the Comptroller of Public Accounts of the State of Texas, will be delivered to such purchaser or its designee. Upon payment for the initial Certificate, the Paying Agent/Registrar shall insert the Issuance Date on Certificate No. T-1, cancel each of the initial Certificates and deliver to The Depository Trust Company ("DTC") on behalf of such purchaser one registered definitive Certificate for each year of maturity of the Certificates, in the aggregate principal amount of all of the Certificates for such maturity, registered in the name of Cede & Co., as nominee of DTC. To the extent that the Paying Agent/Registrar is eligible to participate in DTC's FAST System, pursuant to an agreement between the Paying Agent/Registrar and DTC, the Paying Agent/Registrar shall hold the definitive Certificates in safekeeping for DTC.

Section 4. FORM OF CERTIFICATES. The form of the Certificates, including the form of Paying Agent/Registrar's Authentication Certificate, the form of Assignment and the form of Registration Certificate

of the Comptroller of Public Accounts of the State of Texas to be attached to the Certificates initially issued and delivered pursuant to this Ordinance, shall be, respectively, substantially as follows, with such appropriate variations, omissions or insertions as are permitted or required by this Ordinance.

(a) Form of Certificate.

NO. R-	UNITED STATES OF AMERICA STATE OF TEXAS TOWN OF WESTLAKE, TEXAS COMBINATION TAX AND SURPLUS REVENUE CERTIFICATE OF OBLIGATION SERIES 2018	PRINCIPAL AMOUNT \$ _____
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Interest Rate	Delivery Date	Maturity Date	CUSIP No.
---------------	---------------	---------------	-----------

REGISTERED OWNER:

PRINCIPAL AMOUNT: DOLLARS

ON THE MATURITY DATE specified above, the Town of Westlake, in Tarrant and Denton Counties, Texas (the "Issuer"), being a political subdivision and municipal corporation of the State of Texas, hereby promises to pay to the Registered Owner specified above, or registered assigns (hereinafter called the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above. The Issuer promises to pay interest on the unpaid principal amount hereof (calculated on the basis of a 360-day year of twelve 30-day months) from the Delivery Date specified above at the Interest Rate per annum specified above. Interest is payable on February 15, 2019, and semiannually on each August 15 and February 15 hereafter to the Maturity Date specified above, or the date of redemption prior to maturity; except, if this Certificate is required to be authenticated and the date of its authentication is later than the first Record Date (hereinafter defined), such Principal Amount shall bear interest from the interest payment date next preceding the date of authentication, unless such date of authentication is after any Record Date but on or before the next following interest payment date, in which case such principal amount shall bear interest from such next following interest payment date; provided, however, that if on the date of authentication hereof the interest on the Certificate or Certificates, if any, for which this Certificate is being exchanged is due but has not been paid, then this Certificate shall bear interest from the date to which such interest has been paid in full.

THE PRINCIPAL OF AND INTEREST ON this Certificate are payable in lawful money of the United States of America, without exchange or collection charges. The principal of this Certificate shall be paid to the registered owner hereof upon presentation and surrender of this Certificate at maturity, or upon the date fixed for its redemption prior to maturity, at the principal corporate trust office of [NAME OF PAYING AGENT/REGISTRAR], [CITY], [STATE], which is the "Paying Agent/Registrar" for this Certificate. The payment of interest on this Certificate shall be made by the Paying Agent/Registrar to the registered owner hereof on each interest payment date by check or draft, dated as of such interest payment date, drawn by the Paying Agent/Registrar on, and payable solely from, funds of the Issuer required by the ordinance authorizing the issuance of this Certificate (the "Certificate Ordinance") to be on deposit with the Paying Agent/Registrar for such purpose as hereinafter provided; and such check or draft shall be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, on each such interest payment date, to the registered owner hereof, at its address as it appeared at the close of business on the last business day of the month preceding each such date (the "Record Date") on the Registration Books kept by the Paying Agent/Registrar, as hereinafter described.

NOTWITHSTANDING ANY PROVISION, term, condition or requirement of this Certificate or the Certificate Ordinance to the contrary, payments to the initial purchaser of the Certificates of principal of and interest on the Certificates shall be made by wire transfer of immediately available funds at no cost to such purchaser.

IN ADDITION, INTEREST MAY BE PAID by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner.

IN THE EVENT OF A NON-PAYMENT OF INTEREST on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the Issuer. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each owner of a Certificate appearing on the Registration Books at the close of business on the last business day next preceding the date of mailing of such notice.

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

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

THIS CERTIFICATE is one of a series of Certificates dated August 15, 2018, authorized in accordance with the Constitution and laws of the State of Texas in the principal amount of \$_____, for paying all or a portion of the Issuer's contractual obligations incurred for use in connection with: (i) acquiring constructing, installing, and equipping improvements to the Issuer's water system, including water distribution lines, and (ii) paying legal, fiscal and engineering fees in connection with such projects.

ON AUGUST 15, 2028, or on any date thereafter, the Certificates of this series may be redeemed prior to their scheduled maturities, at the option of the Issuer, with funds derived from any available and lawful source, as a whole, or in part, and, if in part, the particular Certificates, or portions thereof, to be redeemed shall be redeemed in inverse order of maturity and the Issuer shall direct the Paying Agent/Registrar to call by lot or other customary method, portions thereof within such maturities and in such principal amounts, for redemption (provided that a portion of a Certificate may be redeemed only in an integral multiple of \$5,000), at a redemption price equal to the principal amount to be redeemed plus accrued interest to the date fixed for redemption.

AT LEAST 30 days prior to the date fixed for any redemption of Certificates or portions thereof prior to maturity a written notice of such redemption shall be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, to the registered owner of each Certificate to be redeemed at its address as it

appeared on the Registration Books at the close of business on the business day next preceding the date of mailing of such notice; provided, however, that the failure of the registered owner to receive such notice, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Certificate. By the date fixed for any such redemption due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Certificates or portions thereof that are to be so redeemed. If such written notice of redemption is sent and if due provision for such payment is made, all as provided above, the Certificates or portions thereof that are to be so redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment. If a portion of any Certificate shall be redeemed, a substitute Certificate or Certificates having the same maturity date, bearing interest at the same rate, in any denomination or denominations in any integral multiple of \$5,000, at the written request of the registered owner, and in aggregate principal amount equal to the unredeemed portion thereof, will be issued to the registered owner upon the surrender thereof for cancellation, at the expense of the Issuer, all as provided in the Certificate Ordinance.

IF AT THE TIME OF MAILING of notice of optional redemption there shall not have either been deposited with the Paying Agent/Registrar or legally authorized escrow agent immediately available funds sufficient to redeem all the Certificates called for redemption, such notice may state that it is conditional, and is subject to the deposit of the redemption moneys with the Paying Agent/Registrar or legally authorized escrow agent at or prior to the redemption date. If such redemption is not effectuated, the Paying Agent/Registrar shall, within five days thereafter, give notice in the manner in which the notice of redemption was given that such moneys were not so received and shall rescind the redemption.

ALL CERTIFICATES OF THIS SERIES are issuable solely as fully registered certificates, without interest coupons, in the denomination of any integral multiple of \$5,000. As provided in the Certificate Ordinance, this Certificate may, at the request of the registered owner or the assignee or assignees hereof, be assigned, transferred, converted into and exchanged for a like aggregate principal amount of fully registered certificates, without interest coupons, payable to the appropriate registered owner, assignee or assignees, as the case may be, having the same denomination or denominations in any integral multiple of \$5,000 as requested in writing by the appropriate registered owner, assignee or assignees, as the case may be, upon surrender of this Certificate to the Paying Agent/Registrar for cancellation, all in accordance with the form and procedures set forth in the Certificate Ordinance. Among other requirements for such assignment and transfer, this Certificate must be presented and surrendered to the Paying Agent/Registrar, together with proper instruments of assignment, in form and with guarantee of signatures satisfactory to the Paying Agent/Registrar, evidencing assignment of this Certificate or any portion or portions hereof in any integral multiple of \$5,000 to the assignee or assignees in whose name or names this Certificate or any such portion or portions hereof is or are to be registered. The form of Assignment printed or endorsed on this Certificate may be executed by the registered owner to evidence the assignment hereof, but such method is not exclusive, and other instruments of assignment satisfactory to the Paying Agent/Registrar may be used to evidence the assignment of this Certificate or any portion or portions hereof from time to time by the registered owner. The Paying Agent/Registrar's reasonable standard or customary fees and charges for assigning, transferring, converting and exchanging any Certificate or portion thereof will be paid by the Issuer. In any circumstance, any taxes or governmental charges required to be paid with respect thereto shall be paid by the one requesting such assignment, transfer, conversion or exchange, as a condition precedent to the exercise of such privilege. The Paying Agent/Registrar shall not be required to make any such transfer, conversion, or exchange (i) during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date, or (ii) with respect to any Certificate or any portion thereof called for redemption prior to maturity, within 45 days prior to its redemption date.

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

IT IS HEREBY certified, recited and covenanted that this Certificate has been duly and validly authorized, issued and delivered; that all acts, conditions and things required or proper to be performed, exist and be done precedent to or in the authorization, issuance and delivery of this Certificate have been performed, existed and been done in accordance with law; that this Certificate is a general obligation of said Issuer, issued on the full faith and credit thereof; and that annual ad valorem taxes sufficient to provide for the payment of the interest on and principal of this Certificate, as such interest comes due and such principal matures, have been levied and ordered to be levied against all taxable property in said Issuer, and have been pledged for such payment, within the limit prescribed by law, and that this Certificate is additionally secured by and payable from a pledge of the Surplus Revenues of the Issuer's waterworks and sewer system remaining after payment of all operation and maintenance expenses thereof, and all debt service, reserve and other requirements in connection with all of the Issuer's revenue obligations (now or hereafter outstanding) that are payable from all or part of said revenues, all as provided in the Certificate Ordinance.

THE ISSUER HAS RESERVED THE RIGHT to amend the Certificate Ordinance as provided therein, and under some (but not all) circumstances amendments thereto must be approved by the registered owners of a majority in aggregate principal amount of the outstanding Certificates.

BY BECOMING the registered owner of this Certificate, the registered owner thereby acknowledges all of the terms and provisions of the Certificate Ordinance, agrees to be bound by such terms and provisions, acknowledges that the Certificate Ordinance is duly recorded and available for inspection in the official minutes and records of the governing body of the Issuer, and agrees that the terms and provisions of this Certificate and the Certificate Ordinance constitute a contract between each registered owner hereof and the Issuer.

IN WITNESS WHEREOF, the Issuer has caused this Certificate to be signed with the manual or facsimile signature of the Mayor of the Issuer (or in the absence of the Mayor, by the Mayor Pro-Tem) and countersigned with the manual or facsimile signature of the Town Secretary of said Issuer, and has caused the official seal of the Issuer to be duly impressed, or placed in facsimile, on this Certificate.

_____ (signature) Town Secretary	_____ (signature) Mayor
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(SEAL)

(b) Form of Paying Agent/Registrar's Authentication Certificate.

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

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

Dated: _____.

[NAME OF PAYING AGENT/REGISTRAR],
[CITY], [STATE]
Paying Agent/Registrar

By: _____
Authorized Representative

(c) Form of Assignment.

ASSIGNMENT
(Please type or print clearly)

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

Transferee's Social Security or Taxpayer Identification Number: _____

Transferee's name and address, including zip code: _____

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

Dated: _____.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a securities transfer association recognized signature guarantee program.

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

(d) Form of Registration Certificate of the Comptroller of Public Accounts.

COMPTROLLER'S REGISTRATION CERTIFICATE: REGISTER NO. _____

I hereby certify that this Certificate has been examined, certified as to validity and approved by the Attorney General of the State of Texas, and that this Certificate has been registered by the Comptroller of Public Accounts of the State of Texas.

Witness my signature and seal this _____.

Comptroller of Public Accounts of the State of Texas

(COMPTROLLER'S SEAL)

(e) Initial Certificate Insertions.

(i) The initial Certificate shall be in the form set forth in paragraph (a) of this Section, except that:

A. immediately under the name of the Certificate, the headings "Interest Rate" and "Maturity Date" shall both be completed with the words "As shown below" and "CUSIP No. _____" shall be deleted.

B. the first paragraph shall be deleted and the following will be inserted:

"THE TOWN OF WESTLAKE, TEXAS, in Tarrant and Denton Counties, Texas (the "Issuer"), being a political subdivision and municipal corporation of the State of Texas, hereby promises to pay to the Registered Owner specified above, or registered assigns (hereinafter called the "Registered Owner"), on February 15 in each of the years, in the principal installments and bearing interest at the per annum rates set forth in the following schedule:

<u>Years</u>	<u>Principal Installments</u>	<u>Interest Rates</u>
(Information from Section 2 to be inserted)		

The Issuer promises to pay interest on the unpaid principal amount hereof (calculated on the basis of a 360-day year of twelve 30-day months) from the Delivery Date specified above at the respective Interest Rate per annum specified above. Interest is payable on February 15, 2019, and semiannually on each August 15 and February 15 thereafter to the date of payment of the principal installment specified above, or the date of redemption prior to maturity; except, that if this Certificate is required to be authenticated and the date of its authentication is later than the first Record Date (hereinafter defined), such Principal Amount shall bear interest from the interest payment date next preceding the date of authentication, unless such date of authentication is after any Record Date but on or before the next following interest payment date, in which case such principal amount shall bear interest from such next following interest payment date; provided, however, that if on the date of authentication hereof the interest on the Certificate or Certificates, if any, for which this Certificate is being exchanged is due but has not been paid, then this Certificate shall bear interest from the date to which such interest has been paid in full."

C. The Initial Certificate shall be numbered "T-1."

Section 5. INTEREST AND SINKING FUND; SURPLUS REVENUES.

(a) A special "Interest and Sinking Fund" is hereby created and shall be established and maintained by the Issuer as a separate fund or account and the funds therein shall be deposited into and held in an account at an official depository bank of said Issuer. Said Interest and Sinking Fund shall be kept separate and apart from all other funds and accounts of said Issuer, and shall be used only for paying the interest on and principal of said Certificates. All amounts received from the sale of the Certificates as accrued interest, shall be deposited upon receipt to the Interest and Sinking Fund, and all ad valorem taxes levied and collected for and on account of said Certificates shall be deposited, as collected, to the credit of said Interest and Sinking Fund. During each year while any of said Certificates are outstanding and unpaid, the governing body of said Issuer shall compute and ascertain a rate and amount of ad valorem tax that will be sufficient to raise and produce the money required to pay the interest on said Certificates as such interest comes due, and to provide and maintain a sinking fund adequate to pay the principal of said Certificates as such principal matures (but never less than 2% of the original amount of said Certificates as a sinking fund each year); and said tax shall be based on the latest approved tax rolls of said Issuer, with full allowances being made for tax delinquencies and the cost of tax collection. Said rate and amount of ad valorem tax is hereby levied, and is hereby ordered

to be levied, against all taxable property in said Issuer, for each year while any of said Certificates are outstanding and unpaid, and said tax shall be assessed and collected each such year and deposited to the credit of the aforesaid Interest and Sinking Fund. Said ad valorem taxes sufficient to provide for the payment of the interest on and principal of said Certificates, as such interest comes due and such principal matures, are hereby pledged for such payment, within the limit prescribed by law.

(b) The Certificates are additionally secured by revenues of the Issuer's waterworks and sewer system (the "System") that remain after the payment of all maintenance and operation expenses thereof, and all debt service, reserve and other requirements in connection with all of the Issuer's revenue obligations (now or hereafter outstanding) that are secured by a lien on all or any part of the net revenues of the System, such revenues constituting "Surplus Revenues." The Issuer shall deposit such Surplus Revenues to the credit of the Interest and Sinking Fund created pursuant to subsection (a) of this section, to the extent necessary to pay the principal and interest on the Certificates. Notwithstanding the requirements of subsection (a) of this section, if Surplus Revenues or other lawfully available moneys of the Issuer are actually on deposit, or budgeted for deposit as hereinafter provided, in the Interest and Sinking Fund in advance of the time when ad valorem taxes are scheduled to be levied for any year, then the amount of taxes that otherwise would have been required to be levied pursuant to Section 5(a) may be reduced to the extent and by the amount of the revenues then on deposit, or budgeted for deposit as hereinafter provided, in the Sinking Fund. However, if the Surplus Revenues are budgeted for deposit into the Interest and Sinking Fund, the Issuer:

(i) shall transfer and deposit in the Interest Sinking Fund each month an amount of not less than 1/12th of the annual debt service on the Certificates until the amount on deposit in the Interest and Sinking Fund equals the amount required for annual debt service on the Certificates; further, that the Issuer shall not transfer any Surplus Revenues to any fund other than the Interest and Sinking Fund until such time as an amount equal to the annual debt service on the Certificates for the then current fiscal year has been deposited in the Interest and Sinking Fund;

(ii) shall establish, adopt and maintain an annual budget that provides for either the monthly deposit of sufficient Surplus Revenues and/or tax revenues, the monthly deposit of any other legally available funds on hand at the time of the adoption of the annual budget, or a combination thereof, into the Interest and Sinking Fund for the repayment of the Certificates; and

(iii) shall at all times maintain and collect sufficient System rates and charges in conjunction with any other legally available funds that, after payment of the costs of operating and maintaining the System, produce revenues in an amount not less than 1.10 times debt service requirements of all outstanding System revenue bonds of the Issuer and other obligations of the Issuer which are secured in whole or in part by a pledge of revenues of the System, for which the Issuer is budgeting the repayment of such obligations from the revenues of the System, or the Issuer shall provide documentation which evidences the levy of an ad valorem tax rate dedicated to the Interest and Sinking Fund, in conjunction with any other legally available funds, sufficient for the repayment of System debt service requirements.

(c) Article 1208, Government Code, applies to the issuance of the Certificates of Obligation and the pledge of the taxes and Surplus Revenues granted by the Issuer under this Section, and is therefore valid, effective, and perfected. Should Texas law be amended at any time while the Certificates of Obligation are outstanding and unpaid, the result of such amendment being that the pledge of the taxes and Surplus Revenues granted by the Issuer under this Section, is to be subject to the filing requirements of Chapter 9, Business & Commerce Code, in order to preserve to the registered owners of the Certificates of Obligation a security interest in said pledge, the Issuer agrees to take such measures as it determines are reasonable and necessary under Texas law to comply with the applicable provisions of Chapter 9, Business & Commerce Code and enable a filing of a security interest in said pledge to occur.

Section 6. DEFEASANCE OF CERTIFICATES.

(a) Any Certificate and the interest thereon shall be deemed to be paid, retired and no longer outstanding (a "Defeased Certificate") within the meaning of this Ordinance, except to the extent provided in subsection (d) of this Section, when payment of the principal of such Certificate, plus interest thereon to the due date (whether such due date be by reason of maturity or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof, or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent/Registrar in accordance with an escrow agreement or other instrument (the "Future Escrow Agreement") for such payment (1) lawful money of the United States of America sufficient to make such payment or (2) Defeasance Securities that mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to provide for such payment, and when proper arrangements have been made by the Issuer with the Paying Agent/Registrar for the payment of its services until all Defeased Certificates shall have become due and payable. At such time as a Certificate shall be deemed to be a Defeased Certificate hereunder, as aforesaid, such Certificate and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the ad valorem taxes herein levied and pledged or the limited pledge of Surplus Revenues as provided in this Ordinance, and such principal and interest shall be payable solely from such money or Defeasance Securities. Notwithstanding any other provision of this Ordinance to the contrary, it is hereby provided that any determination not to redeem Defeased Certificates that is made in conjunction with the payment arrangements specified in subsection 6(a)(i) or (ii) shall not be irrevocable, provided that: (1) in the proceedings providing for such payment arrangements, the Issuer expressly reserves the right to call the Defeased Certificates for redemption; (2) gives notice of the reservation of that right to the owners of the Defeased Certificates immediately following the making of the payment arrangements; and (3) directs that notice of the reservation be included in any redemption notices that it authorizes.

(b) Any moneys so deposited with the Paying Agent/Registrar may at the written direction of the Issuer be invested in Defeasance Securities, maturing in the amounts and times as hereinbefore set forth, and all income from such Defeasance Securities received by the Paying Agent/Registrar that is not required for the payment of the Certificates and interest thereon, with respect to which such money has been so deposited, shall be turned over to the Issuer, or deposited as directed in writing by the Issuer. Any Future Escrow Agreement pursuant to which the money and/or Defeasance Securities are held for the payment of Defeased Certificates may contain provisions permitting the investment or reinvestment of such moneys in Defeasance Securities or the substitution of other Defeasance Securities upon the satisfaction of the requirements specified in subsection 6(a)(i) or (ii). All income from such Defeasance Securities received by the Paying Agent/Registrar which is not required for the payment of the Defeased Certificates, with respect to which such money has been so deposited, shall be remitted to the Issuer or deposited as directed in writing by the Issuer.

(c) The term "Defeasance Securities" means any securities and obligations now or hereafter authorized by State law that are eligible to discharge obligations such as the Certificates, which under current law is limited to the following types of securities: (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America., (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the Issuer adopts or approves the proceedings authorizing the financial arrangements are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

(d) Until all Defeased Certificates shall have become due and payable, the Paying Agent/Registrar shall perform the services of Paying Agent/Registrar for such Defeased Certificates the same as if they had not been defeased, and the Issuer shall make proper arrangements to provide and pay for such services as required by this Ordinance.

(e) In the event that the Issuer elects to defease less than all of the principal amount of Certificates of a maturity, the Paying Agent/Registrar shall select, or cause to be selected, such amount of Certificates by such random method as it deems fair and appropriate.

(f) So long as the Texas Water Development Board is the registered owner of any of the Certificates, the Issuer shall provide written notice to the Texas Water Development Board of a defeasance of the Certificates pursuant to subsection (a)(ii) of this Section.

Section 7. DAMAGED, MUTILATED, LOST, STOLEN, OR DESTROYED CERTIFICATES.

(a) Replacement Certificates. In the event any outstanding Certificate is damaged, mutilated, lost, stolen or destroyed, the Paying Agent/Registrar shall cause to be printed, executed and delivered, a new certificate of the same principal amount, maturity and interest rate, as the damaged, mutilated, lost, stolen or destroyed Certificate, in replacement for such Certificate in the manner hereinafter provided.

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

(c) No Default Occurred. Notwithstanding the foregoing provisions of this Section, in the event any such Certificate shall have matured, and no default has occurred that is then continuing in the payment of the principal of, redemption premium, if any, or interest on the Certificate, the Issuer may authorize the payment of the same (without surrender thereof except in the case of a damaged or mutilated Certificate) instead of issuing a replacement Certificate, provided security or indemnity is furnished as above provided in this Section.

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

(e) Authority for Issuing Replacement Certificates. In accordance with Sec. 1206.022, Government Code, this Section 7 of this Ordinance shall constitute authority for the issuance of any such replacement certificate without necessity of further action by the governing body of the Issuer or any other body or person, and the duty of the replacement of such certificates is hereby authorized and imposed upon the Paying Agent/Registrar, and the Paying Agent/Registrar shall authenticate and deliver such Certificates in the form and manner and with the effect, as provided in Section 3(a) of this Ordinance for Certificates issued in conversion and exchange for other Certificates.

Section 8. CUSTODY, APPROVAL, AND REGISTRATION OF CERTIFICATES; BOND COUNSEL'S OPINION; CUSIP NUMBERS AND CONTINGENT INSURANCE PROVISION, IF OBTAINED; ENGAGEMENT OF BOND COUNSEL.

(a) The Mayor of the Issuer is hereby authorized to have control of the Certificates initially issued and delivered hereunder and all necessary records and proceedings pertaining to the Certificates pending their delivery and their investigation, examination, and approval by the Attorney General of the State of Texas, and their registration by the Comptroller of Public Accounts of the State of Texas. Upon registration of the Certificates said Comptroller of Public Accounts (or a deputy designated in writing to act for said Comptroller) shall manually sign the Comptroller's Registration Certificate attached to such Certificates, and the seal of said Comptroller shall be impressed, or placed in facsimile, on such Certificate. The approving legal opinion of the Issuer's Bond Counsel and the assigned CUSIP numbers may, at the option of the Issuer, be printed on the Certificates issued and delivered under this Ordinance, but neither shall have any legal effect, and shall be solely for the convenience and information of the registered owners of the Certificates. In addition, if bond insurance is obtained, the Certificates may bear an appropriate legend as provided by the insurer.

(b) The obligation of the initial purchaser to accept delivery of the Certificates is subject to the initial purchaser being furnished with the final, approving opinion of McCall, Parkhurst & Horton L.L.P., bond counsel to the Issuer, which opinion shall be dated as of and delivered on the date of initial delivery of the Certificates to the initial purchaser. The engagement of such firm as bond counsel to the Issuer in connection with issuance, sale and delivery of the Certificates is hereby approved and confirmed. The execution and delivery of an engagement letter between the Issuer and such firm, with respect to such services as bond counsel, is hereby authorized in such form as may be approved by the Mayor, and the Mayor is hereby authorized to execute such engagement letter.

Section 9. COVENANTS REGARDING TAX EXEMPTION OF INTEREST ON THE CERTIFICATES.

(a) Covenants. The Issuer covenants to take any action necessary to assure, or refrain from any action that would adversely affect, the treatment of the Certificates as obligations described in section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation. In furtherance thereof, the Issuer covenants as follows:

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

(2) to take any action to assure that in the event that the "private business use" described in subsection (1) hereof exceeds 5 percent of the proceeds of the Certificates or the projects financed therewith (less amounts deposited into a reserve fund, if any) then the amount in excess of 5 percent is used for a "private business use" which is "related" and not "disproportionate," within the meaning of section 141(b)(3) of the Code, to the governmental use;

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

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

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

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

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

(B) amounts invested in a bona fide debt service fund, within the meaning of section 1.148-1(b) of the rules and regulations of the United States Department of the Treasury (the "Treasury Regulations"), and

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

(7) to otherwise restrict the use of the proceeds of the Certificates or amounts treated as proceeds of the Certificates, as may be necessary, so that the Certificates do not otherwise contravene the requirements of section 148 of the Code (relating to arbitrage);

(8) to refrain from using the proceeds of the Certificates or proceeds of any prior bonds to pay debt service on another issue more than 90 days after the date of issue of the Certificates in contravention of the requirements of section 149(d) of the Code (relating to advance refundings);

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

(10) to file or cause to be filed with the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Certificates are issued, an information statement concerning the Certificates, all under and in accordance with section 149(e) of the Code and the applicable Treasury Regulations promulgated thereunder;

(11) the Issuer will not acquire any of the Texas Water Development Board's source series bonds in an amount related to the amount of Certificates acquired by the Texas Water Development Board; and

(12) to assure that the proceeds of the Certificates will be used solely for new money purposes.

(b) Rebate Fund. If necessary to facilitate compliance with the above covenant (a)(9), a "Rebate Fund" is hereby established by the Issuer for the sole benefit of the United States of America, and such fund shall not be subject to the claim of any other person, including without limitation the holders of the Certificates. The Rebate Fund is established for the additional purpose of compliance with section 148 of the Code.

(c) Use of Proceeds. The Issuer understands that the term "proceeds" includes "disposition proceeds" as defined in the Treasury Regulations. It is the understanding of the Issuer that the covenants contained herein are intended to assure compliance with the Code and any regulations or rulings promulgated by the U.S. Department of the Treasury pursuant thereto. In the event that regulations or rulings are hereafter promulgated that modify or expand provisions of the Code, as applicable to the Certificates, the Issuer will not be required to comply with any covenant contained herein to the extent that such failure to comply, in the opinion of nationally recognized bond counsel, will not adversely affect the exemption from federal income taxation of interest on the Certificates under section 103 of the Code. In the event that regulations or rulings are hereafter promulgated which impose additional requirements applicable to the Certificates, the Issuer agrees to comply with the additional requirements to the extent necessary, in the opinion of nationally recognized bond counsel, to preserve the exemption from federal income taxation of interest on the Certificates under section 103 of the Code.

(d) The Issuer hereby authorizes and directs the Mayor, Town Manager and Finance Director to execute any documents, certificates or reports required by the Code and to make such elections, on behalf of the Issuer, which may be permitted by the Code as are consistent with the purpose for the issuance of the Bonds.

(e) Allocation Of, and Limitation On, Expenditures for the Project. The Issuer covenants to account for the expenditure of sale proceeds and investment earnings to be used for the purposes described in Section 1 of this Ordinance (the "Project") on its books and records in accordance with the requirements of the Code. The Issuer recognizes that in order for the proceeds to be considered used for the reimbursement of costs, the proceeds must be allocated to expenditures within 18 months of the later of the date that (1) the expenditure is made, or (2) the Project is completed; but in no event later than three years after the date on which the original expenditure is paid. The foregoing notwithstanding, the Issuer recognizes that in order for proceeds to be expended under the Code, the sale proceeds or investment earnings must be expended no more than 60 days after the earlier of (1) the fifth anniversary of the delivery of the Certificates, or (2) the date the Certificates are retired. The Issuer agrees to obtain the advice of nationally-recognized bond counsel if such expenditure fails to comply with the foregoing to assure that such expenditure will not adversely affect the tax-exempt status of the Certificates. For purposes hereof, the Issuer shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

(f) Disposition of Project. The Issuer covenants that the property constituting the Project will not be sold or otherwise disposed in a transaction resulting in the receipt by the Issuer of cash or other compensation, unless any action taken in connection with such disposition will not adversely affect the tax-exempt status of the Certificates. For purpose of the foregoing, the Issuer may rely on an opinion of nationally-recognized bond counsel that the action taken in connection with such sale or other disposition will not adversely affect the tax-exempt status of the Certificates. For purposes of the foregoing, the portion of the property comprising personal property and disposed in the ordinary course shall not be treated as a transaction resulting in the receipt of cash or other compensation. For purposes hereof, the Issuer shall not be obligated to comply with this covenant if it obtains an opinion that such failure to comply will not adversely affect the excludability for federal income tax purposes from gross income of the interest.

Section 10. SALE OF CERTIFICATES; FURTHER PROCEDURES.

(a) The Certificates are hereby officially sold and awarded to the initial purchaser, the Texas Water Development Board, at a price equal to the par amount thereof. It is hereby officially found, determined, and declared that the terms of this sale are the most advantageous reasonably obtainable. The Certificates shall initially be registered in the name of the Texas Water Development Board or its designee.

(b) The Mayor, Town Manager, Town Secretary and Finance Director of the Issuer, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and on behalf of the Issuer all such documents, certificates and other instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, the Certificates and the sale of the Certificates. In case any officer whose signature shall appear on any Certificate shall cease to be such officer before the delivery of such Certificate, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

Section 11. INTEREST EARNINGS ON CERTIFICATE PROCEEDS. Interest earnings derived from the investment of proceeds from the sale of the Certificates shall be used along with other certificate proceeds for the Project; provided that after completion of such purpose, if any of such interest earnings remain on hand, such interest earnings shall be used as described in Section 16(d). It is provided, however, that any interest earnings on Certificate proceeds that are required to be rebated to the United States of America pursuant to Section 9 hereof in order to prevent the Certificates from being arbitrage bonds shall be so rebated and not considered as interest earnings for the purposes of this Section.

Section 12. CONSTRUCTION FUND; SECURITY FOR DEPOSITS.

(a) The Issuer hereby creates and establishes and shall maintain on the books of the Issuer a separate fund to be entitled the "Series 2018 Combination Tax and Surplus Revenue Certificate of Obligation Construction Fund" for use by the Issuer for payment of all lawful costs associated with the acquisition and construction of the Project as hereinbefore provided, and to pay the costs of issuance of the Certificates. Upon payment of all such costs, any moneys remaining on deposit in said Fund shall be disbursed as provided in Section 16(c).

(b) The Issuer may place proceeds of the Certificates (including investment earnings thereon) and amounts deposited into the Interest and Sinking Fund in investments authorized by the Public Funds Investment Act, Chapter 2256, Texas Government Code, as amended; provided, however, that the Issuer hereby covenants that the proceeds of the sale of the Certificates will be used as soon as practicable for the purposes for which the Certificates are issued.

(c) All deposits authorized or required by this Ordinance shall be secured to the fullest extent required by law for the security of public funds as provided in Chapters 2256 and 2257, Texas Government Code, as amended.

Section 13. COMPLIANCE WITH RULE 15c2-12.

(a) Definitions. As used in this Section, the following terms have the meanings ascribed to such terms below:

"MSRB" means the Municipal Securities Rulemaking Board.

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

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

(b) Annual Reports.

(i) The Issuer shall provide annually to the MSRB, within twelve months after the end of each fiscal year ending in or after 2018, financial information and operating data with respect to the Issuer of the general type included in the Issuer's application to the Texas Water Development Board (the "Application") to the extent that such information is customarily prepared by the Issuer and is publicly available. Any financial statements so to be provided shall be (1) prepared in accordance with the accounting principles described in the notes to the financial statements filed with the Texas Water Development Board as part of the Application, or such other accounting principles as the Issuer may be required to employ from time to time pursuant to state law or regulation, and (2) audited, if the Issuer commissions an audit of such statements and the audit is completed within the period during which they must be provided. If the audit of such financial statements is not complete within such period, then the Issuer shall provide unaudited financial information that is available to the Issuer by the required time and will provide audited financial statements for the applicable fiscal year to the MSRB, when and if the audit report on such statements become available. Such information shall be transmitted electronically to the MSRB, in such format and accompanied by such identifying information as prescribed by the MSRB.

(ii) If the Issuer 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 Issuer otherwise would be required to provide financial information and operating data pursuant to this Section. The financial information and operating data to be provided pursuant to this Section may be set forth in full in one or more documents or may be included by specific reference to any document that is available to the public on the MSRB's internet website or filed with the SEC. All documents provided to the MSRB pursuant to this Section shall be accompanied by identifying information as prescribed by the MSRB.

(c) Event Notices.

(i) The Issuer shall notify the MSRB in an electronic format as prescribed by the MSRB, in a timely manner (but not in excess of ten business days after the occurrence of the event) of any of the following events with respect to the Certificates, if such event is material within the meaning of the federal securities laws:

1. Non-payment related defaults;
2. Modifications to rights of Certificateholders;
3. Certificate calls;
4. Release, substitution, or sale of property securing repayment of the Certificates;
5. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, 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; and
6. Appointment of a successor or additional trustee or the change of name of a trustee.

(ii) The Issuer shall notify the MSRB in an electronic format as prescribed by the MSRB, in a timely manner (but not in excess of ten business days after the occurrence of the event) of any of the following events with respect to the Certificates, without regard to whether such event is considered material within the meaning of the federal securities laws:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;
3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Adverse tax opinions or 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 Certificates, or other material events affecting the tax status of the Certificates;
6. Tender offers;
7. Defeasances;
8. Rating changes; and
9. Bankruptcy, insolvency, receivership or similar event of an obligated person.

(iii) The Issuer shall notify the MSRB, in a timely manner, of any failure by the Issuer to provide financial information or operating data in accordance with subsection (b) of this Section by the time required by such subsection.

(d) Limitations, Disclaimers, and Amendments.

(i) The Issuer shall be obligated to observe and perform the covenants specified in this Section for so long as, but only for so long as, the Issuer remains an "obligated person" with respect to the Certificates within the meaning of the Rule, except that the Issuer in any event will give notice of any deposit made in accordance with this Order or applicable law that causes Certificates no longer to be outstanding.

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

(iii) UNDER NO CIRCUMSTANCES SHALL THE ISSUER BE LIABLE TO THE REGISTERED OWNER OR BENEFICIAL OWNER OF ANY CERTIFICATE OR ANY OTHER PERSON, IN CONTRACT OR TORT, FOR DAMAGES RESULTING IN WHOLE OR IN PART

FROM ANY BREACH BY THE ISSUER, WHETHER NEGLIGENT OR WITHOUT FAULT ON ITS PART, OF ANY COVENANT SPECIFIED IN THIS SECTION, BUT EVERY RIGHT AND REMEDY OF ANY SUCH PERSON, IN CONTRACT OR TORT, FOR OR ON ACCOUNT OF ANY SUCH BREACH SHALL BE LIMITED TO AN ACTION FOR MANDAMUS OR SPECIFIC PERFORMANCE.

(iv) No default by the Issuer in observing or performing its obligations under this Section shall comprise a breach of or default under this Order for purposes of any other provision of this Order. Nothing in this Section is intended or shall act to disclaim, waive, or otherwise limit the duties of the Issuer under federal and state securities laws.

(v) Should the Rule be amended to obligate the Issuer to make filings with or provide notices to entities other than the MSRB, the Issuer hereby agrees to undertake such obligation with respect to the Certificates in accordance with the Rule as amended. The provisions of this Section may be amended by the Issuer from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Issuer, but only if (1) the provisions of this Section, as so amended, would have permitted an underwriter to purchase or sell Certificates in the primary offering of the Certificates in compliance with the Rule, taking into account any amendments or interpretations of the Rule since such offering as well as such changed circumstances and (2) either (a) the Registered Owners of a majority in aggregate principal amount (or any greater amount required by any other provision of this Order that authorizes such an amendment) of the outstanding Certificates consent to such amendment or (b) a person that is unaffiliated with the Issuer (such as nationally recognized bond counsel) determined that such amendment will not materially impair the interest of the Registered Owners and beneficial owners of the Certificates. The Issuer may also amend or repeal the provisions of this continuing disclosure agreement if the SEC amends or repeals the applicable provision of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Certificates in the primary offering of the Certificates. If the Issuer so amends the provisions of this Section, it shall include with any amended financial information or operating data next provided in accordance with subsection (b) of this Section an explanation, in narrative form, of the reason for the amendment and of the impact of any change in the type of financial information or operating data so provided.

Section 14. METHOD OF AMENDMENT. The Issuer hereby reserves the right to amend this Ordinance subject to the following terms and conditions, to wit:

(a) The Issuer may from time to time, without the consent of any holder, except as otherwise required by paragraph (b) below, amend or supplement this Ordinance in order to (i) cure any ambiguity, defect or omission in this Ordinance that does not materially adversely affect the interests of the holders, (ii) grant additional rights or security for the benefit of the holders, (iii) add events of default as shall not be inconsistent with the provisions of this Ordinance and that shall not materially adversely affect the interests of the holders, (iv) qualify this Ordinance under the Trust Indenture Act of 1939, as amended, or corresponding provisions of federal laws from time to time in effect, or (v) make such other provisions in regard to matters or questions arising under this Ordinance as shall not be inconsistent with the provisions of this Ordinance and that shall not in the opinion of the Issuer's Bond Counsel materially adversely affect the interests of the holders.

(b) Except as provided in paragraph (a) above, the holders of Certificates aggregating in principal amount 51% of the aggregate principal amount of then outstanding Certificates that are the subject of a proposed amendment shall have the right from time to time to approve any amendment hereto that may be

deemed necessary or desirable by the Issuer; provided, however, that without the consent of 100% of the holders in aggregate principal amount of the then outstanding Certificates, nothing herein contained shall permit or be construed to permit amendment of the terms and conditions of this Ordinance or in any of the Certificates so as to:

- (1) Make any change in the maturity of any of the outstanding Certificates;
- (2) Reduce the rate of interest borne by any of the outstanding Certificates;
- (3) Reduce the amount of the principal of, or redemption premium, if any, payable on any outstanding Certificates;
- (4) Modify the terms of payment of principal or of interest or redemption premium on outstanding Certificates or any of them or impose any condition with respect to such payment; or
- (5) Change the minimum percentage of the principal amount of any series of Certificates necessary for consent to such amendment.

(c) If at any time the Issuer shall desire to amend this Ordinance under this Section, the Issuer shall send by U.S. mail to each registered owner of the affected Certificates a copy of the proposed amendment. Such notice shall briefly set forth the nature of the proposed amendment.

(d) Whenever at any time within one year from the date of the mailing of such such notice the Issuer shall receive an instrument or instruments executed by the holders of at least 51% in aggregate principal amount of all of the Certificates then outstanding that are required for the amendment, which instrument or instruments shall refer to the proposed amendment and that shall specifically consent to and approve such amendment, the Issuer may adopt the amendment in substantially the same form.

(e) Upon the adoption of any amendatory Ordinance pursuant to the provisions of this Section, this Ordinance shall be deemed to be modified and amended in accordance with such amendatory Ordinance, and the respective rights, duties, and obligations of the Issuer and all holders of such affected Certificates shall thereafter be determined, exercised, and enforced, subject in all respects to such amendment.

(f) Any consent given by the holder of a Certificate pursuant to the provisions of this Section shall be irrevocable for a period of six months from the date of the mailing of notice as provided for in this Section, and shall be conclusive and binding upon all future holders of the same Certificate during such period. Such consent may be revoked at any time after six months from the date of mailing of said notice by the holder who gave such consent, or by a successor in title, by filing notice with the Issuer, but such revocation shall not be effective if the holders of 51% in aggregate principal amount of the affected Certificates then outstanding, have, prior to the attempted revocation, consented to and approved the amendment.

For the purposes of establishing ownership of the Certificates, the Issuer shall rely solely upon the registration of the ownership of such Certificates on the registration books kept by the Paying Agent/Registrar.

Section 15. DEFAULT AND REMEDIES.

(a) Events of Default. Each of the following occurrences or events for the purpose of this Ordinance is hereby declared to be an Event of Default:

- (i) the failure to make payment of the principal of or interest on any of the Certificates when the same becomes due and payable; or

(ii) default in the performance or observance of any other covenant, agreement or obligation of the Issuer, the failure to perform which materially, adversely affects the rights of the Registered Owners of the Certificates, including, but not limited to, their prospect or ability to be repaid in accordance with this Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any Registered Owner to the Issuer.

(b) Remedies for Default.

(i) Upon the happening of any Event of Default, then and in every case, any Registered Owner or an authorized representative thereof, including, but not limited to, a trustee or trustees therefor, may proceed against the Issuer, or any official, officer or employee of the Issuer in their official capacity, for the purpose of protecting and enforcing the rights of the Registered Owners under this Ordinance, by mandamus or other suit, action or special proceeding in equity or at law, in any court of competent jurisdiction, for any relief permitted by law, including the specific performance of any covenant or agreement contained herein, or thereby to enjoin any act or thing that may be unlawful or in violation of any right of the Registered Owners hereunder or any combination of such remedies.

(ii) It is provided that all such proceedings shall be instituted and maintained for the equal benefit of all Registered Owners of Certificates then outstanding.

(c) Remedies Not Exclusive.

(i) No remedy herein conferred or reserved is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or under the Certificates or now or hereafter existing at law or in equity; provided, however, that notwithstanding any other provision of this Ordinance, the right to accelerate the debt evidenced by the Certificates shall not be available as a remedy under this Ordinance.

(ii) The exercise of any remedy herein conferred or reserved shall not be deemed a waiver of any other available remedy.

(iii) By accepting the delivery of a Certificate authorized under this Ordinance, such Registered Owner agrees that the certifications required to effectuate any covenants or representations contained in this Ordinance do not and shall never constitute or give rise to a personal or pecuniary liability or charge against the officers, employees or trustees of the Issuer or the Town Council.

(iv) None of the members of the Town Council, nor any other official or officer, agent, or employee of the Issuer, shall be charged personally by the Registered Owners with any liability, or be held personally liable to the Registered Owners under any term or provision of this Ordinance, or because of any Event of Default or alleged Event of Default under this Ordinance.

Section 16. TEXAS WATER DEVELOPMENT BOARD. The provisions of this Section shall apply so long as the Certificates, or any of them, are owned by the Texas Water Development Board.

(a) Covenant to Abide with Rules and Regulations. The Issuer will abide with all applicable federal laws, rules and regulations, laws of the State of Texas and rules and regulations of the Texas Water Development Board relating to the loan of funds evidenced by the Certificates and the project for which the Certificates are issued, sold and delivered.

(b) Annual Audit Reporting. The Issuer shall have an annual audit prepared in accordance with generally accepted accounting practices and shall provide to the Executive Administrator of the Texas Water Development Board, without the necessity of a written request therefor and without charge, a copy of the annual audit report within 180 days of the close of each Issuer fiscal year. In addition, monthly operating statements for the System shall be maintained by the Issuer and made available, on request, to the Texas Water Development Board as long as the State of Texas owns any of the Certificates, and the monthly operating statement shall be in such detail as requested by the Development Fund Manager of the Texas Water Development Board until this requirement is waived thereby. The Issuer covenants that proceeds of the Certificates shall remain separate and distinct from other sources of funding from the date of the Texas Water Development Board commitment through costing and final disbursement.

(c) Final Accounting. Upon completion of the project to be financed with the proceeds of the Certificates, the Issuer shall render a final accounting of the cost of such project to the Texas Water Development Board, together with a copy of "as built" plans of such improvements and extensions upon completion. If the total cost of such project, as finally completed, is less than originally estimated, so that the proper share of the participation by the Texas Water Development Board in such project is reduced, any surplus proceeds from the Certificates remaining after completion of the project shall be used for the following purposes as approved by the Executive Administrator: (1) deposit into the Interest and Sinking Fund or other debt service account for the payment of interest or principal on the Certificates owned by the Texas Water Development Board; or (2) eligible project costs as authorized by the Executive Administrator.

(d) Defeasance. Should the Issuer exercise its right hereunder to effect the defeasance of the Certificates, the Issuer agrees that it will provide the Texas Water Development Board with written notice of any such defeasance.

(e) Prohibition on Use of Proceeds. The Issuer covenants and agrees that none of the proceeds of the Certificates will be expended on costs incurred or to be incurred relating to the sampling, testing, removing or disposing of potentially contaminated soils and/or media at the project site.

(f) Indemnification. The Issuer further agrees, to the extent permitted by law, to indemnify, hold harmless and protect the Texas Water Development Board from any and all claims or causes of action arising from the sampling, analysis, transport, storage, treatment, removal and off-site disposition of any contaminated sewage sludge, contaminated sediments and/or contaminated media that may be generated by the Issuer, its contractors, consultants, agents, officials and employees as a result of activities relating to the Project.

(g) Environmental Determination. In connection with the project financed with the Certificates, the Issuer agrees to implement any environmental determination issued by the Executive Administrator of the Texas Water Development Board to satisfy the environmental review requirements set forth in 31 Texas Administrative Code 371.

(h) Insurance. The Issuer agrees to maintain casualty and other insurance on the Issuer's water system of a kind and in an amount customarily carried by municipal corporations owning and operating similar properties and in an amount sufficient to protect the interests of the Texas Water Development Board in the Project.

(i) Water Conservation Program. The Issuer has adopted and implemented or will adopt and implement an approved water conservation program in accordance with 31 TAC 363.42.

(j) No Purchase of Texas Water Development Board Bonds. The Issuer agrees that it, nor any related party to the Issuer, will not purchase, as an investment or otherwise, bonds issued by the Texas Water

Development Board including, without limitation, bonds issued by the Texas Water Development Board, the proceeds of which were used by the Texas Water Development Board to purchase the Certificates.

(k) Compliance with Federal Contracting Law. The Issuer acknowledges that it has a legal obligation to comply with any applicable requirements of federal law relating to contracting with disadvantaged business enterprises.

(l) Compliance with State Contracting Law. The Issuer acknowledges that it has a legal obligation to comply with any applicable requirements of State law relating to contracting with historically underutilized businesses, and will report to TWDB the amount of Project Funds, if any, used to compensate historically underutilized businesses, in accordance with 31 TAC Sec. 363.1312.

Section 17. ESCROW AGREEMENT AND ESCROW FUND.

(a) The Escrow Agreement between the Issuer and the escrow agent named therein (the "Escrow Agent") substantially in the form and content presented at this meeting, specifying the duties and responsibilities of the Issuer and the Escrow Agent, and creating the escrow fund ("the "Escrow Fund"), is hereby approved and the Mayor or Town Manager is hereby authorized and directed to execute the Escrow Agreement on behalf of the Issuer. The Escrow Agent named in the Escrow Agreement is hereby appointed as the Escrow Agent pursuant to such Escrow Agreement.

(b) On the closing date, the Issuer shall cause the proceeds from the sale of the Certificates to be deposited into the Escrow Fund or, if agreed to by the Texas Water Development Board, all or a portion of the proceeds of the Certificates may be deposited into the Construction Fund or as otherwise directed by the Issuer and the Texas Water Development Board.

(c) Funds shall not be released from the Escrow Fund without written approval by the Executive Administrator of the Texas Water Development Board. Except as provided in Section 16(d), moneys disbursed from the Escrow Fund shall be credit to the Construction Fund created by Section 12 hereof and shall be applied only for the payment of costs of the Project.

(d) The security for, and the investment of, funds on deposit in the Escrow Fund shall be governed by the provisions of the Escrow Agreement.

Section 18. APPROPRIATION. To pay the debt service coming due on the Certificates, if any, prior to receipt of the taxes levied to pay such debt service, there is hereby appropriated from current funds on hand, which are hereby certified to be on hand and available for such purpose, an amount sufficient to pay such debt service, and such amount shall be used for no other purpose.

Section 19. SEVERABILITY. If any section, article, paragraph, sentence, clause, phrase or word in this Ordinance, or application thereof to any persons or circumstances is held invalid or unconstitutional by a court of competent jurisdiction, such holding shall not affect the validity of the remaining portion of this Ordinance, despite such invalidity, which remaining portions shall remain in full force and effect.

Section 20. NO PERSONAL LIABILITY. No recourse shall be had for payment of the principal of or interest on any Certificates or for any claim based thereon, or on this Ordinance, against any official or employee of the Issuer or any person executing any Certificate.

Section 21. IMMEDIATE EFFECTIVE DATE. This Ordinance shall take effect and be in force immediately upon and after its adoption by the Town Council in accordance with the provisions of Section 1201.028, Texas Government Code, and it is accordingly so ordained.

DULY PASSED AND APPROVED by the Town Council of the Town of Westlake, Texas, on the
____ day of _____, 2018.

Laura Wheat, Mayor

ATTEST:

Kelly Edwards, Town Secretary

Thomas E. Brymer, Town Manager

APPROVED AS TO FORM:

L. Stanton Lowry, Town Attorney

[TOWN SEAL]

Part E 71b

PRIVATE PLACEMENT MEMORANDUM DATED NOVEMBER __, 2018

NEW ISSUE BOOK-ENTRY-ONLY

On the date of initial delivery of the Obligations (defined below), Bond Counsel will render its opinion substantially in the form attached in APPENDIX C - FORM OF OPINION OF BOND COUNSEL.

\$2,100,000

TOWN OF WESTLAKE, TEXAS

COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2018 (the "Obligations")

Dated: November 15, 2018

Interest accrues from delivery date

Due: February 15, as shown in

APPENDIX A – MATURITY SCHEDULE

Interest Rate(s)/Dates: Interest on the Obligations will be payable on February 15 and August 15 each year, commencing August 15, 2019 (each an "Interest Payment Date"). Each Obligation shall bear interest from the Delivery Date thereof or the most recent Interest Payment Date to which interest has been paid or provided for at the rate(s) set forth set forth in APPENDIX A - MATURITY SCHEDULE.

Record Date: The record date ("Record Date") for the interest payable on the Obligations on any interest payment date means the close of business on the last business day of the preceding month.

Redemption: The Obligations are subject to redemption prior to maturity at the option of the Issuer on or after February 15, 2028, on any date at the price of par plus any unpaid interest accrued to the redemption date.

Authorized Denom.: The Obligations are being issued as fully registered bonds in denominations of \$1,000, or any integral multiple thereof.

Paying Agent: The paying agent/registrar (the "Paying Agent") for the Obligations is _____, _____, Texas.

Book-Entry System: Upon initial issuance, the ownership of the Obligations will be registered in the registration books of the Issuer kept by the Paying Agent, in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") to which principal, redemption premium, if any, and interest payments on the Obligations will be made. The purchaser(s) of the Obligations will not receive physical delivery of bond certificates. Principal of, interest, and premium if any, on the Obligations will be payable at the designated office of the Paying agent in Austin, Texas as the same become due and payable.

Issuer: Town of Westlake, Texas

Official Action: Ordinance approved _____, 2018.

Purpose: See APPENDIX B – FORM OF OFFICIAL ACTION.

Security: See APPENDIX B – FORM OF OFFICIAL ACTION.

Ratings: See "OTHER INFORMATION – Ratings."

Delivery Date: _____, 2018

See APPENDIX A - MATURITY SCHEDULE for Principal Amounts, Maturities, Interest Rates, Prices and CUSIP Numbers.

TOWN OF WESTLAKE, TEXAS

Elected Officials

<u>Town Council Members</u>	<u>Position</u>
Laura Wheat	Mayor
Carol Langdon	Mayor Pro-Tem
Alesa Belvedere	Councilmember
Michael Barrett	Councilmember
Wayne Stoltenberg	Councilmember
Rick Rennhack	Councilmember

Certain Appointed Officials

Tom Brymer, Town Manager

Debbie Piper, Finance Director

Kelly Edwards, Town Secretary

Consultants, Advisors, Paying Agent

McCall, Parkhurst & Horton L.L.P., Bond Counsel

Lawrence Financial Consulting LLC, Financial Advisor

_____, Paying Agent

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PRIVATE PLACEMENT MEMORANDUM

relating to

\$2,100,000

**TOWN OF WESTLAKE, TEXAS
COMBINATION TAX AND REVENUE
CERTIFICATES OF OBLIGATION, SERIES 2018 (the “Obligations”)**

INTRODUCTION

This Private Placement Memorandum, including the cover page and appendices, contains brief descriptions of the Issuer, provides certain information with respect to the issuance by the Issuer, and summaries of certain provisions of the “Obligations” pursuant to the Official Action. Except as otherwise set forth herein, capitalized terms used but not defined in this Private Placement Memorandum have the meanings assigned to them in the Official Action. See APPENDIX B – FORM OF OFFICIAL ACTION attached hereto.

APPENDIX A contains the maturity schedule for the Obligations. APPENDIX B contains the Official Action and a description of the purpose for the proceeds of the Obligations. APPENDIX C contains a copy of the proposed opinion of Bond Counsel with respect to the Obligations. The summaries of the documents contained in the forepart of this Private Placement Memorandum are not complete or definitive, and every statement made in this Private Placement Memorandum concerning any provision of any document is qualified by reference to such document in its entirety.

THE OBLIGATIONS

General Description

The Obligations are being issued in the aggregate principal amount set forth in APPENDIX A of this Private Placement Memorandum and will mature and be subject to redemption prior to maturity as described therein. The Obligations are being issued as fully registered bonds in denominations of \$1,000, or any integral multiple thereof. The Obligations will be dated as of the stated date of issue and will mature on the dates referenced thereon, and will bear interest at the rates per annum set forth in APPENDIX A - MATURITY SCHEDULE.

Interest on the Obligations is payable semiannually on each Interest Payment Date, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Principal of and the redemption price with respect to the Obligations will be payable to the Owners upon presentation and surrender at the principal office of the Paying agent.

Purpose

See APPENDIX B - FORM OF OFFICIAL ACTION.

Authority for Issuance

The Obligations are issued pursuant to Subchapter C of Chapter 271, Texas Local Government Code, as amended, and Chapter 1502, Government Code, as amended, and the Official Action adopted by the Issuer.

Security for the Obligations

See APPENDIX B - FORM OF OFFICIAL ACTION.

Redemption Provisions

On February 15, 2028, or on any date thereafter, the Obligations may be redeemed prior to their scheduled maturities, upon the written direction of the Issuer, in inverse order of maturity, with funds provided by the Issuer, at par plus accrued interest to the date fixed for redemption as a whole, or in part, and if less than all of a maturity is to be redeemed the Paying Agent/Registrar will determine by lot the Obligations, or portions thereof within such maturity to be redeemed (provided that a portion of an Obligation may be redeemed only in Authorized Denominations).

Notice of Redemption; Selection of Obligations to Be Redeemed

See “APPENDIX B - FORM OF OFFICIAL ACTION.”

The Paying Agent/Registrar, so long as a Book-Entry-Only System is used for the Obligations, will send any notice of redemption of the Obligations, notice of proposed amendment to the Official Action or other notices with respect to the Obligations only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the beneficial owner, shall not affect the validity of the redemption of the Obligations called for redemption or any other action premised on any such notice. Redemption of portions of the Obligations by the Issuer will reduce the outstanding principal amount of such Obligations held by DTC.

Book-Entry-Only System

The information in this caption concerning The Depository Trust Company, New York, New York (“DTC”) and DTC’s book entry system has been obtained from DTC and the Issuer makes no representation or warranty nor takes any responsibility for the accuracy or completeness of such information.

DTC will act as securities depository for the Obligations. The Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Obligations and deposited with DTC. See APPENDIX B - FORM OF OFFICIAL ACTION.

DTC 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, corporate and municipal debt issues, and money market instrument (from over 100 countries) that DTC’s participants (the “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 Clearance Corporation, and Fixed Income Clearance Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of “AA+.” The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

TAX MATTERS

Opinion

Bond Counsel will deliver its opinion on the date of delivery of the Obligations substantially in the form as attached in APPENDIX C - FORM OF OPINION OF BOND COUNSEL.

OTHER INFORMATION

Forward Looking Statements

The statements contained in this Private Placement Memorandum, including the cover page, appendices, and any other information or documents provided by the Issuer, that are not purely historical, are forward-looking statements, including statements regarding the Issuer's expectations, hopes, intentions, or strategies regarding the future. Holders and beneficial owners of the Obligations have placed reliance on forward-looking statements. All forward looking statements included in this Private Placement Memorandum are based on information available to the Issuer on the date hereof. It is important to note that the Issuer's actual results could differ materially from those in such forward-looking statements.

Ratings

No application has been made to any rating agency or municipal bond insurance company for qualification of the Obligations for a credit rating or municipal bond insurance, respectively.

LITIGATION

General

On the date of delivery of the Obligations to the initial purchaser(s) thereof, the Issuer will execute and deliver a certificate to the effect that, except as disclosed herein, no litigation of any nature has been filed or is pending, as of that date, to restrain or enjoin the issuance or delivery of the Obligations or which would affect the provisions made for their payment or security or in any manner questioning the validity of the Obligations.

The Issuer

There is no litigation, proceeding, inquiry, or investigation pending by or before any court or other governmental authority or entity (or, to the best knowledge of the Issuer, threatened) that adversely affects the power, authority or obligation of the Issuer to deliver the Obligations, the security for, or the validity of, the Obligations or the financial condition of the Issuer.

CONTINUING DISCLOSURE OF INFORMATION

In the Official Action, the Issuer has made the following agreement for the benefit of the holders and beneficial owner(s) of the Obligations. The Issuer is required to observe the agreement for so long as it remains obligated to advance funds to pay the Obligations. Under the agreement, the Issuer will be obligated to provide certain updated financial information and operating data, and timely notice of specified material events, to the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System. SEE APPENDIX B - FORM OF OFFICIAL ACTION.

Compliance with Prior Undertakings

During the last five years, the Issuer has, to the best of its knowledge, complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule.

MISCELLANEOUS

Any statements made in this Private Placement Memorandum involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. Neither this Private Placement Memorandum nor any statement that may have been made verbally or in writing is to be construed as a contract with the owners of the Obligations.

The information contained above is neither guaranteed as to accuracy or completeness nor to be construed as a representation by the Issuer. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Private Placement Memorandum nor any sale made hereunder is to create, under any circumstances, any implication that there has been no change in the affairs of the Issuer or the Issuer from the date hereof.

The Private Placement Memorandum is submitted in connection with the sale of the securities referred to herein to the Texas Water Development Board on the Delivery Date and may not be reproduced or used, as a whole or in part, for any other purpose.

ADDITIONAL INFORMATION

The Private Placement Memorandum speaks only as of its date and the information contained herein is subject to change. Descriptions of the Obligations and the Official Action and any other agreements and documents contained herein constitute summaries of certain provisions thereof and do not purport to be complete. This Private Placement Memorandum was approved by the Issuer.

APPENDIX A - MATURITY SCHEDULE

Principal <u>Amount</u>	Maturity <u>15-Feb</u>	Interest <u>Rate</u>	<u>Price</u>	<u>CUSIP⁽¹⁾</u>
100,000	2020			
100,000	2021			
100,000	2022			
100,000	2023			
100,000	2024			
100,000	2025			
105,000	2026			
105,000	2027			
105,000	2028			
110,000	2029			
110,000	2030			
110,000	2031			
115,000	2032			
115,000	2033			
120,000	2034			
120,000	2035			
125,000	2036			
130,000	2037			
130,000	2038			

(1) CUSIP is a registered trademark of the American Bankers Association. CUSIP data is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC 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 CUSIP services. Neither the City nor the Financial Advisor takes any responsibility for the accuracy of CUSIP numbers.

APPENDIX B - FORM OF OFFICIAL ACTION

APPENDIX C - FORM OF OPINION OF BOND COUNSEL

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part F: Economically Distressed Programs (EDAP) Applicants Only:

In accordance with TWDB Rules (31 TAC Chapter 363), an application for EDAP will **not** be considered until the County has adopted and is enforcing the Model Subdivision Rules (MSRs) Texas Water Code § 16.343. If the proposed project is within a municipality or its extraterritorial jurisdiction (ETJ), or if the applicant is a municipality, the municipality must also have adopted and be enforcing MSRs.

72. Describe procedures for collecting monthly customer bills (include procedures for collection of delinquent accounts)

73. Is financing being requested for a **wastewater** project?
 Yes If yes, does the applicant have the required resolution/ordinance establishing a mandatory hookup policy?
 Yes. If yes, attach a copy of the resolution/ordinance.
 Attached
 No. If no, explain _____
 No
74. Required documentation for the project area for Preliminary EDAP Eligibility (31 TAC Chapter 363)
 Attached documentation of inadequacy of water and/or wastewater services.
 Attached documentation regarding the financial resources of the residential users in the EDAP area. Census data or documentation regarding median household income should be provided.
 Attached documentation demonstrating existence of a residence in the project area prior to **June 1, 2005**. This could include tax records of residence, dated aerial maps, or, other documentation demonstrating existence of a residence.
75. Has the Department of State Health Services issued a determination stating a public health nuisance exists in the project area?
 Yes If yes, attach a copy of the determination.
 Attached
 No If no determination exists, attach documentation demonstrating a public health nuisance exists in the project area. (*Photographs may be submitted, but they **must** be labeled with location and date when taken. If the soil types are mentioned in the project area as an issue, include soil profile maps*) This documentation will be used by TWDB staff to request a determination from the Department of State Health Services
 Attached
76. Is this project providing new service?
 Yes If yes, attach plats of the affected subdivisions.
 Attached
 No
77. Attach an EDAP Facility Engineering Plan/Scope of Services report that complies with the requirements of WRD-023A. <http://www.twdb.texas.gov/financial/instructions/index.asp>
 Attached

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part G: CWSRF/DWSRF Applicants Only

Only applicants applying for funding from the CWSRF and DWSRF Programs must complete this section.

Pursuant to Federal Funding Accountability and Transparency Act (FFATA) the applicant is required to obtain a DUNS number that will represent a universal identifier for all federal funding assistance. DUNS numbers can be obtained from Dun and Bradstreet at <http://fedgov.dnb.com/webform/>

78. Applicant's Data Universal Number System (DUNS) Number:
DUNS _____

Pursuant to Federal Funding Accountability and Transparency Act (FFATA) the applicant is required to register with System for Award Management (SAM) and maintain current registration at all times during which the Board loan agreement is active or under consideration by the Board. Register at: <https://sam.gov>.

79. The applicant has registered and will maintain current SAM registration at all times during which a federal subaward is active or under consideration by the Board.
 Yes
 No

80. Federal Awards information:

1. Did applicant receive over 80% of their revenue from Federal Awards last year?

- Yes
 No

2. Did applicant receive over \$25 million in Federal Awards last year?

- Yes
 No

3. Public does not have access to executive compensation information via SEC or IRS reports?

- Yes
 No

81. If applicant checked **YES** to **ALL** three boxes in 3 above, applicant is required to disclose the name and compensation of the five most highly compensated officers.

Officer's Name	Officer's Compensation (\$)

82. Complete form WRD 213 (<http://www.twdb.texas.gov/financial/instructions/index.asp>) - Certification Regarding Lobbying

- Attached** Yes
 No
 N/A

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

83. If applying for CWSRF Equivalency or DWSRF, **attach** the Certification Regarding Debarment, Suspension and Other Responsibility. SRF-404
(<http://www.twdb.texas.gov/financial/instructions/doc/SRF-404.pdf>)

Attached Yes
 No
 N/A

84. If applying for CWSRF Equivalency or DWSRF, **attach** the Assurances – Construction Programs. EPA-424D (<http://www.twdb.texas.gov/financial/doc/EPA-424D.pdf>)

Attached Yes
 No
 N/A

85. The applicant must comply with the Davis-Bacon Act regarding prevailing wage rates. The applicant acknowledges that they are aware of, and will abide by, the Davis-Bacon Act requirements.

Yes
 No

Further information on the Davis-Bacon requirement is available through the TWDB Guidance document, DB-0156 (<http://www.twdb.texas.gov/financial/instructions/index.asp>)

All project costs funded by the TWDB through CWSRF Equivalency or DWSRF must comply with the federal Disadvantaged Business Enterprise (DBE) program rules and requirements. The federal DBE program requires a good faith effort to contract with DBE's for all procurements including: professional and non-professional consulting services, equipment, supplies and construction to be funded by federal equivalency dollars. Guidance and forms are found at:

TWDB-0210 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0210.pdf>)

86. **At a minimum, you must complete and attach** the Applicant Affirmative Steps Certification and Goals. This form is required to obtain a financial assistance commitment.

TWDB-0215 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0215.pdf>)

Attached Yes
 No

87. If you have already solicited contractors, complete and attach the Affirmative Steps Solicitation Report. This form is required prior to loan closing and release of any funds; therefore, if this question is not applicable at this time, select N/A.

TWDB-216 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0216.pdf>)

Attached Yes
 No
 N/A

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

88. If you have awarded contracts to contractors, complete and attach the Loan/Grant Participation Summary. This form must be submitted for review prior to loan closing and release of funds. This form is required prior to loan closing and release of any funds; therefore, if this question is not applicable at this time, select N/A.

TWDB-0373 (<http://www.twdb.texas.gov/financial/doc/TWDB-0373.pdf>)

Attached Yes
 No
 N/A

89. All Contractors that have been awarded will need to complete and attach the Prime Contractor Affirmative Steps Certification and Goals This form is required prior to loan closing and release of any funds; therefore, if this question is not applicable at this time, select N/A.

TWDB-217 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0217.pdf>)

Attached Yes
 No
 N/A

90. **All CWSRF applicants** must be a Designated Management Agency (DMA) for wastewater collection and treatment. Please complete and attach DMA resolutions. WRD-210 (<http://www.twdb.texas.gov/financial/doc/WRD-210.pdf>) is an example of this type of resolution.

 Attached
 N/A

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part H: Documentation of "Green" Projects and Project Components

CWSRF and DWSRF Applicants Only

All SRF applicants must complete this section if green benefits are all or part of the project (**more than an incidental benefit**). Project is defined as the entire project or a stand-alone component of the project. This section is required so that the TWDB may determine whether the project qualifies as "green" pursuant to Environmental Protection Agency (EPA) Guidance.

A project (or project component) is "green" if the primary purpose qualifies under EPA Guidance as one of the following:

- a. Green Infrastructure,
- b. Water Efficiency-related,
- c. Energy Efficiency-related, or
- d. Environmentally Innovative.

You must use the Green Project Reserve guidance to complete this section. Current guidance may be found at: **Green Project Reserve: Guidance for determining project eligibility**
TWDB-0161 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0161.pdf>)

91. Does your project or a component of your project qualify as Green, per EPA guidance?
- Yes
 No

If Yes, Please complete the remainder of Section G.

92. Type of Green Project
- Water Efficiency Energy Efficiency Green Infrastructure Environmentally Innovative

93. The correct worksheets must be completed.
- Green Project Reserve: CWSRF Green Project Worksheets**
TWDB-0162 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0162.pdf>)
- Attached** Yes
 No
 N/A

- Green Project Reserve: DWSRF Green Project Worksheets**
TWDB-0163 (<http://www.twdb.texas.gov/financial/instructions/doc/TWDB-0163.pdf>)
- Attached** Yes
 No
 N/A

TWDB will make the final determination whether your project (or project component) meets federal criteria as "green". You may be required to submit a **business case, utilizing the Green guidance**

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part I: Summary of attachments to application

Following is a list of the documents that may be necessary in order to process this application. While not all of the listed information below may be required for all projects, an applicant should review the application carefully because incomplete applications will not be processed until all of this information has been provided. In addition, please make sure your entity system name appears on every attachment. **Label each attachment with the number of the pertinent application section (i.e. "Part B5").**

Check list for your convenience

Part A

- No. 6
- No. 12

General Information

- Draft or executed consulting contracts (engineering, financial advisor, bond counsel)
- Existing security document for refinancing

Part B

- No. 17
- No. 18
- No. 19
- No. 20

Legal

- Resolution (TWDB-0201A)
- Application Affidavit (TWDB-0201)
- Certificate of Secretary (TWDB-201B)
- Water Supply Corporations
 - Articles of Incorporation
 - Certificate of incorporation from the Texas Secretary of State
 - By-laws and any amendments
 - Certificate of status from the Texas Secretary of State
 - Certificate of account status from Texas Comptroller

- No. 21
- No. 22
- No. 23
- No. 24
- No. 25
- No. 26

- Resolution/ordinance authorizing the issuance of parity debt
- Certificate of Convenience & Necessity
- Enforcement Actions
- Affidavit of No Objection
- Two copies of the Water Conservation Plan (TWDB-1968 and TWDB-1965)
- Water use surveys

- No. 27

- Water Loss Audit
<http://www.twdb.texas.gov/waterplanning/waterusesurvey/index.asp>
<http://www.twdb.texas.gov/conservation/resources/waterloss-resources.asp>

Part C

- No. 39
- No. 40
- No. 45
- No. 46
- No. 47
- No. 49
- No. 52

Financial

- Assessed Values by Classifications
- Direct and Overlapping Tax Table
- Proforma for each year of debt outstanding
- Five year comparative system operating statement.
- Annual audit and management letter
- Outstanding debt schedule
- Service provider contracts

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part D

Project Information

- No. 54a Preliminary Engineering Feasibility Data (PEFD)
- No. 54b Engineering Feasibility Report
 - Water (TWDB-0555)
 - Wastewater (TWDB-0556)
- No. 54c Project Draw Schedule (TWDB-1202)
- No. 56 Project Map
- No. 57 Census Tract(s)
- No. 59 Current and future populations and projected water use or wastewater flows
- No. 60 Project Cost Estimate Budget (TWDB-1201)
- No. 61 Wastewater Project Information Form (WRD-253a)
Water Project Information Form (WRD-253d)
- No. 62 Texas Pollution Discharge Elimination System Permit
- No. 63 If applicant has property rights and permits
 - a. WRD-208A (Surface Water)
 - b. WRD-208B (Groundwater)
- No. 63c Additional Permits
- No. 64 Site certificate, evidencing land ownership for the project. (ED-101)
- No. 65 Categorical Exclusion (CE), Finding of No Significant Impact (FONSI), Record of Decision or any other supporting document
- No. 67 Social or environmental issues

Part E

State Water Implementation Fund for Texas

- No. 69 Multi-year/phased commitment schedule
- No. 71a Draft Bond Ordinance
- No. 71b Private Placement Memorandum

Part F

Economically Distressed Areas Program

- No. 73 Resolution/ordinance establishing a mandatory hookup policy
- No. 74 EDAP applicants
 - Inadequacy documentation
 - Financial resources documentation
 - Existence of residences prior to 06/01/2005
- No. 75 Public health nuisance
- No. 76 Plats
- No. 77 EDAP Planning Phase – Facility Engineering Plan/Scope of Services (WRD-023A)

Part G

CWSRF/DWSRF Applicants Only

- No. 82 Lobbying Activities (WRD-213)
- No. 83 Certification Regarding Debarment, Suspension and Other Responsibility Requirements. (SRF-404)
- No. 84 Assurances – Construction Programs (EPA-424D)
Disadvantaged Business Requirements Guidance (TWDB-0210)
- No. 86 Affirmative Steps Certification and Goals (TWDB-0215)
- No. 87 Affirmative Steps Solicitation Report (TWDB-216)
- No. 88 Loan/ Grant Participation Summary (TWDB-0373)
- No. 89 Prime Contractor Affirmative Steps Certification and Goals (TWDB-217)
- No. 90 Designated Management Agency (WRD-210)

Part H

Green Projects

- No. 93 Guidance (TWDB-0161)
CWSRF Green Project Worksheets (TWDB-0162)
DWSRF Green Project Worksheets (TWDB-0163)

Please label each attachment with the number of the pertinent application section (i.e. "Part D5")

Part J: Guidance and Forms

Part A

General Information

CWSRF – 31 TAC 375

DWSRF – 31 TAC 371

EDAP and SWIFT - 31 TAC 363

For more information visit, <http://www.twdb.texas.gov/about/rules/index.asp>.

Part D

Project Information

[State Programs - 31 TAC 363](#)

[Drinking Water State Revolving Fund - 31 TAC 371](#)

[Clean Water State Revolving Fund / Equivalency - 31 TAC 375](#)

[Clean Water State Revolving Fund / Non-Equivalency - 31 TAC 375](#)

Guidelines for Environmental Assessment, Clean Water Non-Equivalency (ED-001A)

Clean Water EID Instructions (SRF-099)

Guidelines for Environmental Assessment, State Participation, DFund, RWAF and WIF,
(ED-001B)

Guidelines for Environmental Assessment, EDAP (ED-001C)

Drinking Water EID Instructions (DW-001)

Part H

Green Projects and Project Components

Green Project Reserve: Guidance for determining project eligibility
(TWDB-0161)