

ORDER NO. 2020-01
ORDER CALLING A BOND ELECTION AND MAKING PROVISIONS FOR
CONDUCTING SUCH ELECTION AND OTHER PROVISIONS INCIDENTAL AND
RELATED THERETO

WHEREAS, the Brushy Creek Water Control and Improvement District No. 1 of Williamson and Milam Counties (the "Original District"), was duly created by order of the State Board of Water Engineers dated November 1, 1956, as a conservation and reclamation district created under and essential to accomplish the purposes of Section 59, Article XVI of the Texas Constitution; and

WHEREAS, the creation of the Original District was confirmed by election approved by the voters on January 8, 1957; and

WHEREAS, the creation and organization of the Original District was validated by the 55th Texas Legislature (Regular Session) pursuant to Chapter 341, Texas Session Laws (1957) validating, without limitation, the order by the State Board of Water Engineers creating the Original District , the election confirming creation of the Original District, the election of officers and the issuance of preliminary bonds and the levy of taxes and all proceedings in connection with creation and the election; and

WHEREAS, the Original District in 1958 issued its first and only series of bonds in the amount of \$145,000 approved by the Texas Attorney General which bonds have been previously paid off; and

WHEREAS, on November 6, 2001, voters of the Original District approved dividing into two districts, Brushy Creek Water Control and Improvement District No. 1A (the "District") and Brushy Creek Water Control and Improvement District No. 1B, after agreeing on the terms and conditions of the division in accordance with Sections 51.748 and 51.749 of the Texas Water Code; and

WHEREAS, on May 4, 2002, voters of the District approved an operations and maintenance tax at a maximum rate of two cents (\$0.02) per \$100 valuation to be used for works of improvement for flood prevention including planning, constructing, acquiring, repairing and operating the works and projects in the District; and

WHEREAS, by Order of the Texas Commission on Environmental Quality dated January 9, 2003, the District changed its name to Upper Brushy Creek Water Control and Improvement District; and

WHEREAS, on even date herewith, the Board will consider adopting a Preliminary Bond Engineering Report dated as of August 2020 (the "Engineering Report") to be filed in the office of the District, available for public inspection, covering the works, improvements, facilities, dams, structures and land to be purchased, acquired and constructed by the District and the property, contract rights, rights of use and interests in property to be purchased or acquired as well as the

estimated cost of all the foregoing, together with maps, plats, profiles and data showing and explaining the Engineering Report; however, the Engineering Report is not part of the proposition to be voted on and is not a contract with the voters; and

WHEREAS, said works, improvements, facilities, land, property, dams, structures, contract rights, rights of use and interests in property are designed and intended to provide flood safety projects including dam rehabilitation and flood mitigation projects in the District; and

WHEREAS, the Engineering Report contains an estimate of the costs of the purchase, acquisition and construction of the proposed works, improvements, facilities, dams, structures, land and property and an estimate of the District's costs due or to become due under contracts and the costs of purchasing and acquiring such property, contract rights, rights of use and interests in property, and expenses incident thereto, generally as follows:

BOND ELECTION

CONSTRUCTION COSTS	Total
Dam Rehabilitation including embankments, principal spillways and auxiliary spillways	\$ 26,069,000*
Flood Mitigation including Lake Creek (Dam 101) and Block House Creek	\$ 39,000,000*
Land Acquisition/Easements	<u>\$ 9,230,000</u>
Subtotal Construction Costs	\$ 74,299,000
NON-CONSTRUCTION COSTS	
Legal Fees	\$ 2,229,000
Fiscal Agent Fees	\$ 1,486,000
Underwriter's Discount	\$ 2,229,000
Issuance Costs	\$ 1,114,000
Inflation	<u>\$ 3,643,000</u>
Subtotal Non-Construction Costs	\$ 10,701,000
TOTAL	\$ 85,000,000

*Includes engineering and contingencies

WHEREAS, the Board finds that the above estimate of \$85,000,000 is reasonable and proper and hereby approves the same and all items thereof but reserves the right to authorize amendments to the Engineering Report and to reallocate costs and make such other changes as necessary to meet the changing requirements of the District's capital improvement program; and

WHEREAS, Section 51.414 of the Texas Water Code, provides that bonds payable wholly or partially from ad valorem taxes shall not be issued until authorized by a majority vote of the resident electors of the District voting in an election called and held for that purpose; and

WHEREAS, the Board desires to call an election for the purpose of submitting a proposition on the issuance of the bonds of the District for flood safety projects as set forth herein in the maximum aggregate principal amount in one or more series of not to exceed \$85,000,000 and the levy of taxes in payment of such bonds; and

WHEREAS, the Board wishes to proceed with the ordering of the election.

BE IT ORDERED BY THE BOARD OF DIRECTORS OF UPPER BRUSHY CREEK WATER CONTROL AND IMPROVEMENT DISTRICT THAT:

Section 1. The matters and facts set out in the preamble of this Order are hereby found and declared to be true and complete.

Section 2. The District reserves the right to authorize amendments to the Engineering Report to reallocate costs and make such other changes as necessary to meet the changing requirements of the District. The Engineering Report is not part of the proposition to be voted on and is not a contract with the voters.

Section 3. A special election shall be held within the District on November 3, 2020, between the hours of 7:00 a.m. and 7:00 p.m. at such polling places determined by Williamson County, Texas (the "County"), and such polling places are hereby established and designated as set forth on Exhibit "A" to this Order. Exhibit "A" shall be revised and finalized, as necessary, as directed by the County Elections Administrator. The County Elections Administrator is conducting the election pursuant to an Election Agreement between the District and the County Elections Administrator as authorized under Section 31.092 of the Texas Election Code (the "Election Agreement"). The election shall be held as a joint election pursuant to Chapter 271 of the Texas Election Code and a joint election agreement to be entered into between the District and the other eligible participating entities located in the County which are holding an election on November 3, 2020. The County's election equipment shall be used in the election. At the election there shall be submitted the question of the issuance of bonds for flood safety projects including dam rehabilitation and flood mitigation projects. The election judges and clerks shall be appointed in accordance with the Election Agreement and Texas Election Code, as amended.

Section 4. The following proposition shall be submitted to the resident electors of the District:

**UPPER BRUSHY CREEK WATER CONTROL AND IMPROVEMENT DISTRICT
PROPOSITION A**

SHALL THE BOARD OF DIRECTORS OF UPPER BRUSHY CREEK WATER CONTROL AND IMPROVEMENT DISTRICT BE AUTHORIZED TO ISSUE THE BONDS OF SAID DISTRICT IN ONE OR MORE ISSUES OR SERIES IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$85,000,000 MATURING SERIALLY OR OTHERWISE IN SUCH INSTALLMENTS AS ARE FIXED BY SAID BOARD OVER A PERIOD OR PERIODS NOT EXCEEDING THIRTY (30) YEARS FROM THEIR DATE OR DATES, BEARING INTEREST

AT ANY RATE OR RATES AND TO SELL SAID BONDS AT ANY PRICE OR PRICES, PROVIDED THAT THE NET EFFECTIVE INTEREST RATE ON ANY ISSUE OR SERIES OF SAID BONDS SHALL NOT EXCEED THE MAXIMUM LEGAL LIMIT IN EFFECT AT THE TIME OF ISSUANCE OF EACH ISSUE OR SERIES OF BONDS, ALL AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF SAID DISTRICT, FOR THE PURPOSE OR PURPOSES OF PLANNING, PURCHASING, CONSTRUCTING, ACQUIRING, OWNING, OPERATING, MAINTAINING, REPAIRING, IMPROVING, EXTENDING, PAYING OR PROVIDING FOR ANY DISTRICT WORKS, IMPROVEMENTS, FACILITIES, LAND, PROPERTY, DAMS, STRUCTURES, PROJECTS, CONTRACT RIGHTS, RIGHTS OF USE AND INTERESTS IN PROPERTY AND ALL COSTS NEEDED TO ACCOMPLISH THE PURPOSES OF THE DISTRICT AUTHORIZED BY SECTION 59, ARTICLE XVI OF THE TEXAS CONSTITUTION, THE TEXAS WATER CODE OR ANY OTHER LAW, TO PROVIDE THE WORKS, IMPROVEMENTS, FACILITIES, LAND, PROPERTY, CONTRACT RIGHTS, RIGHTS OF USE AND INTERESTS IN PROPERTY TO PROVIDE FLOOD SAFETY PROJECTS INCLUDING DAM REHABILITATION AND FLOOD MITIGATION PROJECTS IN CONNECTION THEREWITH, AND TO PROVIDE FOR THE PAYMENT OF PRINCIPAL OF AND INTEREST ON SUCH BONDS BY THE LEVY AND COLLECTION OF A SUFFICIENT TAX UPON ALL TAXABLE PROPERTY WITHIN SAID DISTRICT, ALL AS NOW OR HEREAFTER AUTHORIZED BY THE CONSTITUTION AND LAWS OF THE STATE OF TEXAS?

Section 5. Voting in the election for the proposition shall be by the use of electronic or paper ballots which shall show the proposition in both English and Spanish and which shall conform to the requirements of federal law, including the Help America Vote Act, and the Texas Election Code, as amended. The order of the proposition on the ballot shall be in accordance with the Texas Election Code. The ballots used in the election shall contain the following:

UPPER BRUSHY CREEK WATER CONTROL AND IMPROVEMENT DISTRICT
PROPOSITION A

- | | | |
|----------------------------------|--------------------------|--|
| <input type="checkbox"/> FOR | <input type="checkbox"/> | THE ISSUANCE OF \$85,000,000 BONDS FOR FLOOD SAFETY PROJECTS INCLUDING DAM REHABILITATION AND FLOOD MITIGATION |
| <input type="checkbox"/> AGAINST | <input type="checkbox"/> | PROJECTS. TAXES SUFFICIENT TO PAY PRINCIPAL OF AND INTEREST ON THE BONDS WILL BE IMPOSED. |

Each voter shall vote on the propositions by placing an "X" in the square beside the statement indicating the way he or she wishes to vote.

Section 6. Solely for purposes of compliance with Section 3.009(b) of the Texas Election Code, set forth in Exhibit "C" attached hereto is the information required in a bond election order in accordance with Section 3.009(b) of the Texas Election Code.

Section 7. Oral assistance in Spanish shall be made available to all persons requiring such assistance. Any person requiring oral assistance in Spanish should contact the presiding judge or the early voting clerk.

Section 8. The early voting ballot board presiding judge and the alternate presiding judge shall be appointed in accordance with the Election Agreement and the Texas Election Code.

Early voting in the election by personal appearance shall be conducted at the times, dates and polling places as determined by the County, and such polling places are hereby established and designated as set forth in Exhibit "B" to this Order and this exhibit is incorporated by reference for all purposes. Exhibit "B" shall be revised and finalized, if necessary, as directed by the County Elections Administrator. Christopher J. Davis is the Early Voting Clerk. Application for ballots by mail should be sent to Williamson County Elections, P.O. Box 209, Georgetown, Texas 78627.

Section 9. In all respects, the election shall be conducted in accordance with the Texas Election Code and the Federal Help America Vote Act. Every polling place used in Williamson County for this election will have at least one Direct Recording Electronic voting device available for Election Day voting and early voting. The County Clerk may use a central counting station as provided by Section 127.000 et seq. as amended, Texas Election Code. Central counting station Presiding Judge and the Alternate Presiding Judge shall be appointed in accordance with the Election Agreement.

Section 10. The election shall be held and conducted and returns shall be made to the Board in accordance with state and federal law, including the Help America Vote Act, the Texas Election Code as modified by Chapters 49 and 51 of the Texas Water Code and the Election Agreement.

Section 11. All qualified resident electors of the District shall be entitled to vote in the elections.

Section 12. In accordance with Section 4.003(a)(1) of the Texas Election Code, a substantial copy of this Order, appearing in English and Spanish, shall serve as proper notice of said elections, and the President of the Board or other representatives of the District shall cause the notice to be published one time, not earlier than the 30th day or later than the 10th day prior to the date set for the elections, in a newspaper published in the District or, if none is published in the District, in a newspaper of general circulation in the District. In addition, in accordance with Section 4.003(a)(2) of the Texas Election Code, a substantial copy of this Order, appearing in English and Spanish, shall be posted in accordance with the Texas Election Code not later than the 21st day before the elections. The District is holding the bond election for flood safety projects including dam rehabilitation and flood mitigation projects. Therefore, in accordance with Section 4.003(f) of the Texas Election Code, a copy of this Order, appearing in English and Spanish, shall be posted on Election Day and during early voting by personal appearance in a prominent location at each polling place; posted in three public places in the boundaries of the District no later than the 21st day before the election; and posted on the District's Internet website during the 21 days before the election, if

the District maintains an Internet website. Additionally, pursuant to Section 1251.052 of the Texas Government Code, a voter information document, substantially in the form of Exhibit "D" attached hereto, shall be posted in the manner described herein.

Section 13. Immediately after the elections, the officers holding same shall make and deliver returns of the results thereof to the District Clerk, who shall safely keep them and deliver same to the Board, at which the Board shall canvass the returns and declare the results of the election pursuant to Section 49.101 of the Texas Water Code and Section 67.003 of the Texas Election Code, as amended.

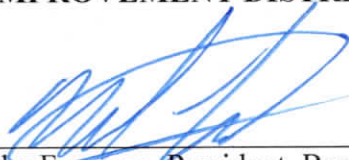
Section 14. The President, Vice President and Secretary of the Board and the General Manager of the District and the District Clerk are each authorized and directed to take any action necessary to carry out the provisions of this Order.

Section 15. It is hereby found that the meeting at which this Order has been considered and adopted was open to the public, as required by law, and that written notice of the time, place, and subject matter of said meeting, and of the proposed adoption of this Order, was given as required by Section 49.063, Texas Water Code, as amended. The Board further ratifies and confirms said written notice and the contents and posting thereof

Section 16. Any notices authorized by this Order shall be modified as necessary and appropriate to take into account any future proclamations issued by the Governor impacting the Election.

PASSED AND APPROVED this 13th day of August, 2020.

**UPPER BRUSHY CREEK WATER CONTROL
AND IMPROVEMENT DISTRICT**

By: 
Mike Freeman, President, Board of Directors

ATTEST:

By: 
Lisa Moravitz, District Clerk

EXHIBIT "A"
ELECTION DAY POLLING PLACE
NOVEMBER 3, 2020

Registered voters of the District participating in the November 3, 2020 election may vote at the location listed below.

Los votantes registrados del Distrito participante en la elección del _____ 2020, podrán votar en el lugar de votación listado abajo.

SEE ATTACHED LOCATIONS

Subject to Change

Joint General and Special Elections Saturday, May 2, 2020
Elecciones generales y especiales conjuntas 2 de mayo del 2020

Registered voters of the jurisdictions participating in the May 2, 2020 Election may vote at any location listed below.

Los votantes registrados en las jurisdicciones participantes en la elección del 2 de mayo del 2020, podrán votar en cualquiera de los lugares de votación listados abajo

Vote Center Locations

7:00 am - 7:00 pm

Locaciones de Centros de Votos

City	Location	Address	Zip
AUSTIN	Anderson Mill Limited	11500 El Salido Parkway	Austin
BARTLETT	Bartlett Town Hall	140 W Clark Street	76511
CEDAR PARK	Cedar Park Library	550 Discovery Boulevard	78613
	Cedar Park Randalls	1400 Cypress Creek Road	78613
	Vista Ridge High School	200 S Vista Ridge Boulevard	78613
FLORENCE	Florence City Hall	106 S Patterson Avenue	76527
GEORGETOWN	Cowan Creek Amenity Center	1433 Cool Spring Way	78633
	First Baptist Church - Georgetown	1333 W University Avenue	78628
	Georgetown Housing Authority	201 W 18th Street	78626
	GISD Technology Building	603 Lakeway Drive	78628
	Parks and Recreation Administration Bld	1101 N College Street	78626
	Southwestern University- Howry Center	1001 Southwestern Blvd	78626
	Williamson County Inner Loop Annex	301 SE Inner Loop	78626
GRANGER	Granger ISD School	300 N Colorado Street	76530
HUTTO	Hutto City Hall	500 W Live Oak Street	78634
	Hutto Isd Administration Building	200 College Street	78634
LEANDER	Leander High School	3301 S Bagdad Road	78641
	Pat Bryson Municipal Hall	201 Brushy Street	78641
LIBERTY HILL	Liberty Hill High School	16500 W SH 29	78642
	Liberty Hill Municipal Court	2801 RR 1869	78642
	Santa Rita Ranch House	175 Elizabeth Park Blvd	78642
ROUND ROCK	Baca Senior Center	301 W Bagdad Avenue Building 2	78664
	Round Rock High School	300 N Lake Creek Drive	78681
	Round Rock Randalls	2051 Gattis School Road	78664
	Williamson County Jester Annex	1801 E Old Settlers Boulevard	78664
TAYLOR	Taylor City Hall	400 Porter Street	76574
	Main Street Event Center	3101 North Main Street	Taylor
	Taylor Public Library	801 Vance Street	Taylor
	Paseman Elementary School - Lobby	2801 North Drive	Taylor
THRALL	Thrall Middle School/Elementary Cafeteria	201 S Bounds Street	Thrall

subject to change

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EXHIBIT "B"

Early Voting Location

SEE ATTACHED LOCATIONS

Dates and Times:

SEE ATTACHED DATES AND TIMES

Subject to Change

Williamson County Early Voting Schedule
Horario de la Votación Adelantada del Condado de Williamson

Joint General and Special Elections – May 2, 2020
Elecciones Generales y Especiales Conjuntas – 2 de mayo del 2020

Dates and Times for Locations:

Fechas y horarios para localidades de tiempo completo:

Monday, April 20 through Saturday, May 25

8:00 am to 6:00 pm

No Sunday Voting

Monday, April 27 and Tuesday, April 28

7:00 am to 7:00 pm

Del Lunes 20 de abril al sábado 25 de abril

8:00 am – 6:00 pm

Domingo NO habrá votación

Lunes 27 de abril y martes 28 de abril

7:00 am – 7:00 pm

Williamson County Inner Loop Annex, 301 SE Inner Loop, **Georgetown**

Cowan Creek Amenity Center, 1433 Cool Spring Way, **Georgetown**

Georgetown ISD Technology and Nutrition Building, 603 Lakeway Drive, **Georgetown**

Georgetown Parks & Recreation Administration Building, 1101 North College Street, **Georgetown**

Anderson Mill Limited District, 11500 El Salido Parkway, **Austin**

Cedar Park Public Library, 550 Discovery Boulevard, **Cedar Park**

Cedar Park Randalls, 1400 Cypress Creek Road, **Cedar Park**

Pat Bryson Municipal Hall, 201 N Brushy Street, **Leander**

Liberty Hill Municipal Court, 2801 RR 1869, **Liberty Hill**

Baca Senior Center, 301 W Bagdad Street, Building 2, **Round Rock**

Round Rock Randalls, 2051 Gattis School Road, **Round Rock**

Williamson County Jester Annex, 1801 E Old Settlers Boulevard, **Round Rock**

Hutto City Hall, 500 W Live Oak, **Hutto**

Taylor City Hall, 400 Porter Street, **Taylor**

EXHIBIT "C"

INFORMATION REQUIRED PURSUANT TO SECTION 3.009(b) OF THE TEXAS ELECTION CODE¹

In accordance with the provisions of 3.009(b) of the Texas Election Code, it is hereby found and determined that:

- (1) The proposition language that will appear on the ballot is set forth in Section 5 of this Order.
- (2) The purposes for which the bonds are to be authorized are set forth in Section 4 of this Order.
- (3) The principal amount of the bonds to be authorized is set forth in Sections 4 and 5 of this Order.
- (4) As set forth in Sections 4 and 5 of this Order, if the bonds are approved by the voters, taxes sufficient to pay the principal of and interest on the bonds may be imposed.
- (5) Based upon the bond market conditions at the date of adoption of this Order, the maximum interest rate for any series of the bonds is estimated to be 3.75% as calculated in accordance with applicable law. Such estimate is based on the draft Engineering Report, and takes into account a number of factors including issuance schedule, maturity schedule and the estimated projected tax rate. The estimated maximum interest rate is provided for informational purposes only in accordance with Section 3.009(b)(5) of the Texas Election Code and could be affected by material changes in the assumptions used, including future economic and legal changes that are beyond the control of the District. The estimated maximum interest rate provided herein is not a limitation on the interest rate at which the bonds, or any series thereof, may be submitted to the Texas Commission on Environmental Quality for purposes of approval of issuance of the bonds or the interest rate at which the bonds, or any series thereof, may be sold. Such estimate is not a part of the proposition to be voted on and does not create a contract with the voters.
- (6) As set forth in Section 4 of this Order, if the bonds are approved by the voters, the bonds may be issued in one or more series to mature serially over a period not to exceed 30 years.
- (7) The District has not previously issued any bonds; therefore, there is no outstanding principal on any bonds of the District as of the date of this Order.
- (8) The District has not previously issued any bonds; therefore, there is no outstanding interest on any bonds of the District as of the date of this Order.
- (9) There is no ad valorem debt service tax rate in the District at the time of this Order.

¹ This information is provided solely for purposes of compliance with Section 3.009(b) of the Texas Election Code and is for illustration purposes only. The information is not a part of the proposition to be voted on and does not create a contract with the voters.

EXHIBIT "D"

**VOTER INFORMATION DOCUMENT – UPPER BRUSHY CREEK WATER
CONTROL AND IMPROVEMENT DISTRICT**

Proposition A

Ballot Information: At the election, the following language will appear on the ballot:

**UPPER BRUSHY CREEK WATER CONTROL AND IMPROVEMENT DISTRICT
PROPOSITION A**

- () FOR) THE ISSUANCE OF \$85,000,000 BONDS FOR
) FLOOD SAFETY PROJECTS INCLUDING DAM
() AGAINST) REHABILITATION AND FLOOD MITIGATION
PROJECTS. TAXES SUFFICIENT TO PAY THE
PRINCIPAL OF AND INTEREST ON THE BONDS
WILL BE IMPOSED.

Estimated Debt Service Information:

The following table sets forth the estimated principal amount of, and interest due to maturity on, the bonds to be issued if Proposition A passes, and all outstanding obligations of the District secured by and payable from ad valorem taxes.

Principal Amount of Bonds to be authorized under Proposition A ⁽¹⁾	Estimated interest for Bonds to be authorized under Proposition A ⁽¹⁾	Estimated combined principal and interest required to pay on time and in full the Bonds to be authorized under Proposition A ⁽¹⁾	Principal of District's Existing Outstanding Debt (as of 8/13/2020)	Remaining interest on District's Existing Outstanding Debt (as of 8/13/2020)	Combined Principal and Interest to timely pay District's Existing Outstanding Debt (as of 8/13/2020)
Series 2022: \$50,000,000	Series 2022: \$29,328,188	Series 2022: \$79,328,188			
Series 2025: \$35,000,000	Series 2025: \$20,525,813	Series 2025: \$55,525,813	\$0	\$0	\$0
Total: \$85,000,000	Total: \$49,854,001	Total: \$134,854,000			

⁽¹⁾ If Proposition A is approved by the voters, the District anticipates issuing such bonds in Two series. Upon the actual sale of the bonds, the principal amount of bonds sold may increase (but not in excess of authorized principal amount of \$85,000,000) or decrease based on market conditions at the time of such sale and premium, if any generated. The interest on the proposed bonds under Proposition A was calculated at a rate of 3.75% for the Series 2022 Bonds and the Series 2025 Bonds based on market conditions as of August 13, 2020. The interest payable on such proposed bonds may be less than, or more than, the amounts set forth above based on market conditions at the time of sale of the proposed bonds to be authorized under Proposition A.

Based on the information and assumptions provided in the table above, the estimated maximum annual increase in the amount of taxes that would be imposed on a residence homestead in the District with a taxable appraised value of \$100,000 to repay the proposed bonds to be authorized under Proposition A, is none. This estimate assumes no annual growth of the District's taxable assessed valuation and assumes that the proposed bonds will be issued in an amortization that will produce relatively consistent levels of debt service in each year.

The information provided in this Document is to comply with Tex. H.B. 477 86th Leg., R.S. (2019), which requires a voter information document for each proposition to be submitted to the voters.