

# Texas Water Development Board

P.O. Box 13231, 1700 N. Congress Ave.  
Austin, TX 78711-3231, [www.twdb.texas.gov](http://www.twdb.texas.gov)  
Phone (512) 463-7847, Fax (512) 475-2053

February 28, 2012

To: All Nationally Recognized Municipal Securities  
Information Repositories and the State Information  
Depository on the Attached List

The enclosed Continuing Disclosure Annual Report is being filed by the **TEXAS WATER DEVELOPMENT BOARD** in compliance with its contractual undertakings to provide annual reports of financial information and operating data, as required by Rule 15c2-12 of the Securities and Exchange Commission.

All information contained within the enclosed Continuing Disclosure Annual Report was compiled as of August 31, 2011 (unless expressly stated to the contrary therein).

TEXAS WATER DEVELOPMENT BOARD  
THE STATE OF TEXAS



Piper Montemayor  
Development Fund Manager

**Our Mission** : **Board Members**

To provide leadership, planning, financial assistance, information, and education for the conservation and responsible development of water for Texas

Edward G. Vaughan, Chairman  
Joe M. Crutcher, Vice Chairman

Melanie Callahan, Executive Administrator

Thomas Weir Labatt III, Member  
Lewis H. McMahan, Member

Billy R. Bradford Jr., Member  
Monte Cluck, Member

# CONTINUING DISCLOSURE ANNUAL REPORT

**Filed by  
TEXAS WATER DEVELOPMENT BOARD**

**Pursuant to Undertakings Provided to  
Permit Compliance with SEC Rule 15c2-12**

**August 31, 2011**

This information is being provided by the **TEXAS WATER DEVELOPMENT BOARD** (the “Board”) in compliance with its contractual undertakings (each, an “Undertaking”) to provide annual reports of financial information and operating data, as required by Rule 15c2-12 (the “Rule”) of the Securities and Exchange Commission, regarding the following municipal debt issues (the “Issues”):

**GENERAL OBLIGATION BONDS  
(Non-Dedicated Bonds - Texas Water Development Fund II)**

Original Par Amount	Series Description	CUSIP Prefix
\$ 60,000,000	State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 2000	882720
\$ 75,000,000	State of Texas Water Financial Assistance Bonds, Series 2000A	882720
\$ 30,940,000	State of Texas Water Development Refunding Bonds, Series 2001A	882719
\$ 43,725,000	State of Texas Water Financial Assistance Bonds, Series 2001B	882719
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2002A (AMT)	882720
\$ 98,500,000	State of Texas Water Financial Assistance Bonds and Refunding Bonds, Series 2002B	882720
\$ 18,035,000	State of Texas Water Financial Assistance Bonds, Series 2002E	882720
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2003A (AMT)	882720
\$ 50,915,000	State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2003B	882720
\$ 70,330,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2003C	882720
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2004A (AMT)	882720
\$ 71,530,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2004B	882720
\$ 60,085,000	State of Texas Water Financial Assistance Bonds, Series 2004D	882720
\$ 38,820,000	State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2004E	882720
\$ 55,675,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2005A	882721
\$ 15,000,000	State of Texas Water Financial Assistance, Taxable Series 2005B	882721
\$ 13,175,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2006A	882721
\$ 118,465,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2007A	882721
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2007D (AMT)	882721
\$ 26,510,000	State of Texas Water Financial Assistance Bonds, Series 2008B	882722
\$ 225,385,000	State of Texas Water Financial Assistance Bonds, Series 2009C-1	882722
\$ 57,260,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2009C-2	882722
\$ 20,270,000	State of Texas Water Financial Assistance Bonds, Series 2010A	882722

**GENERAL OBLIGATION BONDS**  
**(Economically Distressed Areas Program - Texas Water Development Fund II)**

<b>Original Par Amount</b>	<b>Series Description</b>	<b>CUSIP Prefix</b>
\$ 82,400,000	State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998C (Economically Distressed Areas Program)	882719
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2001A (Economically Distressed Areas Program)	882719
\$ 23,980,000	State of Texas Water Financial Assistance Bonds, Series 2002C (Economically Distressed Areas Program)	882720
\$ 24,415,000	State of Texas Water Financial Assistance Bonds, Series 2004C (Economically Distressed Areas Program)	882720
\$ 49,270,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2005C (Economically Distressed Areas Program)	882721
\$ 24,665,000	State of Texas Water Financial Assistance Bonds, Series 2007C (Economically Distressed Areas Program)	882721
\$ 34,235,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2008C (Economically Distressed Areas Program)	882722
\$ 24,540,000	State of Texas Water Financial Assistance Bonds, Series 2009F (Economically Distressed Areas Program)	882722
\$ 32,350,000	State of Texas Water Financial Assistance Bonds, Series 2010D (Economically Distressed Areas Program)	882722

**GENERAL OBLIGATION BONDS**  
**(State Participation Program - Texas Water Development Fund II)**

<b>Original Par Amount</b>	<b>Series Description</b>	<b>CUSIP Prefix</b>
\$ 49,840,000	State of Texas Water Financial Assistance Bonds, Series 2001C (State Participation Program)	882719
\$ 20,000,000	State of Texas Water Financial Assistance Bonds, Series 2002D (State Participation Program)	882720
\$ 1,870,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2003D (State Participation Program)	882720
\$ 19,680,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2007B (State Participation Program)	882721
\$ 49,775,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2009D (State Participation Program)	882722
\$ 42,280,000	State of Texas Water Financial Assistance Bonds, Series 2010C (State Participation Program)	882722

**GENERAL OBLIGATION BONDS  
(Water Infrastructure Fund)**

<b>Original Par Amount</b>	<b>Series Description</b>	<b>CUSIP Prefix</b>
\$ 112,920,000	State of Texas Water Financial Assistance Bonds, Series 2008A	882721
\$ 144,995,000	State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-A	882722
\$ 157,240,000	State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-B	882722
\$ 101,400,000	State of Texas Water Financial Assistance Bonds, Series 2009E	882722
\$ 143,225,000	State of Texas Water Financial Assistance Bonds, Series 2010B	882722
\$129,540,000	State of Texas Water Financial Assistance Bonds, Series 2011A	882722

**STATE REVOLVING FUND**

**SENIOR LIEN REVENUE BONDS**

<b>Original Par Amount</b>	<b>Series Description</b>	<b>CUSIP Prefix</b>
\$ 150,000,000	Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1998A	882854
\$ 150,000,000	Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1999B	882854

**SUBORDINATE LIEN REVENUE BONDS**

\$ 309,240,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, (Variable Rate Refunding) Series 2007A	882854
\$ 203,050,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Series 2008A	882854
\$ 261,425,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Series 2008B	882854
\$ 224,975,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Series 2009A-1	882854
\$ 32,765,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Refunding Bonds, Series 2009A-2	882854

Pursuant to the rules of the Municipal Securities Rulemaking Board (the "MSRB") the participating underwriters for the Issues were required to file copies of the final official statements for each of the Issues with the MSRB, copies of which are available from the MSRB upon request and payment of copying, handling and mailing costs. The final official statements for the Issues should not be considered to represent any date other than the dates indicated in such documents. Copies of the cover pages of the final official statements for each Issue appear in the respective Attachment hereto for such Issue.

Information in this Annual Report regarding the Board and the Issues has been compiled and provided by the Board and has been obtained from the Board's records and other sources which are believed by the Board to be reliable. The information compiled is provided in satisfaction of the Board's Undertakings, containing information as prescribed by the Rule. The Board makes no warranty concerning the usefulness of such information to a decision to invest in, hold or sell bonds or other obligations payable, in whole or in part, from the general obligation of the State of Texas or the State Revolving Fund, as applicable. Information agreed to be provided by the Board may be reported in full text herein, or may be incorporated by reference to certain other publicly available documents. The Board is required by the Undertakings to provide information annually by a date not more than 195 days following the close of its fiscal year, for as long as any of the Issues identified above are outstanding.

Questions concerning this Annual Report should be directed, as follows:

Ben Benzaquen  
Portfolio Analyst  
Texas Water Development Board  
1700 North Congress Avenue, 5<sup>th</sup> Floor  
Austin, Texas 78701  
(512) 475-2091 Phone  
(512) 475-2053 Fax  
Electronic Mail: [benjamin.benzaquen@twdb.texas.gov](mailto:benjamin.benzaquen@twdb.texas.gov)

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**General Obligation Bonds  
(Summary of Bonds Authorized and Issued)**

## GENERAL OBLIGATION BONDS

### Summary of Bonds Authorized and Issued

A summary of bonds authorized, issued as of August 31, 2011, and authorized but unissued is set forth in the following table:

<u>Purpose</u>	<u>Bonds Authorized</u>	<u>Bonds Issued as of August 31, 2011</u>	<u>Bonds Authorized But Unissued</u>
Water Supply, Storage Acquisition, Water Quality Enhancement, Flood Control and State Participation (Reservoirs & Facilities) <sup>(1)</sup> .....	\$ 2,480,000,000	\$ 2,480,000,000	\$ -
Recaptured Authorization from 49-d (Contingent Liability – LNRA) <sup>(2)</sup> .....	26,523,431	26,523,431	-
Constitutional Amendment 19 <sup>(3)</sup> .....	2,000,000,000	1,034,023,799	965,976,201
Agricultural Water Conservation .....	200,000,000	35,160,000	164,840,000
EDAP .....	<u>250,000,000</u>	<u>48,024,888</u>	<u>201,975,112</u>
	<u>\$4,956,523,431</u>	<u>\$ 3,623,732,118</u>	<u>\$ 1,332,791,313</u>

### General

On November 6, 2001, the voters of the State of Texas passed Constitutional Amendment 19 which authorized the Texas Water Development Board (TWDB) to issue an additional \$2,000,000,000 of general obligation bonds under Article III, Section 49-d-9 of the Texas Constitution. Of the \$2,000,000,000 in general obligation bond authorization, Constitutional Amendment 19 requires the TWDB to dedicate \$50,000,000 of such authorization to fund the Water Infrastructure Fund (WIF), which was created by Senate Bill 2 passed by the 77<sup>th</sup> Legislature in the 2001 regular session. Also, Constitutional Amendment 19 removes the TWDB's current limitation on the percentage of State Participation that TWDB may undertake in regional projects.

- (1) Section 49-d-8 of the Texas Constitution, approved by the voters of the State on November 4, 1997, provides that bonds otherwise authorized by Sections 49-c, 49-d, 49-d-1, 49-d-2, 49-d-5, 49-d-6 and 49-d-7 of the Texas Constitution (relating to Water Supply, Storage Acquisition, Water Quality Enhancement, Flood Control and State Participation) can be issued to provide money for the accounts within the Texas Water Development Fund II (DFund II) as determined by the Board (provided, that nothing in Section 49-d-8 shall be construed to grant to TWDB the authority to issue bonds in excess of \$250 million for the Economically Distressed Areas Program). All authorizations relating to Water Supply, Storage Acquisition, Water Quality Enhancement, Flood Control and State Participation therefore are combined for ease of presentation.
- (2) Lavaca-Navidad River Authority (LNRA) commenced payments on the Palmetto Bend Dam and Reservoir Project in 1996. If LNRA were to be unable to timely meet any of its payment obligations, the Board was required to purchase interest, in the facility from LNRA to the extent necessary to allow LNRA to make its required payment. The Board was therefore contingently liable for LNRA's allocation of repayment costs. This liability was removed when the Board, along with the LNRA, retired their respective payment obligations under the Federal Contracts upon purchase of the Bureau of Reclamation ownership interest in the project on June 26, 2001. Additionally \$26,523,431 of bond authorization which had previously been designated as used for a contingent liability for a federal contract relating to LNRA Lake Texana Project was determined to not have used the authorization against which it was allocated. After the Federal Contract was retired without any actual payment being required by the TWDB, this authorization was restored to TWDB for use toward any authorized purpose.

- (3) Pursuant to Section 49-d-9 of the Texas Constitution, \$50,000,000 of the bonds authorized to be issued shall be used for the Water Infrastructure Fund. The 80<sup>th</sup> Legislature in the 2007 regular session authorized appropriations of general revenue to support the payment of a portion of the debt service on up to \$449,253,188 in general obligation bonds issued during the 2008-09 biennium for the Water Infrastructure Fund. The 81<sup>st</sup> Legislature authorized appropriations of general revenue to support the payment of a portion of the debt service on up to \$473,365,000 in general obligation bonds issued during the 2010-11 biennium for the Water Infrastructure Fund. The 82<sup>nd</sup> Legislature authorized appropriations of general revenue to support the payment of a portion of the debt service on up to \$200,000,000 in general obligation bonds issued during the 2012-13 biennium for the Water Infrastructure Fund.
- (4) The 82<sup>nd</sup> Legislature through the passage of Senate Joint Resolution 4 (“Proposition 2”) has authorized a constitutional amendment be placed upon the November 8, 2011 state-wide ballot which would authorize the Board to issue additional general obligation bonds for water-related projects. Proposition 2 would authorize the Board to issue additional general obligation bonds in amounts such that the aggregate principal amount of the bonds approved by Proposition 2 that are outstanding at any time does not exceed \$6 billion. See Attachment F Subsequent Events for a discussion of the passage of Proposition 2.

**ATTACHMENT A**

**General Obligation Bonds  
(Non-Dedicated Bonds – Texas Water Development Fund II)**

**GENERAL OBLIGATION BONDS**  
**(Non-Dedicated Bonds - Texas Water Development Fund II)**

Original Par Amount	Series Description	CUSIP Prefix
\$ 60,000,000	State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 2000	882720
\$ 75,000,000	State of Texas Water Financial Assistance Bonds, Series 2000A	882720
\$ 30,940,000	State of Texas Water Development Refunding Bonds, Series 2001A	882719
\$ 43,725,000	State of Texas Water Financial Assistance Bonds, Series 2001B	882719
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2002A (AMT)	882720
\$ 98,500,000	State of Texas Water Financial Assistance Bonds and Refunding Bonds, Series 2002B	882720
\$ 18,035,000	State of Texas Water Financial Assistance Bonds, Series 2002E	882720
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2003A (AMT)	882720
\$ 50,915,000	State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2003B	882720
\$ 70,330,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2003C	882720
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2004A (AMT)	882720
\$ 71,530,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2004B	882720
\$ 60,085,000	State of Texas Water Financial Assistance Bonds, Series 2004D	882720
\$ 38,820,000	State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2004E	882720
\$ 55,675,000	State of Texas Water Financial Assistance and Refunding Bonds, Series 2005A	882721
\$ 15,000,000	State of Texas Water Financial Assistance, Taxable Series 2005B	882721
\$ 13,175,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2006A	882721
\$ 118,465,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2007A	882721
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2007D (AMT)	882721
\$ 26,510,000	State of Texas Water Financial Assistance Bonds, Series 2008B	882722
\$ 225,385,000	State of Texas Water Financial Assistance Bonds, Series 2009C-1	882722
\$ 57,260,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2009C-2	882722
\$ 20,270,000	State of Texas Water Financial Assistance Bonds, Series 2010A	882722

**ANNUAL UPDATE OF QUANTITATIVE FINANCIAL  
INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011**

The information contained under the heading “ANNUAL UPDATE OF QUANTITATIVE FINANCIAL INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011” in **Attachment A** of this Annual Report is hereby incorporated by reference in satisfaction of the Board’s Undertaking to update the financial information and quantitative operating data under the heading “Texas Water Development Board” contained in the final official statements relating to these bonds, the copies of the covers of which are included in this Attachment.

**General**

As of August 31, 2011, the Board had twenty three outstanding Bond issues in the aggregate principal amount of \$865,045,000, as listed above.

The authorization of DFund II program by Article 3, Section 49-d-8 of the Texas Constitution (Section 49-d-8) in 1997 provides for a more flexible financing program and flow of funds than was afforded in the original DFund I program. Consequently, the Board transferred assets from the DFund I to DFund II where legally and fiscally appropriate. Section 49-d-8 provides for the transfer which may be accomplished either in connection with the issuance of DFund II refunding bonds or as a transfer without issuing refunding bonds.

As of August 31, 2011, the Water Financial Assistance Program had received \$412,588,596 in prepayments (which consisted of \$411,072,346 in principal of which \$43,965,000 was received this fiscal year) from Political Subdivision Bonds. Water Financial Assistance Program prepayments are deposited in the Program account to purchase additional Political Subdivision Bonds and/or defease debt.

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**TEXAS WATER DEVELOPMENT FUND II  
WATER FINANCIAL ASSISTANCE  
SCHEDULE OF DEBT SERVICE REQUIREMENTS  
AS OF AUGUST 31, 2011**

ATTACHMENT A

Fiscal Year (1)	Principal	Interest	Total Existing Debt Service
2012	\$39,505,000	\$43,195,934	\$82,700,934
2013	41,310,000	41,297,967	82,607,967
2014	44,355,000	39,340,784	83,695,784
2015	44,620,000	37,172,434	81,792,434
2016	44,635,000	34,895,206	79,530,206
2017	48,495,000	32,684,719	81,179,719
2018	48,520,000	30,249,761	78,769,761
2019	50,710,000	27,784,315	78,494,315
2020	49,115,000	25,244,230	74,359,230
2021	46,825,000	22,753,881	69,578,881
2022	47,495,000	20,492,086	67,987,086
2023	37,685,000	18,114,247	55,799,247
2024	31,260,000	16,245,334	47,505,334
2025	23,430,000	14,661,810	38,091,810
2026	22,255,000	13,492,912	35,747,912
2027	23,315,000	12,381,648	35,696,648
2028	21,390,000	11,216,935	32,606,935
2029	22,425,000	10,148,143	32,573,143
2030	14,600,000	9,023,731	23,623,731
2031	13,625,000	8,288,413	21,913,413
2032	14,340,000	7,589,454	21,929,454
2033	15,100,000	6,856,251	21,956,251
2034	15,795,000	6,089,885	21,884,885
2035	22,035,000	5,290,744	27,325,744
2036	14,660,000	4,161,919	18,821,919
2037	15,405,000	3,421,619	18,826,619
2038	15,720,000	2,643,713	18,363,713
2039	16,520,000	1,850,744	18,370,744
2040	4,485,000	1,017,400	5,502,400
2041	4,715,000	785,388	5,500,388
2042	3,410,000	541,456	3,951,456
2043	2,090,000	370,069	2,460,069
2044	1,205,000	266,500	1,471,500
2045	1,265,000	204,744	1,469,744
2046	1,330,000	139,913	1,469,913
2047	1,400,000	71,750	1,471,750
	<u>\$865,045,000</u>	<u>\$509,986,036</u>	<u>\$1,375,031,036</u>

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

**Texas Water Development Board**  
**Statement of Net Assets - Water Development Fund II (DFund II) (2)**

August 31,

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
<b>ASSETS</b>					
Current Assets:					
Cash and Cash Equivalents:					
Cash in State Treasury	157,795,742	132,190,736	119,155,015	113,715,222	94,332,699
Receivables from:					
Interest and Dividends	8,381,050	7,692,644	8,843,903	7,410,941	6,842,210
Accounts Receivable				129,102	65,469
Interfund Receivables	14,665,948	16,512,135	18,553,095	10,729,249	12,050,048
Due From Other Funds	47,985,012	31,205,445	27,814,085	40,892,246	44,876,452
Loans and Contracts	19,189,415	18,366,004	18,759,722	18,101,510	19,907,820
<b>Total Current Assets</b>	<b><u>248,017,167</u></b>	<b><u>205,966,964</u></b>	<b><u>193,125,820</u></b>	<b><u>190,978,270</u></b>	<b><u>178,074,698</u></b>
Non-Current Assets:					
Loans and Contracts	535,248,692	503,010,688	689,933,966	643,852,605	618,914,585
Interfund Receivables	269,242,995	293,021,721	310,035,726	285,362,622	296,988,964
Other Non-Current Assets	625,749				
<b>Total Non-Current Assets</b>	<b><u>805,117,436</u></b>	<b><u>796,032,409</u></b>	<b><u>999,969,692</u></b>	<b><u>929,215,227</u></b>	<b><u>915,903,549</u></b>
<b>Total Assets</b>	<b><u>1,053,134,603</u></b>	<b><u>1,001,999,373</u></b>	<b><u>1,193,095,512</u></b>	<b><u>1,120,193,497</u></b>	<b><u>1,093,978,247</u></b>
<b>LIABILITIES</b>					
Current Liabilities:					
Payables from:					
Accounts Payable	82,292	14,143			5,000
Interest Payable	3,562,213	3,379,191	5,157,213	3,736,745	3,599,661
Due to Other Funds	45,739,141	28,807,271	25,246,767	38,297,762	42,274,438
G. O. Bonds Payable	42,290,000	40,320,000	42,700,000	34,575,000	39,505,000
<b>Total Current Liabilities</b>	<b><u>91,673,646</u></b>	<b><u>72,520,605</u></b>	<b><u>73,103,980</u></b>	<b><u>76,609,507</u></b>	<b><u>85,384,099</u></b>
Non-Current Liabilities:					
G. O. Bonds Payable (net)	805,615,000	763,065,000	943,495,000	866,280,000	825,540,000
<b>Total Non-Current Liabilities</b>	<b><u>805,615,000</u></b>	<b><u>763,065,000</u></b>	<b><u>943,495,000</u></b>	<b><u>866,280,000</u></b>	<b><u>825,540,000</u></b>
<b>Total Liabilities</b>	<b><u>897,288,646</u></b>	<b><u>835,585,605</u></b>	<b><u>1,016,598,980</u></b>	<b><u>942,889,507</u></b>	<b><u>910,924,099</u></b>
<b>NET ASSETS</b>					
Unrestricted	155,845,957	166,413,768	176,496,532	177,303,990	183,054,148
<b>Total Net Assets</b>	<b><u>155,845,957</u></b>	<b><u>166,413,768</u></b>	<b><u>176,496,532</u></b>	<b><u>177,303,990</u></b>	<b><u>183,054,148</u></b>

(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

(2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.

**Texas Water Development Board****Statement of Revenues, Expenses, and Changes in Net Assets - Water Development Fund II (DFund II) (2)**

For the Fiscal Year Ended August 31,

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
<b>OPERATING REVENUES:</b>					
Interest and Investment Income	54,913,192	56,525,165	58,204,828	54,725,742	50,602,160
<b>Total Operating Revenues</b>	<b>54,913,192</b>	<b>56,525,165</b>	<b>58,204,828</b>	<b>54,725,742</b>	<b>50,602,160</b>
<b>OPERATING EXPENSES:</b>					
Professional Fees and Services	150,529	265,852	219,960	317,883	112,487
Travel			4,017	4,026	
Printing and Reproduction		2,650		1,336	
Interest	44,182,175	43,575,637	41,555,015	53,060,427	44,698,711
Other Operating Expenses	9,500	779,651	1,633,251	560,969	8,804
<b>Total Operating Expenses</b>	<b>44,342,204</b>	<b>44,623,790</b>	<b>43,412,243</b>	<b>53,944,641</b>	<b>44,820,002</b>
<b>Operating Income (Loss)</b>	<b>10,570,988</b>	<b>11,901,375</b>	<b>14,792,585</b>	<b>781,101</b>	<b>5,782,158</b>
<b>Income/(Loss) before Other Revenues, Expenses, Gains/Losses and Transfers</b>	<b>10,570,988</b>	<b>11,901,375</b>	<b>14,792,585</b>	<b>781,101</b>	<b>5,782,158</b>
<b>OTHER REVENUES, EXPENSES, GAINS/LOSSES AND TRANSFERS:</b>					
Transfers-In	161,239,011	257,635,692	320,085,869	389,518,751	255,459,708
Transfers-Out	(161,239,011)	(258,969,256)	(324,795,690)	(389,492,394)	(255,491,708)
<b>Total Other Revenue, Expenses, Gain/Losses and Transfers</b>	<b>-</b>	<b>(1,333,564)</b>	<b>(4,709,821)</b>	<b>26,357</b>	<b>(32,000)</b>
<b>Change in Net Assets</b>	<b>10,570,988</b>	<b>10,567,811</b>	<b>10,082,764</b>	<b>807,458</b>	<b>5,750,158</b>
Total Net Assets, September 1, XXXX	145,274,969	155,845,957	166,413,768	176,496,532	177,303,990
<b>Total Net Assets, August 31, Ending</b>	<b>155,845,957</b>	<b>166,413,768</b>	<b>176,496,532</b>	<b>177,303,990</b>	<b>183,054,148</b>

(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

(2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.

**OFFICIAL STATEMENT****NEW ISSUE —Book-Entry Only****Ratings: See "OTHER INFORMATION - Ratings"**

*In the joint opinion of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the joint opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

**\$60,000,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance Refunding  
and Financial Assistance Bonds  
Series 2000**

**Dated: May 1, 2000****Due: As Shown on the Inside Front Cover Page**

Interest on the captioned bonds (the "Bonds") will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2001, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See APPENDIX D - Book-Entry Only System.

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein. See "THE BONDS - Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS" herein.

The Bonds are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas, particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II ("Development Fund II"). The Bonds are issued pursuant to a resolution adopted on April 19, 2000 (the "Resolution") by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. A portion of the proceeds of the Bonds will be used to currently refund certain of the outstanding State of Texas Water Development Bonds (see "Schedule I"), and a portion of the proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes, for transfers to any state revolving fund administered by the Board and to pay costs of issuance.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas and of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Winstead Sechrest & Minick P.C. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about May 25, 2000.*

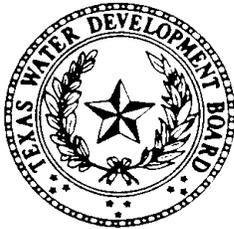
**Siebert Brandford Shank & Co., LLC**

**Coastal Securities****J.P. Morgan Securities, Inc.****Loop Capital Markets, LLC**

Dated May 2, 2000

**NEW ISSUE — Book-Entry Only****Ratings: See “RATINGS”**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not “specified private activity bonds” for the purposes of the alternative minimum tax imposed on individuals and corporations. See “TAX MATTERS” for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$75,000,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**STATE OF TEXAS WATER FINANCIAL ASSISTANCE BONDS**  
**SERIES 2000A**

**Dated: December 1, 2000****Due: As Shown on the Inside Front Cover Page**

The \$75,000,000 State of Texas Water Financial Assistance Bonds, Series 2000A (the “Bonds”) are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page herein, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2001, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York (“DTC”) initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on such bonds to DTC or DTC’s nominee in accordance with arrangements between the Texas Water Development Board (the “Board”) and DTC. See “APPENDIX E - Book-Entry Only System.”

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein** See “THE BONDS - Redemption Provisions.”

**THE BONDS CONSTITUTE A GENERAL OBLIGATION, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS.”

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the “Resolution”) adopted on October 18, 2000 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes, for transfers to any revolving fund administered by the Board and to pay costs of issuance.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Winstead Sechrest & Minick P.C. See “LEGAL MATTERS.” It is expected that the Bonds will be available for delivery through the facilities of DTC on or about January 9, 2001.*

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**Chase Securities of Texas, Inc.**

**Estrada Hinojosa & Co., Inc.****Loop Capital Markets, LLC****Morgan Stanley Dean Witter**  
Morgan Stanley & Co. Incorporated**J.P. Morgan & Co.****Siebert Brandford Shank & Co.**

Dated: December 6, 2000

## OFFICIAL STATEMENT

**TWO NEW ISSUES — Book-Entry Only****Ratings: See "RATINGS"**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel, interest on the Series 2001A Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and the Series 2001A Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences. In the opinion of Co-Bond Counsel, as of the date of issuance thereof, the Taxable Series 2001B Bonds are not obligations described in section 103(a) of the Internal Revenue Code of 1986. See "TAX MATTERS" herein.*



**\$31,185,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$30,940,000**  
**State of Texas**  
**Water Development Refunding Bonds**  
**Series 2001A**

**\$245,000**  
**State of Texas**  
**Water Development Bonds**  
**Taxable Series 2001B**

**Dated: June 1, 2001****Due: As Shown on the Inside Front Cover Page**

The Series 2001A Bonds and the Taxable Series 2001B Bonds (the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2001, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of any series of Bonds is determined only by a book entry at DTC, the Paying Agent will make payments on such bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "THE BONDS — Book-Entry Only System."

**The Series 2001A Bonds are subject to mandatory and optional redemption prior to maturity as provided herein. The Taxable Series 2001B Bonds are subject to mandatory redemption prior to maturity as provided herein. See "THE BONDS — Redemption Provisions — Series 2001A Bonds."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-c, 49-d, 49-d-1, 49-d-2, 49-d-5, 49-d-6, and 49-d-7 (other than subsection (e) thereof), Texas Constitution. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on May 16, 2001 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2001A Bonds will be applied to prepay the Board's obligation under a long-term contract relating to construction by the federal government of the Palmetto Bend Dam and Reservoir Project (the "Palmetto Bend Project") and the proceeds of the Taxable Series 2001B Bonds will be used to provide funding of certain costs incurred by the Board in connection with the acquisition and development of the Palmetto Bend Project.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2001.*

**Goldman, Sachs & Co.**

**Dain Rauscher Incorporated**  
**Southwestern Capital Markets, Inc.**

**Morgan Keegan & Company, Inc.**  
**U.S. Bancorp Piper Jaffray Inc.**

**Salomon Smith Barney**  
**Walton Johnson & Company**

**Dated: June 1, 2001**

## OFFICIAL STATEMENT

**THREE NEW ISSUES — Book-Entry Only****Ratings: See "RATINGS"**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$118,565,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$25,000,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001A**  
**(Economically Distressed Areas Program)**

**\$43,725,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001B**

**\$49,840,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001C**  
**(State Participation Program)**

**Dated: June 1, 2001****Due: As Shown on the Inside Front Cover Page**

The Series 2001A Bonds, the Series 2001B Bonds and the Series 2001C Bonds (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2002, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of any series of Bonds is determined only by a book entry at DTC, the Paying Agent will make payments on such bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "THE BONDS — Book-Entry Only System."

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein. See "THE BONDS — Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.**  
 See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on May 16, 2001 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2001A Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2001B Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and for transfers to any state revolving fund administered by the Board. The proceeds of the Series 2001C Bonds will be used to provide funding of State Participation Projects (as defined in the Resolution authorizing the Series 2001C Bonds).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2001.*

**Goldman, Sachs & Co.**

**Dain Rauscher Incorporated**  
**Southwestern Capital Markets, Inc.**

**Morgan Keegan & Company, Inc.**  
**U.S. Bancorp Piper Jaffray Inc.**

**Salomon Smith Barney**  
**Walton Johnson & Company**

Dated: June 1, 2001

## OFFICIAL STATEMENT

NEW ISSUE – Book-Entry Only

Ratings: See “OTHER INFORMATION – Ratings”

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes, except for any holder who is treated pursuant to section 147(a) of the Internal Revenue Code of 1986 (the “Code”) as a “substantial user” of the projects financed with proceeds of the Bonds, or a “related person” to such user under existing statutes, regulations, published rulings and court decisions, except as explained under “TAX MATTERS” herein, and will be an item of tax preference for purposes of determining the alternative minimum tax imposed on individuals and corporations under section 57(a)(5) of the Code. See “TAX MATTERS” for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$25,000,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance Bonds**  
**Series 2002A (AMT)**

Dated: March 1, 2002

Due: As Shown on the Inside Front Cover Page

The State of Texas Water Financial Assistance Bonds, Series 2002A (AMT) (the “Bonds”) are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2002, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York (“DTC”), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York Trust Company of Florida, N.A., Dallas, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC’s nominee in accordance with arrangements between the Board and DTC. See “APPENDIX E – Book-Entry Only System.”

**The Bonds are subject to redemption prior to maturity as provided herein. See “THE BONDS – Redemption Provisions.”**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS.”**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the “Resolution”) adopted on February 20, 2002 by the Texas Water Development Board (the “Board”) under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply and water quality enhancement purposes, specifically to provide financial assistance to Rural Political Subdivisions for water and water-related projects, including transfers to the Rural Water Assistance Fund.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See “LEGAL MATTERS.” It is expected that the Bonds will be available for delivery through the facilities of DTC on or about April 9, 2002.*

**Salomon Smith Barney**

**Bear, Stearns & Co. Inc.**  
**Siebert Brandford Shank & Co., LLC**

**Estrada Hinojosa & Company, Inc.**  
**Southwestern Capital Markets, Inc.**

**JPMorgan**  
**SWS Securities**

Dated: March 6, 2002

## OFFICIAL STATEMENT

NEW ISSUE — Book-Entry Only

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$98,500,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance and  
 Refunding Bonds  
 Series 2002B**

Dated: April 1, 2002

Due: As Shown on the Inside Front Cover Page

The State of Texas Water Financial Assistance and Refunding Bonds, Series 2002B (the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2002, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York Trust Company of Florida, N.A., Dallas, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Book-Entry Only System."

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on February 20, 2002 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes; for transfers to any state revolving fund administered by the Board; and to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about May 7, 2002.*

**Salomon Smith Barney**

**Bear, Stearns & Co. Inc.**  
**Siebert Brandford Shank & Co., LLC**

**Estrada Hinojosa & Company, Inc.**  
**Southwestern Capital Markets, Inc.**

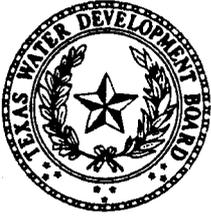
**JPMorgan**  
**SWS Securities**

## OFFICIAL STATEMENT

NEW ISSUE — Book-Entry Only

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on each series of Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$62,015,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$23,980,000**  
 State of Texas  
 Water Financial Assistance Bonds  
 Series 2002C  
 (Economically Distressed Areas Program)

**\$20,000,000**  
 State of Texas  
 Water Financial Assistance Bonds  
 Series 2002D  
 (State Participation Program)

**\$18,035,000**  
 State of Texas  
 Water Financial Assistance Bonds  
 Series 2002E

Dated: August 1, 2002

Due: As Shown on the Inside Front Cover Page

The Series 2002C Bonds, the Series 2002D Bonds and the Series 2002E Bonds described above (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2003, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, the Dallas, Texas office of The Bank of New York Trust Company of Florida, N.A. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Depository Trust Company."

The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution" and collectively, the "Resolutions") adopted on June 18, 2002 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2002C Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2002D Bonds will be used to provide funding for State Participation Projects (as defined herein). The proceeds of the Series 2002E Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects (as defined herein) or State Participation Projects) and for transfers to any state revolving fund administered by the Board.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about August 22, 2002.*

**RBC Dain Rauscher Inc.**

**Morgan Keegan & Company, Inc.**  
 SWS Securities

**Siebert Brandford Shank & Co., LLC**  
 U.S. Bancorp Piper Jaffray Inc.

**Southwestern Capital Markets, Inc.**  
 Walton Johnson & Company

Dated: July 24, 2002

## OFFICIAL STATEMENT

NEW ISSUE – Book-Entry-Only

Ratings: See “OTHER INFORMATION – Ratings”

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes, except for any holder who is treated pursuant to section 147(a) of the Internal Revenue Code of 1986 (the “Code”) as a “substantial user” of the projects financed with proceeds of the Bonds, or a “related person” to such user under existing statutes, regulations, published rulings and court decisions, except as explained under “TAX MATTERS” herein, and will be an item of tax preference for purposes of determining the alternative minimum tax imposed on individuals and corporations under section 57(a)(5) of the Code. See “TAX MATTERS” for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$25,000,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance Bonds**  
**Series 2003A (AMT)**

Dated: April 1, 2003

Due: As Shown on the Inside Front Cover Page

The State of Texas Water Financial Assistance Bonds, Series 2003A (AMT) (the “Bonds”) are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2003, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York (“DTC”), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York Trust Company of Florida, N.A., Dallas, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC’s nominee in accordance with arrangements between the Board and DTC. See “APPENDIX E – Book-Entry Only System.”

**The Bonds are subject to redemption prior to maturity as provided herein. See “THE BONDS – Redemption Provisions.”**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See “SECURITY AND SOURCES OF PAYMENT FOR THE BONDS.”**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the “Resolution”) adopted on March 19, 2003 by the Texas Water Development Board (the “Board or “TWDB”) under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply and water quality enhancement purposes, specifically to provide financial assistance to Rural Political Subdivisions (as defined herein) for water and water-related projects, including transfers to the Rural Water Assistance Fund (as defined herein).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, West & Gooden, P.C. See “LEGAL MATTERS.” It is expected that the Bonds will be available for delivery through the facilities of DTC on or about April 29, 2003.*

## SOUTHWEST SECURITIES

Walton Johnson &amp; Company

Estrada Hinojosa &amp; Company, Inc.

Morgan Keegan &amp; Co., Inc.

Dated: April 2, 2003

**NEW ISSUE — Book-Entry Only**

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on each series of Tax-Exempt Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Tax-Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS-TAX-EXEMPT BONDS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

*In the opinion of Co-Bond Counsel, as of the date of issuance of the Taxable Bonds, the Taxable Bonds are not obligations described in Section 103 of the Internal Revenue Code of 1986. See "TAX MATTERS-TAXABLE BONDS" herein.*



**\$123,115,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$50,915,000**  
**State of Texas**  
**Water Financial Assistance and Refunding Bonds**  
**Taxable Series 2003B**

**\$70,330,000**  
**State of Texas**  
**Water Financial Assistance and Refunding Bonds**  
**Series 2003C**

**\$1,870,000**  
**State of Texas**  
**Water Financial Assistance Refunding Bonds**  
**Series 2003D**  
**(State Participation Program)**

Dated: June 15, 2003

Due: As Shown on the Inside Front Cover Page

The Series 2003B Bonds, the Series 2003C Bonds and the Series 2003D Bonds described above (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2004, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, the Dallas, Texas office of The Bank of New York Trust Company of Florida, N.A. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Depository Trust Company."

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution" and collectively, the "Resolutions") adopted on May 21, 2003 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2003B Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects or State Participation Projects); for transfers to any state revolving fund administered by the Board; and to refund certain of the Board's outstanding Financial Assistance Bonds. The proceeds of the Series 2003C Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects or State Participation Projects); for transfers to any state revolving fund administered by the Board; and to refund certain of the Board's outstanding Water Development Bonds and Financial Assistance Bonds. The proceeds of the Series 2003D Bonds will be used to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2003.*

**U.S. Bancorp Piper Jaffray Inc.**

**Bear, Stearns & Co. Inc.**  
**JPMorgan**

**Citigroup**  
**RBC Dain Rauscher Inc.**  
**Walton Johnson & Company**

**Estrada Hinojosa & Company, Inc.**  
**Siebert Brandford Shank & Co., LLC**

OFFICIAL STATEMENT  
Dated February 24, 2004

**NEW ISSUE - Book-Entry-Only**

**Ratings: See "OTHER INFORMATION - Ratings"**

In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes, except for any holder who is treated pursuant to section 147(a) of the Internal Revenue Code of 1986 (the "Code") as a "substantial user" of the projects financed with proceeds of the Bonds, or a "related person" to such user under existing statutes, regulations, published rulings and court decisions, except as explained under "TAX MATTERS" herein, and will be an item of tax preference for purposes of determining the alternative minimum tax imposed on individuals and corporations under section 57(a)(5) of the Code. See "TAX MATTERS" for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.



**\$25,000,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance Bonds,**  
**Series 2004A (AMT)**

**Dated: March 1, 2004**

**Due: As Shown on the Inside Front Cover Page**

The State of Texas Water Financial Assistance Bonds, Series 2004A (AMT) (the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2004, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date hereof, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Jacksonville, Florida corporate trust office.

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on February 17, 2004 by the Texas Water Development Board (the "Board" or "TWDB") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply and water quality enhancement purposes, specifically to provide financial assistance to Rural Political Subdivisions (as defined herein) for water and water-related projects, including transfers to the Rural Water Assistance Fund (as defined herein).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Winstead Sechrest & Minick P.C. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about March 30, 2004.*

**MORGAN KEEGAN & CO., INC.**

**BANC OF AMERICA SECURITIES LLC**  
**PIPER JAFFRAY & CO.**

**CITIGROUP**

**FIRST ALBANY CAPITAL**  
**RAMIREZ & CO., INC.**

OFFICIAL STATEMENT  
Dated April 29, 2004

**NEW ISSUE - Book-Entry-Only**

**Ratings: See "OTHER INFORMATION - Ratings"**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$71,530,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**Water Financial Assistance and Refunding Bonds**  
**Series 2004B**

**Dated: May 1, 2004**

**Due: As Shown on the Inside Front Cover Page**

The State of Texas Water Financial Assistance and Refunding Bonds, Series 2004B (the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2005, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date hereof, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Jacksonville, Florida corporate trust office.

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding State of Texas Water Development Bonds ("Water Development Bonds") originally issued to augment the funding of the Texas Water Development Fund ("Development Fund I") and to augment the funding of the Texas Water Development Fund II ("Development Fund II"). The Bonds are issued pursuant to a resolution (the "Resolution") adopted on April 21, 2004 by the Texas Water Development Board (the "Board" or "TWDB") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used (i) to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes, (ii) for transfers to any state revolving fund administered by the Board, and (iii) to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about May 27, 2004.*

**JPMorgan**

**Coastal Securities**

**Estrada Hinojosa & Company, Inc.**

**Loop Capital Markets, LLC**

**RBC Dain Rauscher Inc.**

**Siebert Brandford Shank & Co., LLC**

**Southwest Securities**

Ratings: S&P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

**THREE NEW ISSUES - Book-Entry-Only**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Tax-Exempt Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Tax Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX-EXEMPT BONDS-TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, as of the date of issuance of the Taxable Bonds, the Taxable Bonds are not obligations described in section 103(a) of the Internal Revenue Code of 1986. See "TAXABLE BONDS-CERTAIN FEDERAL INCOME TAX CONSIDERATIONS" herein.*



**\$123,320,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$24,415,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2004C**  
**(Economically Distressed Areas Program)**

**\$60,085,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2004D**

**\$38,820,000**  
**State of Texas**  
**Water Financial Assistance**  
**and Refunding Bonds**  
**Taxable Series 2004E**

**Dated: July 1, 2004; Interest Accrues from Date of Delivery**

**Due: As Shown on the Inside Front Cover Pages**

The State of Texas Water Financial Assistance Bonds, Series 2004C (Economically Distressed Areas Program) (the "Series 2004C Bonds"), State of Texas Water Financial Assistance Bonds, Series 2004D (the "Series 2004D Bonds" and, together with the Series 2004C Bonds, the "Tax-Exempt Bonds") and State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2004E (the "Taxable Bonds" and together with the Tax-Exempt Bonds, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2005, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board (as defined below) initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date hereof, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Jacksonville, Florida corporate trust office.

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II ("Development Fund II") and to refund certain outstanding State of Texas Water Development Bonds ("Water Development Bonds") originally issued to augment the funding of the Texas Water Development Fund ("Development Fund I"). Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on June 16, 2004 by the Texas Water Development Board (the "Board" or "TWDB") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2004C Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2004D Bonds will be used (i) to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and (ii) for transfers to any state revolving fund administered by the Board. The proceeds of the Taxable Bonds will be used (i) to provide financial assistance to water supply corporations for water supply, water quality enhancement and flood control purposes, (ii) for transfers to any state revolving fund administered by the Board, and (iii) to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about July 28, 2004.*

**Bear, Stearns & Co. Inc.**

**Banc of America Securities LLC**  
**Morgan, Keegan & Company, Inc.**

**Citigroup**  
**Piper Jaffray & Co**

**Coastal Securities**  
**RBC Dain Rauscher Inc.**

**First Albany Capital**  
**Siebert Brandford Shank & Co., LLC**

OFFICIAL STATEMENT DATED JUNE 22, 2005

TWO NEW ISSUES- Book-Entry-Only

Ratings: S&amp;P "AA "

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Tax-Exempt Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Tax Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX-EXEMPT BONDS—TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.

The Taxable Bonds are not obligations described in section 103(a) of the Internal Revenue Code of 1986. See "TAXABLE BONDS—CERTAIN FEDERAL INCOME TAX CONSIDERATIONS" herein.



\$70,675,000

STATE OF TEXAS

GENERAL OBLIGATION BONDS

\$55,675,000

State of Texas

Water Financial Assistance  
and Refunding Bonds  
Series 2005A

\$15,000,000

State of Texas

Water Financial Assistance Bonds  
Taxable Series 2005B

Dated: July 1, 2005; Interest Accrues from Date of Delivery

Due: As Shown on the Inside Cover Page

The State of Texas Water Financial Assistance and Refunding Bonds, Series 2005A (the "Tax-Exempt Bonds"), and State of Texas Water Financial Assistance Bonds, Taxable Series 2005B (the "Taxable Bonds" and, together with the Tax-Exempt Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2006, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

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

The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."

THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II ("Development Fund II") and to refund certain outstanding State of Texas Water Development Bonds ("Water Development Bonds") originally issued to augment the funding of the Texas Water Development Fund ("Development Fund I"). Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on June 14, 2005 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Tax-Exempt Bonds will be used (i) to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes, (ii) for transfers to any state revolving fund administered by the Board, and (iii) to refund certain of the Board's outstanding Water Development Bonds. The proceeds of the Taxable Bonds will be used (i) to provide financial assistance to water supply corporations and other political subdivisions for water supply, water quality enhancement and flood control purposes, and (ii) for transfers to any state revolving fund administered by the Board.

The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their co-counsel, Andrews Kurth LLP and Bates & Coleman PC. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about July 14, 2005.

Siebert Brandford Shank &amp; Co., LLC

Estrada Hinojosa & Company, Inc  
Ramirez & Co., Inc.

First Albany Capital Loop Capital Markets LLC  
Southwest Securities Inc.

Piper Jaffray & Co.  
UBS Financial Services Inc.

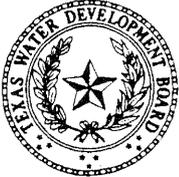
## OFFICIAL STATEMENT DATED MAY 23, 2006

Ratings: S&P "AA"  
 Moody's "Aa1"  
 Fitch "AA+"

NEW ISSUE- Book-Entry-Only

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$13,175,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**  
**Water Financial Assistance Refunding Bonds**  
**Series 2006A**

Dated: June 1, 2006

Due: As Shown on the Inside Cover Page

The State of Texas Water Financial Assistance Refunding Bonds, Series 2006A (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1, 2007, and on each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the Bonds will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

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

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding State of Texas Water Development Bonds ("Water Development Bonds") originally issued to augment the funding of the Texas Water Development Fund ("Development Fund I") and to pay expenses arising from the issuance of the Bonds. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on May 15, 2006 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of the State of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about June 27, 2006.*

**Estrada Hinojosa & Company, Inc.**

**Banc of America Securities LLC**

**Southwest Securities**

NEW ISSUE- Book-Entry-Only

Ratings: S&P "AA"  
Moody's "Aa1"  
Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$118,465,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**  
**State of Texas**  
**Water Financial Assistance Refunding Bonds**  
**Series 2007A**

**Dated Date: Date of Delivery (As Defined Herein)****Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Refunding Bonds, Series 2007A (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from September 12, 2007 (the "Date of Delivery") at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2008, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E—Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**The Bonds are subject to optional redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding State of Texas Water Development Bonds as more particularly described in Appendix F (the "Refunded Bonds"). The Refunded Bonds were originally issued to fund loans to political subdivisions for water supply and wastewater purposes. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on June 25, 2007 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about September 12, 2007.*

**Goldman, Sachs & Co.****Loop Capital Markets, LLC****Morgan Keegan & Company, Inc** **Southwest Securities****Walton Johnson & Co.**

**OFFICIAL STATEMENT  
DATED OCTOBER 10, 2007**

**NEW ISSUE- Book-Entry-Only**

**Ratings: S&P "AA"  
Moody's "Aa1"  
Fitch "AA+"**

**(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes, except for any holder who is treated pursuant to section 147(a) of the Internal Revenue Code of 1986 (the "Code") as a "substantial user" of the projects financed with proceeds of the Bonds, or a "related person" to such user under existing statutes, regulations, published rulings and court decisions except as explained under "TAX MATTERS" herein, and will be an item of tax preference for purposes of determining the alternative minimum tax imposed on individuals and corporations under section 57(a)(5) of the Code. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$25,000,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**State of Texas  
Water Financial Assistance Bonds  
Series 2007D (AMT)**

**Dated Date: Date of Delivery (As Defined Herein)**

**Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Bonds, Series 2007D (AMT) (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from October 30, 2007 (the "Date of Delivery") at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2008, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E—Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on September 24, 2007 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply and water quality enhancement purposes, specifically to provide financial assistance to Rural Political Subdivisions (as defined herein) for water and water-related projects, including transfers to the Rural Water Assistance Fund (as defined herein).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about October 30, 2007.*

**RBC Capital Markets**

**Morgan Keegan & Company, Inc.**

**Southwest Securities**

**Walton Johnson & Co.**

## OFFICIAL STATEMENT DATED DECEMBER 4, 2008

NEW ISSUE- Book-Entry-Only

Ratings: S&amp;P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

**\$60,745,000****STATE OF TEXAS****GENERAL OBLIGATION BONDS****\$26,510,000****State of Texas****Water Financial Assistance Refunding Bonds  
Series 2008B****\$34,235,000****State of Texas****Water Financial Assistance Refunding Bonds  
Series 2008C****(Economically Distressed Areas Program)****Dated Date: Date of Delivery****Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Refunding Bonds, Series 2008B (the "2008B Bonds") and the State of Texas Water Financial Assistance Refunding Bonds, Series 2008C (Economically Distressed Areas Program) (the "2008C Bonds" and, together with the 2008B Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from their date of delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2009, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Mellon Trust Company, N.A. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**The Bonds of either series are not subject to redemption prior to maturity.**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. SEE "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2008B Bonds and the 2008C Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998A and State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998C (Economically Distressed Areas Program), respectively, as more particularly described in APPENDIX F (collectively, the "Refunded Bonds"). The Bonds are issued pursuant to separate resolutions (collectively, the "Resolution") adopted on November 25, 2008, by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about January 6, 2009.*

**Loop Capital Markets, LLC****Ramirez & Co., Inc.****RBC Capital Markets****Wachovia Bank, National Association**

## OFFICIAL STATEMENT

June 10, 2009

NEW ISSUE- Book-Entry-Only

Ratings: Moody's "Aa1"; S&P "AA"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

<b>\$225,385,000</b> <b>State of Texas</b> <b>Water Financial Assistance Bonds</b> <b>Series 2009C-1</b>	<b>\$57,260,000</b> <b>State of Texas</b> <b>Water Financial Assistance</b> <b>Refunding Bonds, Series 2009C-2</b>	<b>\$49,775,000</b> <b>State of Texas</b> <b>Water Financial Assistance</b> <b>Refunding Bonds, Series 2009D</b> <b>(State Participation Program)</b>
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**Dated Date: Date of Delivery****Due: August 1, as shown on inside cover page**

The (i) State of Texas Water Financial Assistance Bonds, Series 2009C-1 (the "2009C-1 Bonds"), (ii) State of Texas Water Financial Assistance Refunding Bonds, Series 2009C-2 (the "2009C-2 Bonds" and, together with the 2009C-1 Bonds, the "2009C Bonds") and (iii) State of Texas Water Financial Assistance Refunding Bonds, Series 2009D (State Participation Program) (the "2009D Bonds" and, together with the 2009C Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the 2009C Bonds will be payable on February 1, 2010, and on each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the 2009D Bonds will be payable on August 1, 2009, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2009C-1 Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2009C-1 Bonds.

The 2009C-2 Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, the Act and Chapter 1207 of the Texas Government Code, as amended ("Chapter 1207"), in order to (i) refund certain outstanding State of Texas Water Financial Assistance Bonds, Series 1999A (the "1999A Refunded Bonds") originally issued to augment the funding of Development Fund II and (ii) pay expenses arising from the issuance of the 2009C-2 Bonds.

The 2009D Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, the Act and Chapter 1207 in order to (i) refund certain outstanding State of Texas Water Financial Assistance Bonds, Series 1999C (State Participation Program) (the "1999C Refunded Bonds" and, together with the 1999A Refunded Bonds, the "Refunded Bonds") originally issued to augment the funding of State Participation Projects from the Development Fund II, and (ii) pay expenses arising from the issuance of the 2009D Bonds (see "SCHEDULE I" for a complete list of the Refunded Bonds).

The Bonds are issued pursuant to two separate resolutions (jointly, the "Resolution") adopted on May 21, 2009 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jowerski L.L.P., Dallas, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about June 30, 2009.*

**J.P. Morgan**  
**Barclays Capital Inc.**  
**Sterne Agee & Leach, Inc.**

**M.R. Beal & Company**  
**Fidelity Capital Markets**  
**SAMCO Capital Markets, Inc.**

**RBC Capital Markets**  
**Coastal Securities, Inc.**  
**Frost Bank**

**OFFICIAL STATEMENT  
DATED MARCH 30, 2010**

**NEW ISSUE- Book-Entry-Only**

**Ratings: S&P "AA+"  
Moody's "Aa1"  
Fitch "AA+"**

**(See "OTHER INFORMATION - Ratings")**

*In the opinion of Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing law, except for interest on any Bond while held by a "substantial user" or a "related person", subject to the matters described under "TAX EXEMPTION" herein, and is not includable in the alternative minimum taxable income of individuals or corporations. See "TAX EXEMPTION" for a discussion of the opinion of Bond Counsel.*



**\$20,270,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS  
State of Texas  
Water Financial Assistance Bonds  
Series 2010A**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on page ii**

The State of Texas Water Financial Assistance Bonds, Series 2010A (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds accrues from April 13, 2010 (the "Date of Delivery") at the rates of interest shown on the inside cover page hereof is calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on February 1 and August 1 of each year, commencing on August 1, 2010 until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E—Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners. If the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Mellon Trust Company, N.A., as initial Paying Agent/Registrar. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L of Chapter 17 of the Texas Water Code, as amended, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on March 18, 2010 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to provide financial assistance to political subdivisions for water supply and water quality enhancement purposes, specifically to provide financial assistance to Rural Political Subdivisions (as defined herein) for water and water-related projects, including transfers to the Rural Water Assistance Fund (as defined herein).

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SEE PAGE ii HEREIN FOR STATED MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL YIELDS,  
CUSIP NUMBERS, AND REDEMPTION PROVISIONS FOR THE BONDS

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*The Bonds are offered for delivery when, as and if issued and accepted by the initial purchasers thereof named below (the "Underwriters"), subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas and of Andrews Kurth LLP, Austin, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., San Antonio, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on April 13, 2010.*

**Stifel, Nicolaus & Company, Incorporated**

**Coastal Securities, Inc. Estrada Hinojosa & Company, Inc. SAMCO Capital Markets, Inc.**

**NOTICE OF PARTIAL REDEMPTION TO THE HOLDERS OF**  
**STATE OF TEXAS WATER FINANCIAL ASSISTANCE**  
**Refunding and Financial Assistance Bond Series 2000**

**NOTICE IS HEREBY GIVEN** that, pursuant to the applicable provisions of the governing documents of the above captioned Bonds (the "Bonds"), \$1,235,000 principal amount of the Bonds will be redeemed on July 6, 2011, at the referenced Redemption Price, together with accrued interest thereon to July 6, 2011. From and after July 6, 2011, interest on the Bonds shall cease to accrue. The below stated portion of the following Bond will be affected:

**\*CUSIP Number: 882720CW3, 6.00%, Due: 08/01/2012**  
**Redemption Price: 100.00%**

<u>Bond Number</u>	<u>Amount Outstanding</u>	<u>Amount Called</u>
_BOOK	\$4,450,000	\$1,235,000

Since the Bond is held under the book entry system, payment will be made directly to the registered holder.

STATE OF TEXAS WATER FINANCIAL ASSISTANCE

**By: The Bank of New York Mellon Trust Company, N.A.**  
*as Trustee or Agent*



**Bondholder Communications: 800-254-2826** THE BANK OF  
NEW YORK MELLON

Dated: June 6, 2011

**IMPORTANT TAX NOTICE**

Withholding of 28% of gross redemption proceeds of any payment made within the United States may be required by the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), unless the Paying Agent has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. **Please furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting your securities.**

*\*Note: The Issuer and Trustee/Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Bond. They are included solely for the convenience of the holders.*

**ATTACHMENT B**

**General Obligation Bonds  
(Economically Distressed Areas Program –  
Texas Water Development Fund II)**

**GENERAL OBLIGATION BONDS  
(Economically Distressed Areas Program -  
Texas Water Development Fund II)**

Original Par Amount	Series Description	CUSIP Prefix
\$ 82,400,000	State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998C (Economically Distressed Areas Program)	882719
\$ 25,000,000	State of Texas Water Financial Assistance Bonds, Series 2001A (Economically Distressed Areas Program)	882719
\$ 23,980,000	State of Texas Water Financial Assistance Bonds, Series 2002C (Economically Distressed Areas Program)	882720
\$ 24,415,000	State of Texas Water Financial Assistance Bonds, Series 2004C (Economically Distressed Areas Program)	882720
\$ 49,270,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2005C (Economically Distressed Areas Program)	882721
\$ 24,665,000	State of Texas Water Financial Assistance Bonds, Series 2007C (Economically Distressed Areas Program)	882721
\$ 34,235,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2008C (Economically Distressed Areas Program)	882722
\$ 24,540,000	State of Texas Water Financial Assistance Bonds, Series 2009F (Economically Distressed Areas Program)	882722
\$ 32,350,000	State of Texas Water Financial Assistance Bonds, Series 2010D (Economically Distressed Areas Program)	882722

**ANNUAL UPDATE OF QUANTITATIVE FINANCIAL  
INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011**

The information contained under the heading “ANNUAL UPDATE OF QUANTITATIVE FINANCIAL INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011” in **Attachment B** of this Annual Report is hereby incorporated by reference in satisfaction of the Board’s Undertaking to update the financial information and quantitative operating data under the heading “Texas Water Development Board” contained in the final official statements relating to these bonds, the copies of the covers of which are included in this Attachment.

As of August 31, 2011, the Board had nine outstanding Bond issues in the aggregate principal amount of \$194,775,000, as listed above. The 82<sup>nd</sup> legislative session authorized appropriations in the amount of \$100,000,000 during the 2012-2013 biennium.

As of August 31, 2011, the Economically Distressed Areas Program had received \$9,853,985.41 in prepayments (which consisted of \$9,806,692.00 in principal of which \$2,642,692 was received this fiscal year) from Political Subdivision Bonds. Economically Distressed Areas Program prepayments are deposited in the Program account to purchase additional Political Subdivision Bonds and/or defease debt.

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**TEXAS WATER DEVELOPMENT FUND II  
ECONOMICALLY DISTRESSED AREAS PROGRAM  
SCHEDULE OF DEBT SERVICE REQUIREMENTS  
AS OF AUGUST 31, 2011**

Fiscal Year (1)	Principal	Interest	Total Existing Debt Service
2012	\$12,440,000	\$8,998,739	\$21,438,739
2013	12,805,000	8,492,539	21,297,539
2014	13,240,000	7,952,964	21,192,964
2015	13,685,000	7,378,451	21,063,451
2016	13,980,000	6,763,646	20,743,646
2017	14,485,000	6,103,146	20,588,146
2018	14,980,000	5,413,846	20,393,846
2019	15,290,000	4,697,084	19,987,084
2020	12,790,000	3,958,903	16,748,903
2021	11,810,000	3,351,890	15,161,890
2022	11,920,000	2,787,470	14,707,470
2023	10,945,000	2,227,125	13,172,125
2024	10,565,000	1,712,600	12,277,600
2025	7,625,000	1,221,900	8,846,900
2026	5,755,000	878,200	6,633,200
2027	2,625,000	623,000	3,248,000
2028	2,755,000	491,750	3,246,750
2029	2,890,000	354,000	3,244,000
2030	1,330,000	209,500	1,539,500
2031	1,395,000	143,000	1,538,000
2032	1,465,000	73,250	1,538,250
	<u>\$194,775,000</u>	<u>\$73,833,003</u>	<u>\$268,608,003</u>

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

Texas Water Development Board

Balance Sheet / Statement of Net Assets – Economically Distressed Area Program (EDAP) Funds (2)

August 31,

	Governmental Funds Total 2007 (3)	Long-Term Liabilities Adjustments 2007 (3)	Statement of Net Assets 2007 (3)	Governmental Funds Total 2008 (3)	Long-Term Liabilities Adjustments 2008 (3)	Statement of Net Assets 2008 (3)
<b>ASSETS</b>						
Current Assets:						
Cash and Cash Equivalents:						
Cash in State Treasury	56,333,628		56,333,628	49,564,682		49,564,682
Receivables From:						
Interest and Dividends	386,799		386,799	344,077		344,077
Accounts Receivable	229,553		229,553	125,389		125,389
Loans and Contracts	1,000,059		1,000,059	1,038,321		1,038,321
<b>Total Current Assets</b>	<b>57,950,039</b>	<b>-</b>	<b>57,950,039</b>	<b>51,072,469</b>	<b>-</b>	<b>51,072,469</b>
Non-Current Assets:						
Loans & Contracts	17,965,691		17,965,691	17,625,140		17,625,140
<b>Total Noncurrent Assets</b>	<b>17,965,691</b>	<b>-</b>	<b>17,965,691</b>	<b>17,625,140</b>	<b>-</b>	<b>17,625,140</b>
<b>Total Assets</b>	<b>75,915,730</b>	<b>-</b>	<b>75,915,730</b>	<b>68,697,609</b>	<b>-</b>	<b>68,697,609</b>
<b>LIABILITIES AND FUND BALANCES</b>						
Liabilities:						
Current Liabilities:						
Payables From:						
Accounts Payable	24,212		24,212	875		875
Interest Payable		723,408	723,408		710,881	710,881
Due To Other Funds			-			-
General Obligation Bonds Payable		7,690,000	7,690,000		8,055,000	8,055,000
<b>Total Current Liabilities</b>	<b>24,212</b>	<b>8,413,408</b>	<b>8,437,620</b>	<b>875</b>	<b>8,765,881</b>	<b>8,766,756</b>
Non-Current Liabilities:						
General Obligation Bonds Payable		172,495,000	172,495,000		164,440,000	164,440,000
<b>Total Non-Current Liabilities</b>	<b>-</b>	<b>172,495,000</b>	<b>172,495,000</b>	<b>-</b>	<b>164,440,000</b>	<b>164,440,000</b>
<b>Total Liabilities</b>	<b>24,212</b>	<b>180,908,408</b>	<b>180,932,620</b>	<b>875</b>	<b>173,205,881</b>	<b>173,206,756</b>
<b>Fund Financial Statement - Fund Balances</b>						
Fund Balances (Deficits):						
Restricted						
Reserved for:						
Encumbrances	5,021					
Debt Service	20,515			12,820		
Loans and Contracts	18,965,751			18,663,461		
Unreserved Designated for:						
Other	56,900,231			50,020,453		
<b>Total Fund Balances</b>	<b>75,891,518</b>			<b>68,696,734</b>		
<b>Total Liabilities and Fund Balances</b>	<b>75,915,730</b>			<b>68,697,609</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets:						
Restricted for:						
Debt Retirement		20,515	20,515		12,820	12,820
Unrestricted		(180,928,923)	(105,037,405)		(173,218,701)	(104,521,967)
<b>Total Net Assets</b>		<b>(180,908,408)</b>	<b>(105,016,890)</b>		<b>(173,205,881)</b>	<b>(104,509,147)</b>

(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

(2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.

(3) Adjustments to amounts presented in the Fund Financial Statements necessitated by GASB Statement 34 to convert balances and results of operations from the modified accrual basis of accounting to the full accrual basis of accounting. Most significant of these adjustments is adding in the liability for the General Obligation Bonds Payable that was previously carried in the General Long-Term Debt Account Group. This results in negative Net Assets, as the adjusted carrying amount of the liabilities exceeds the assets in the fund(s). The bond liabilities of these funds are not dependent on the assets or earnings of the funds, as they are paid from biennial appropriations made by the state legislature.

Governmental Funds Total 2009 (3)	Long-Term Liabilities Adjustments 2009 (3)(4)	Statement of Net Assets 2009 (3)(4)	Governmental Funds Total 2010 (3)	Long-Term Liabilities Adjustments 2010 (3)	Statement of Net Assets 2010 (3)	Governmental Funds Total 2011 (3)(5)	Long-Term Liabilities Adjustments 2011 (3)	Statement of Net Assets 2011 (3)
9,073,791		9,073,791	16,554,631		16,554,631	27,037,768		27,037,768
342,447		342,447	285,218		285,218	212,220		212,220
26,740		26,740	16,913		16,913	18,513		18,513
993,343		993,343	1,392,282		1,392,282	1,334,360		1,334,360
<b>10,436,321</b>	-	<b>10,436,321</b>	<b>18,249,044</b>	-	<b>18,249,044</b>	<b>28,602,861</b>	-	<b>28,602,861</b>
<u>21,755,630</u>		<u>21,755,630</u>	<u>26,719,104</u>		<u>26,719,104</u>	<u>23,743,713</u>		<u>23,743,713</u>
<b>21,755,630</b>	-	<b>21,755,630</b>	<b>26,719,104</b>	-	<b>26,719,104</b>	<b>23,743,713</b>	-	<b>23,743,713</b>
<b>32,191,951</b>	-	<b>32,191,951</b>	<b>44,968,148</b>	-	<b>44,968,148</b>	<b>52,346,574</b>	-	<b>52,346,574</b>
	662,452	662,452		688,989	688,989		749,895	749,895
	8,449,005	8,449,005		10,129,006	10,129,006		12,797,055	12,797,055
-	<b>9,111,457</b>	<b>9,111,457</b>	-	<b>10,817,995</b>	<b>10,817,995</b>	-	<b>13,546,950</b>	<b>13,546,950</b>
	156,147,046	156,147,046		165,838,041	165,838,041		185,741,726	185,741,726
-	<b>156,147,046</b>	<b>156,147,046</b>	-	<b>165,838,041</b>	<b>165,838,041</b>	-	<b>185,741,726</b>	<b>185,741,726</b>
-	<b>165,258,503</b>	<b>165,258,503</b>	-	<b>176,656,036</b>	<b>176,656,036</b>	-	<b>199,288,676</b>	<b>199,288,676</b>
						52,346,574		
2,230			2,313					
166,746,795			26,719,103					
(134,557,074)			18,246,732					
<b>32,191,951</b>			<b>44,968,148</b>			<b>52,346,574</b>		
<b>32,191,951</b>			<b>44,968,148</b>			<b>52,346,574</b>		
2,230	2,230		2,313	2,313		-	-	
(165,260,733)	(133,068,782)		(176,658,349)	(131,690,201)		(199,288,676)	(146,942,102)	
<b>(165,258,503)</b>	<b>(133,066,552)</b>		<b>(176,656,036)</b>	<b>(131,687,888)</b>		<b>(199,288,676)</b>	<b>(146,942,102)</b>	

**Texas Water Development Board**  
**Statement of Revenues, Expenditures, and Changes in Fund Balance / Net Assets -**  
**Economically Distressed Area Program (EDAP) Funds (2)**

For the Fiscal Year Ended August 31,

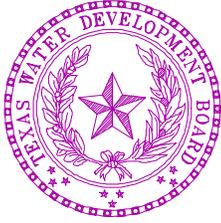
	Governmental Funds Total 2007 (3)	Long-Term Liabilities Adjustments 2007 (3)	Statement of Activities 2007 (3)	Governmental Funds Total 2008 (3)	Long-Term Liabilities Adjustments 2008 (3)	Statement of Activities 2008 (3)
<b>REVENUES</b>						
Interest and Other Investment Income	2,972,778	858,067	3,830,845	3,261,529		3,261,529
<b>Total Revenues</b>	<b>2,972,778</b>	<b>858,067</b>	<b>3,830,845</b>	<b>3,261,529</b>	-	<b>3,261,529</b>
<b>EXPENDITURES</b>						
Professional Fees and Services	24,712		24,712	28,061		28,061
Travel			-			-
Printing and Reproduction			-			-
Intergovernmental Payments	1,456,347		1,456,347	1,683,006		1,683,006
Public Assistance Payments	2,833,339		2,833,339	498,274		498,274
Other Expenditures	9,500		9,500	13		13
Debt service:						
Principal	10,205,000	(10,205,000)	-	7,690,000	(7,690,000)	-
Interest (FFS)	8,217,838	(8,217,838)	-	8,866,189	(8,866,189)	-
Interest on Long-Term Debt (GWFS)		8,924,136	8,924,136		8,853,662	8,853,662
<b>Total Expenditures/Expenses</b>	<b>22,746,736</b>	<b>(9,498,702)</b>	<b>13,248,034</b>	<b>18,765,543</b>	<b>(7,702,527)</b>	<b>11,063,016</b>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	<b>(19,773,958)</b>	<b>10,356,769</b>	<b>(9,417,189)</b>	<b>(15,504,014)</b>	<b>7,702,527</b>	<b>(7,801,487)</b>
<b>OTHER FINANCING SOURCES (USES)</b>						
Bond and Note Proceeds	24,855,580	(24,855,580)	-		-	-
Transfers In	22,263,170		22,263,170	21,060,202		21,060,202
Transfers Out	(11,138,856)		(11,138,856)	(12,750,972)		(12,750,972)
<b>Total Other Financing Sources and Uses</b>	<b>35,979,894</b>	<b>(24,855,580)</b>	<b>11,124,314</b>	<b>8,309,230</b>	-	<b>8,309,230</b>
<b>Net Change in Fund Balances/Net Assets</b>	<b>16,205,936</b>	<b>(14,498,811)</b>	<b>1,707,125</b>	<b>(7,194,784)</b>	<b>7,702,527</b>	<b>507,743</b>
<b>Fund Financial Statement - Fund Balances</b>						
Fund Balances--Beginning	59,685,582			75,891,518		
<b>Fund Balances--August 31, Ending</b>	<b>75,891,518</b>			<b>68,696,734</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets--Beginning		(166,409,597)	(106,724,015)		(180,908,408)	(105,016,890)
<b>Net Assets--August 31, Ending</b>		<b>(180,908,408)</b>	<b>(105,016,890)</b>		<b>(173,205,881)</b>	<b>(104,509,147)</b>

- (1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.
- (2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.
- (3) Adjustments to amounts presented in the Fund Financial Statements necessitated by GASB Statement 34 to convert balances and results of operations from the modified accrual basis of accounting to the full accrual basis of accounting. Most significant of these adjustments is adding in the liability for the General Obligation Bonds Payable that was previously carried in the General Long-Term Debt Account Group. This results in negative Net Assets, as the adjusted carrying amount of the liabilities exceeds the assets in the fund(s). The bond liabilities of these funds are not dependent on the assets or earnings of the funds, as they are paid from biennial appropriations made by the state legislature.
- (4) The net change in fund balance in the Long-Term Liability column was overstated during the previous fiscal year. The amounts have been updated to reflect the amounts actually reported in the FY2009 Annual Financial Report. These changes also impact the Statement of Activities column.

Governmental Funds Total 2009 (3)	Long-Term Liabilities Adjustments 2009 (3)(4)	Statement of Activities 2009 (3)(4)	Governmental Funds Total 2010 (3)	Long-Term Liabilities Adjustments 2010 (3)	Statement of Activities 2010 (3)	Governmental Funds Total 2011 (3)	Long-Term Liabilities Adjustments 2011 (3)	Statement of Activities 2011 (3)
1,841,463		1,841,463	1,187,422		1,187,422	1,084,770		1,084,770
<b>1,841,463</b>	-	<b>1,841,463</b>	<b>1,187,422</b>	-	<b>1,187,422</b>	<b>1,084,770</b>	-	<b>1,084,770</b>
76,050	190,870	266,920	38,157	115,794	153,951	109,932	198,608	308,540
1,225		1,225			-	4,573		4,573
		-	274		274	3,347		3,347
7,952,921		7,952,921	10,443,027		10,443,027	23,268,395		23,268,395
1,813,818		1,813,818	394,733		394,733	2,498,434		2,498,434
12,553		12,553	9,500		9,500	9,500		9,500
8,930,000	(8,930,000)	-	12,970,000	(12,970,000)	-	11,950,000	(11,950,000)	-
7,660,044	(7,660,044)	-	8,443,204	(8,443,204)	-	9,200,808	(9,200,808)	-
		8,345,712			7,651,565		8,904,659	8,904,659
<b>26,446,611</b>	<b>(8,053,462)</b>	<b>18,393,149</b>	<b>32,298,895</b>	<b>(13,645,845)</b>	<b>18,653,050</b>	<b>47,044,989</b>	<b>(12,047,541)</b>	<b>34,997,448</b>
<b>(24,605,148)</b>	<b>8,053,462</b>	<b>(16,551,686)</b>	<b>(31,111,473)</b>	<b>13,645,845</b>	<b>(17,465,628)</b>	<b>(45,960,219)</b>	<b>12,047,541</b>	<b>(33,912,678)</b>
106,084	(106,084)	-	25,043,378	(25,043,378)	-	34,680,183	(34,680,183)	-
19,894,734		19,894,734	32,489,395		32,489,395	29,661,315		29,661,315
(31,900,453)		(31,900,453)	(13,645,103)		(13,645,103)	(11,002,853)		(11,002,853)
<b>(11,899,635)</b>	<b>(106,084)</b>	<b>(12,005,719)</b>	<b>43,887,670</b>	<b>(25,043,378)</b>	<b>18,844,292</b>	<b>53,338,645</b>	<b>(34,680,183)</b>	<b>18,658,462</b>
<b>(36,504,783)</b>	<b>7,947,378</b>	<b>(28,557,405)</b>	<b>12,776,197</b>	<b>(11,397,533)</b>	<b>1,378,664</b>	<b>7,378,426</b>	<b>(22,632,642)</b>	<b>(15,254,216)</b>
68,696,734			32,191,951			44,968,148		
<b>32,191,951</b>			<b>44,968,148</b>			<b>52,346,574</b>		
	(173,205,881)	(104,509,147)		(165,258,503)	(133,066,552)		(176,656,036)	(131,687,888)
	<b>(165,258,503)</b>	<b>(133,066,552)</b>		<b>(176,656,036)</b>	<b>(131,687,888)</b>		<b>(199,288,678)</b>	<b>(146,942,104)</b>

In the joint opinion of Vinson & Elkins L.L.P. and McCall, Parkhurst & Horton L.L.P., Co-Bond Counsel, interest on the Series 1998A Bonds and the Series 1998C Bonds (the "Tax-Exempt Bonds") is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and the Tax-Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. In the joint opinion of Co-Bond Counsel, the Series 1998B Bonds are not obligations described in Section 103(a) of the Internal Revenue Code of 1986, as amended. See "TAX MATTERS" for a discussion of the joint opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.

**\$209,015,000**



**STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

<b>\$80,000,000</b> State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds Series 1998A	<b>\$46,615,000</b> State of Texas Water Financial Assistance Refunding Bonds Taxable Series 1998B
<b>\$82,400,000</b> State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds Series 1998C (Economically Distressed Areas Program)	

**Dated: May 1, 1998**

**Due: As Shown on the Inside Front Cover Page**

The Series 1998A Bonds, the Series 1998B Bonds and the Series 1998C Bonds (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 1999, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of any series of Bonds is determined only by a book entry at DTC, the Paying Agent will make payments on such bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "THE BONDS--Book-Entry Only System."

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein.** See "THE BONDS -- Redemption Provisions."

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS" herein.

Payment of the principal of and interest on the Series 1998A Bonds maturing on August 1, 2014 through 2017, both inclusive, and the Series 1998C Bonds maturing on August 1, 2014 through 2017, both inclusive, when due will be insured by a municipal bond insurance policy to be issued by Ambac Assurance Corporation simultaneously with the delivery of such bonds.

**Ambac**

The issuance of the Bonds constitutes the initial funding of the Texas Water Development Fund II ("Development Fund II"). The establishment of Development Fund II was approved by Texas voters in November 1997 by adding Section 49-d-8 of Article III of the Texas Constitution. A portion of the proceeds of the Series I 998A Bonds will be used to currently refund certain of the Board's outstanding Texas Water Development Bonds, and a portion of the proceeds of the Series 1998A Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and for transfers to any state revolving fund administered by the Board. The proceeds of the Series 1998B Bonds will be used to refund, in advance of their maturities, certain of the Board's outstanding taxable Texas Water Development Bonds. A portion of the proceeds of the Series 1998C Bonds will be used to refund, in advance of their maturities, certain of the Board's outstanding Texas Water Development Bonds (Dedicated Bonds for Economically Distressed Areas), and a portion of the proceeds of the Series 1998C Bonds will be used to fund loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas and of Vinson & Elkins L.L.P. and McCall, Parkhurst & Horton L.L.P., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Mayor, Day, Caldwell & Keeton L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about May 28, 1998.*

**Bear, Stearns & Co., Inc.**

**Artemis Capital Group, Inc.  
Estrada Hinojosa & Company, Inc.**

**Banc One Capital Markets, Inc.  
Legg Mason Wood Walker, Inc.**

**Southwest Securities**

Dated: May 8, 1998

## OFFICIAL STATEMENT

**THREE NEW ISSUES — Book-Entry Only****Ratings: See "RATINGS"**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$118,565,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$25,000,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001A**  
**(Economically Distressed Areas Program)**

**\$43,725,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001B**

**\$49,840,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001C**  
**(State Participation Program)**

**Dated: June 1, 2001****Due: As Shown on the Inside Front Cover Page**

The Series 2001A Bonds, the Series 2001B Bonds and the Series 2001C Bonds (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2002, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of any series of Bonds is determined only by a book entry at DTC, the Paying Agent will make payments on such bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "THE BONDS — Book-Entry Only System."

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein. See "THE BONDS — Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.**  
 See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on May 16, 2001 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2001A Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2001B Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and for transfers to any state revolving fund administered by the Board. The proceeds of the Series 2001C Bonds will be used to provide funding of State Participation Projects (as defined in the Resolution authorizing the Series 2001C Bonds).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2001.*

**Goldman, Sachs & Co.**

**Dain Rauscher Incorporated**  
**Southwestern Capital Markets, Inc.**

**Morgan Keegan & Company, Inc.**  
**U.S. Bancorp Piper Jaffray Inc.**

**Salomon Smith Barney**  
**Walton Johnson & Company**

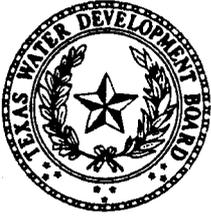
Dated: June 1, 2001

## OFFICIAL STATEMENT

NEW ISSUE — Book-Entry Only

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on each series of Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$62,015,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$23,980,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002C**  
**(Economically Distressed Areas Program)**

**\$20,000,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002D**  
**(State Participation Program)**

**\$18,035,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002E**

Dated: August 1, 2002

Due: As Shown on the Inside Front Cover Page

The Series 2002C Bonds, the Series 2002D Bonds and the Series 2002E Bonds described above (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2003, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, the Dallas, Texas office of The Bank of New York Trust Company of Florida, N.A. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Depository Trust Company."

The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution" and collectively, the "Resolutions") adopted on June 18, 2002 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2002C Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2002D Bonds will be used to provide funding for State Participation Projects (as defined herein). The proceeds of the Series 2002E Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects (as defined herein) or State Participation Projects) and for transfers to any state revolving fund administered by the Board.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about August 22, 2002.*

**RBC Dain Rauscher Inc.**

**Morgan Keegan & Company, Inc.**  
**SWS Securities**

**Siebert Brandford Shank & Co., LLC**  
**U.S. Bancorp Piper Jaffray Inc.**

**Southwestern Capital Markets, Inc.**  
**Walton Johnson & Company**

Dated: July 24, 2002

Ratings: S&P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

**THREE NEW ISSUES - Book-Entry-Only**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Tax-Exempt Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Tax Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX-EXEMPT BONDS-TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, as of the date of issuance of the Taxable Bonds, the Taxable Bonds are not obligations described in section 103(a) of the Internal Revenue Code of 1986. See "TAXABLE BONDS-CERTAIN FEDERAL INCOME TAX CONSIDERATIONS" herein.*



**\$123,320,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$24,415,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2004C**  
**(Economically Distressed Areas Program)**

**\$60,085,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2004D**

**\$38,820,000**  
**State of Texas**  
**Water Financial Assistance**  
**and Refunding Bonds**  
**Taxable Series 2004E**

**Dated: July 1, 2004; Interest Accrues from Date of Delivery**

**Due: As Shown on the Inside Front Cover Pages**

The State of Texas Water Financial Assistance Bonds, Series 2004C (Economically Distressed Areas Program) (the "Series 2004C Bonds"), State of Texas Water Financial Assistance Bonds, Series 2004D (the "Series 2004D Bonds" and, together with the Series 2004C Bonds, the "Tax-Exempt Bonds") and State of Texas Water Financial Assistance and Refunding Bonds, Taxable Series 2004E (the "Taxable Bonds" and together with the Tax-Exempt Bonds, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2005, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board (as defined below) initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date hereof, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Jacksonville, Florida corporate trust office.

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II ("Development Fund II") and to refund certain outstanding State of Texas Water Development Bonds ("Water Development Bonds") originally issued to augment the funding of the Texas Water Development Fund ("Development Fund I"). Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on June 16, 2004 by the Texas Water Development Board (the "Board" or "TWDB") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2004C Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2004D Bonds will be used (i) to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and (ii) for transfers to any state revolving fund administered by the Board. The proceeds of the Taxable Bonds will be used (i) to provide financial assistance to water supply corporations for water supply, water quality enhancement and flood control purposes, (ii) for transfers to any state revolving fund administered by the Board, and (iii) to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about July 28, 2004.*

**Bear, Stearns & Co. Inc.**

**Banc of America Securities LLC**  
**Morgan, Keegan & Company, Inc.**

**Citigroup**  
**Piper Jaffray & Co**

**Coastal Securities**  
**RBC Dain Rauscher Inc.**

**First Albany Capital**  
**Siebert Brandford Shank & Co., LLC**

## OFFICIAL STATEMENT

NEW ISSUE- Book-Entry-Only

Ratings: S&amp;P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$49,270,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**State of Texas**  
**Water Financial Assistance Refunding Bonds**  
**Series 2005C**  
**(Economically Distressed Areas Program)**

Dated: December 1, 2005

Due: As Shown on the Inside Cover Page

The State of Texas Water Financial Assistance Refunding Bonds, Series 2005C (Economically Distressed Areas Program) (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from their dated date at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on August 1, 2006, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

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

**The Bonds are subject to optional redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding EDAP Bonds (as defined herein) originally issued to augment the funding of the Economically Distressed Areas Program Account within the Texas Water Development Fund II (the "EDAP Account"). The Bonds are issued pursuant to a resolution (the "Resolution") adopted on November 15, 2005 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about January 18, 2006.*

**First Albany Capital Inc.**

**Citigroup**  
**Morgan Keegan & Company, Inc.**

**Coastal Securities**  
**Ramirez & Co., Inc.**

**Estrada Hinojosa & Company**  
**RBC Capital Markets**

Dated: December 6, 2005

## OFFICIAL STATEMENT DATED AUGUST 1, 2007

NEW ISSUE- Book-Entry-Only

Ratings: S&P "AA"  
Moody's "Aa1"  
Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be s excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$44,345,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$19,680,000**  
**STATE OF TEXAS**  
**Water Financial Assistance Refunding Bonds**  
**Series 2007B**  
**(State Participation Program)**

**\$24,665,000**  
**STATE OF TEXAS**  
**Water Financial Assistance Bonds**  
**Series 2007C**  
**(Economically Distressed Areas Program)**

**Dated: Date of Delivery (As Defined Herein)****Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Refunding Bonds, Series 2007B (State Participation Program) (the "2007B Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2007C (Economically Distressed Areas Program), (the "2007C Bonds" and together with the 2007B Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Except as described in the next sentence, interest on the Bonds will accrue from August 7, 2007 (the "Date of Delivery") at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1, 2008, and on each August 1 and February 1 thereafter until maturity or prior redemption. In addition, the Bonds maturing August 15, 2007, shall bear interest from the Date of Delivery, to be payable upon the maturity thereof. Interest on the Bonds will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein. The Bonds are issued pursuant to separate resolutions (collectively, the "Resolution") adopted on June 25, 2007 by the Board under authority of pertinent provisions of the Texas Water Code.

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

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The 2007B Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund bonds originally issued to augment the funding of state participation projects from the Texas Water Development Fund ("Development Fund I") and to pay expenses arising from the issuance of the 2007B Bonds.

The 2007C Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the economically distressed areas program, to augment the Economically Distressed Areas Program Account within the Texas Water Development Fund II (the "EDAP Account") and to pay expenses arising from the issuance of the 2007C Bonds.

The Bonds are subject to optional redemption prior to maturity as described herein (see "THE BONDS - Redemption Provision Optional Redemption herein. The 2007C Bonds also are subject to mandatory redemption prior to maturity as described herein (see "THE BONDS - Redemption Provisions - Mandatory Sinking Fund Redemption" herein).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Bates & Coleman, P.C. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about August 7, 2007.*

**Ramirez & Co., Inc.****Cabrera Capital Markets, Inc.****RBC Capital Markets**

## OFFICIAL STATEMENT DATED DECEMBER 4, 2008

NEW ISSUE- Book-Entry-Only

Ratings: S&amp;P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

**\$60,745,000****STATE OF TEXAS****GENERAL OBLIGATION BONDS****\$26,510,000****State of Texas****Water Financial Assistance Refunding Bonds  
Series 2008B****\$34,235,000****State of Texas****Water Financial Assistance Refunding Bonds  
Series 2008C****(Economically Distressed Areas Program)****Dated Date: Date of Delivery****Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Refunding Bonds, Series 2008B (the "2008B Bonds") and the State of Texas Water Financial Assistance Refunding Bonds, Series 2008C (Economically Distressed Areas Program) (the "2008C Bonds" and, together with the 2008B Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from their date of delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2009, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E-Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Mellon Trust Company, N.A. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**The Bonds of either series are not subject to redemption prior to maturity.**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. SEE "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2008B Bonds and the 2008C Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund certain outstanding State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998A and State of Texas Water Financial Assistance Refunding and Financial Assistance Bonds, Series 1998C (Economically Distressed Areas Program), respectively, as more particularly described in APPENDIX F (collectively, the "Refunded Bonds"). The Bonds are issued pursuant to separate resolutions (collectively, the "Resolution") adopted on November 25, 2008, by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about January 6, 2009.*

**Loop Capital Markets, LLC****Ramirez & Co., Inc.****RBC Capital Markets****Wachovia Bank, National Association**

**OFFICIAL STATEMENT  
NOVEMBER 18, 2009**

**NEW ISSUE- Book-Entry-Only**

**Ratings: Moody's "Aa1"; S&P "AA+"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, under existing statutes, regulations, published rulings and court decisions (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) the Bonds are obligations described in section 1503 of The American Recovery and Reinvestment Act of 2009, and accordingly, the interest on the Bonds will not be included in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.*



**\$125,940,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**\$101,400,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2009E  
(Water Infrastructure Fund)**

**\$24,540,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2009F  
(Economically Distressed Areas Program)**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover page**

The State of Texas Water Financial Assistance Bonds, Series 2009E (Water Infrastructure Fund) (the "2009E Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2009F (Economically Distressed Areas Program) (the "2009F Bonds") and, together with the 2009E Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on August 1, 2010, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2009E Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2009E Bonds. The proceeds of the 2009E Bonds will be used to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions. The 2009F Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-10, Texas Constitution and the Act, in order to (i) augment the funding of EDAP Projects from the Development Fund II under Subchapter K of Chapter 17 of the Texas Water Code ("Subchapter K"), and (ii) pay expenses arising from the issuance of the 2009F Bonds.

The Bonds are issued pursuant to two separate resolutions (with respect to the series of bonds issued thereunder, the "Resolution"; jointly the "Resolutions") adopted on October 15, 2009 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., Houston, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about December 15, 2009.*

**Morgan Keegan & Company, Inc.**

**Citi**

**Fidelity Capital Markets**

**Loop Capital Markets, LLC**

**Southwest Securities**

**Ramirez & Co., Inc.**

**OFFICIAL STATEMENT**  
**Dated October 6, 2010**

NEW ISSUE- Book-Entry-Only

Ratings: S&P "AA+"  
 Moody's "Aaa"  
 Fitch "AAA"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, in accordance with statutes, regulations, published rulings and court decisions existing on the date of delivery of said opinion, interest on the Bonds (1) is excludable from gross income of the holders thereof, and (2) is not includable in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.*



**\$32,350,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**  
**State of Texas**  
**Water Financial Assistance Bonds, Series 2010D**  
**(Economically Distressed Areas Program)**

**Dated Date: Date of Delivery****Due: August 1, as shown on page ii**

The State of Texas Water Financial Assistance Bonds, Series 2010D (Economically Distressed Areas Program) (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from November 2, 2010 (the "Date of Delivery") at the rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on February 1, 2011 and on each August 1 and February 1 thereafter, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E—Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners. If the Bonds are not held in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Mellon Trust Company, N.A., as initial Paying Agent/Registrar. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-10, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), and pursuant to a resolution (the "Resolution") adopted on August 19, 2010 by the Board under authority of pertinent provisions of the Texas Water Code. The Bonds are issued in order to (i) augment the funding of the "EDAP Projects," being financial assistance, in the form of grants, to political subdivisions in economically distressed areas of the State for water supply and water quality enhancement purposes consistent with the provisions of Subsection (b) of Section 49-d-7 of Article III of the Constitution and Subchapter K of Chapter 17 of the Texas Water Code, as amended, from the Texas Water Development Fund II, and (ii) pay expenses arising from the issuance of the Bonds.

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SEE PAGE ii HEREIN FOR STATED MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL YIELDS,  
 CUSIP NUMBERS, AND REDEMPTION PROVISIONS FOR THE BONDS

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*The Bonds are offered for delivery when, as and if issued and accepted by the initial purchasers thereof named below (the "Underwriters"), subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas and of McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., San Antonio, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on November 2, 2010.*

**Sterne, Agee & Leach, Inc.**

**M.R. Beal & Company**  
**RBC Capital Markets**

**Piper Jaffray & Co.**  
**Siebert Brandford Shank & Co., LLC**

**ATTACHMENT C**

**General Obligation Bonds  
(State Participation Program – Texas Water Development Fund II)**

**GENERAL OBLIGATION BONDS  
(State Participation Program -  
Texas Water Development Fund II)**

Original Par Amount	Series Description	CUSIP Prefix
\$ 49,840,000	State of Texas Water Financial Assistance Bonds, Series 2001C (State Participation Program)	882719
\$ 20,000,000	State of Texas Water Financial Assistance Bonds, Series 2002D (State Participation Program)	882720
\$ 1,870,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2003D (State Participation Program)	882720
\$ 19,680,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2007B (State Participation Program)	882721
\$ 49,775,000	State of Texas Water Financial Assistance Refunding Bonds, Series 2009D (State Participation Program)	882722
\$ 42,280,000	State of Texas Water Financial Assistance Bonds, Series 2010C (State Participation Program)	882722

**ANNUAL UPDATE OF QUANTITATIVE FINANCIAL  
INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011**

The information contained under the heading “ANNUAL UPDATE OF QUANTITATIVE FINANCIAL INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011” in Attachment C of this Annual Report is hereby incorporated by reference in satisfaction of the Board’s Undertaking to update the financial information and quantitative operating data under the heading “Texas Water Development Board” contained in the final official statements relating to these bonds, the copies of the covers of which are included in this Attachment.

**General**

As of August 31, 2011, the Board had six outstanding Bond issues in the aggregate principal amount of \$174,420,000, as listed above.

As of August 31, 2011, the State Participation Program had received \$44,540,308.87 in prepayments (which consisted of \$41,340,000 in principal of which \$30,721,165.14 was received this fiscal year) from Political Subdivision Bonds. State Participation Program prepayments are deposited in the Program account to purchase additional Political Subdivision Bonds and/or defease debt.

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**TEXAS WATER DEVELOPMENT FUND II  
STATE PARTICIPATION PROGRAM  
(DEDICATED BONDS)  
SCHEDULE OF DEBT SERVICE REQUIREMENTS  
AS OF AUGUST 31, 2011**

<b>Fiscal Year</b>	<b>(1)</b>	<b>Principal</b>	<b>Interest</b>	<b>Total Existing Debt Service</b>
2012		\$1,285,000	\$8,738,040	\$10,023,040
2013		1,330,000	8,684,790	10,014,790
2014		1,365,000	8,634,590	9,999,590
2015		1,410,000	8,582,940	9,992,940
2016		2,960,000	8,524,340	11,484,340
2017		3,505,000	8,405,940	11,910,940
2018		3,580,000	8,253,090	11,833,090
2019		3,630,000	8,096,490	11,726,490
2020		5,840,000	7,937,340	13,777,340
2021		6,770,000	7,662,290	14,432,290
2022		9,625,000	7,346,021	16,971,021
2023		9,910,000	6,883,331	16,793,331
2024		9,960,000	6,399,456	16,359,456
2025		9,975,000	5,880,794	15,855,794
2026		9,925,000	5,360,219	15,285,219
2027		10,330,000	4,844,356	15,174,356
2028		10,770,000	4,307,081	15,077,081
2029		10,435,000	3,745,031	14,180,031
2030		10,880,000	3,194,388	14,074,388
2031		9,115,000	2,619,838	11,734,838
2032		9,610,000	2,133,600	11,743,600
2033		10,110,000	1,642,350	11,752,350
2034		10,635,000	1,125,538	11,760,538
2035		9,625,000	581,888	10,206,888
2036		1,840,000	92,000	1,932,000
		<u>\$174,420,000</u>	<u>\$139,675,740</u>	<u>\$314,095,740</u>

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

**Texas Water Development Board**  
**Balance Sheet / Statement of Net Assets – State Participation Program Funds**

August 31,

	Governmental Funds Total 2007	Long-Term Liabilities Adjustments 2007	Statement of Net Assets 2007	Governmental Funds Total 2008	Long-Term Liabilities Adjustments 2008	Statement of Net Assets 2008
<b>ASSETS</b>						
Current Assets:						
Cash and Cash Equivalents:						
Cash in State Treasury	\$ 19,167,435		\$ 19,167,435	\$ 19,564,282		\$ 19,564,282
Interest and Dividends	575,538		575,538	674,473		674,473
Accounts Receivable	-		-			-
<b>Total Current Assets</b>	<b>19,742,973</b>	<b>-</b>	<b>19,742,973</b>	<b>20,238,755</b>	<b>-</b>	<b>20,238,755</b>
Non-Current Assets:						
Loans & Contracts	144,991,165		144,991,165	144,991,165		144,991,165
<b>Total Noncurrent Assets</b>	<b>144,991,165</b>	<b>-</b>	<b>144,991,165</b>	<b>144,991,165</b>	<b>-</b>	<b>144,991,165</b>
<b>Total Assets</b>	<b>164,734,138</b>	<b>-</b>	<b>164,734,138</b>	<b>165,229,920</b>	<b>-</b>	<b>165,229,920</b>
<b>LIABILITIES AND FUND BALANCES</b>						
Liabilities:						
Current Liabilities:						
Payables From:						
Accounts Payable	22,545		22,545			-
Interest Payable		607,242	607,242		621,608	621,608
General Obligation Bonds Payable		150,000	150,000		155,000	155,000
<b>Total Current Liabilities</b>	<b>22,545</b>	<b>757,242</b>	<b>779,787</b>	<b>-</b>	<b>776,608</b>	<b>776,608</b>
Non-Current Liabilities:						
General Obligation Bonds Payable		140,130,000	140,130,000		139,975,000	139,975,000
<b>Total Non-Current Liabilities</b>	<b>-</b>	<b>140,130,000</b>	<b>140,130,000</b>	<b>-</b>	<b>139,975,000</b>	<b>139,975,000</b>
<b>Total Liabilities</b>	<b>22,545</b>	<b>140,887,242</b>	<b>140,909,787</b>	<b>-</b>	<b>140,751,608</b>	<b>140,751,608</b>
<b>Fund Financial Statement-Fund Balances</b>						
Fund Balances (Deficits):						
Restricted						
Reserved for:						
Encumbrances	4,007					
Debt Service	7,595			2,865		
Loans and Contracts	144,991,165			144,991,165		
Unreserved Designated for:						
Other	19,708,826			20,235,890		
<b>Total Fund Balances</b>	<b>164,711,593</b>			<b>165,229,920</b>		
<b>Total Liabilities and Fund Balances</b>	<b>164,734,138</b>			<b>165,229,920</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets:						
Restricted for:						
Debt Retirement		7,595	7,595		2,865	2,865
Unrestricted		(140,894,837)	23,816,756		(140,754,473)	24,475,447
<b>Total Net Assets</b>		<b>(140,887,242)</b>	<b>23,824,351</b>		<b>(140,751,608)</b>	<b>24,478,312</b>

(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

(2) Beginning on 9/1/2010 fund balance categories changed due to Government Accounting Standards Board Statement No. 54 implementation. Fund balances are no longer reported as reserved or unreserved. Instead they are reported as restricted.

Governmental Funds Total 2009	Long-Term Liabilities Adjustments 2009	Statement of Net Assets 2009	Governmental Funds Total 2010	Long-Term Liabilities Adjustments 2010	Statement of Net Assets 2010	Governmental Funds Total 2011 (2)	Long-Term Liabilities Adjustments 2011	Statement of Net Assets 2011
\$ 20,005,822		\$ 20,005,822	\$ 20,091,010		\$ 20,091,010	\$ 47,780,492		\$ 47,780,492
759,777		759,777	893,856		893,856	893,856		893,856
24,898		24,898	19,567		19,567	31,893		31,893
<b>20,790,497</b>	<b>-</b>	<b>20,790,497</b>	<b>21,004,433</b>	<b>-</b>	<b>21,004,433</b>	<b>48,706,241</b>	<b>-</b>	<b>48,706,241</b>
144,991,165		144,991,165	191,040,164		191,040,164	160,319,000		160,319,000
<b>144,991,165</b>	<b>-</b>	<b>144,991,165</b>	<b>191,040,164</b>	<b>-</b>	<b>191,040,164</b>	<b>160,319,000</b>	<b>-</b>	<b>160,319,000</b>
<b>165,781,662</b>	<b>-</b>	<b>165,781,662</b>	<b>212,044,597</b>	<b>-</b>	<b>212,044,597</b>	<b>209,025,241</b>	<b>-</b>	<b>209,025,241</b>
		-			-			-
	594,949	594,949		739,553	739,553		728,170	728,170
	165,000	165,000		3,802,316	3,802,316		1,442,316	1,442,316
<b>-</b>	<b>759,949</b>	<b>759,949</b>	<b>-</b>	<b>4,541,869</b>	<b>4,541,869</b>	<b>-</b>	<b>2,170,486</b>	<b>2,170,486</b>
	139,585,000	139,585,000		177,409,008	177,409,008		175,966,692	175,966,692
<b>-</b>	<b>139,585,000</b>	<b>139,585,000</b>	<b>-</b>	<b>177,409,008</b>	<b>177,409,008</b>	<b>-</b>	<b>175,966,692</b>	<b>175,966,692</b>
<b>-</b>	<b>140,344,949</b>	<b>140,344,949</b>	<b>-</b>	<b>181,950,877</b>	<b>181,950,877</b>	<b>-</b>	<b>178,137,178</b>	<b>178,137,178</b>
						209,025,241		
1,027			1,053					
			191,040,165					
<u>165,780,635</u>			<u>21,003,379</u>					
<b>165,781,662</b>			<b>212,044,597</b>			<b>209,025,241</b>		
<b>165,781,662</b>			<b>212,044,597</b>			<b>209,025,241</b>		
	1,027	1,027		1,053	1,053		-	-
	(140,345,976)	25,435,686		(181,951,930)	30,092,667		(178,137,178)	30,888,063
	<b>(140,344,949)</b>	<b>25,436,713</b>		<b>(181,950,877)</b>	<b>30,093,720</b>		<b>(178,137,178)</b>	<b>30,888,063</b>

**Texas Water Development Board**  
**Statement of Revenues, Expenditures, and Changes in Fund Balance / Net Assets -**  
**State Participation Program Funds**

For the Fiscal Year Ended August 31,

	Governmental Funds Total 2007	Long-Term Liabilities Adjustments 2007	Statement of Activities 2007	Governmental Funds Total 2008	Long-Term Liabilities Adjustments 2008	Statement of Activities 2008
<b>REVENUES</b>						
Licenses, Fees & Permits						
Interest and Other Investment Income	\$ 6,559,711	\$ 525,222	\$ 7,084,933	\$ 7,421,860		\$ 7,421,860
<b>Total Revenues</b>	<b>6,559,711</b>	<b>525,222</b>	<b>7,084,933</b>	<b>7,421,860</b>	<b>-</b>	<b>7,421,860</b>
<b>EXPENDITURES</b>						
Professional Fees and Services	22,795	125,667	148,462	18,453		18,453
Travel			-			-
Printing and Reproduction			-			-
Other Expenditures	9,500		9,500	11		11
Debt service:						
Principal	845,000	(845,000)	-	150,000	(150,000)	-
Interest (FFS)	7,633,025	(7,633,025)	-	7,451,808	(7,451,808)	-
Interest on Long-Term Debt (GWFS)		7,625,469	7,625,469		7,466,174	7,466,174
<b>Total Expenditures/Expenses</b>	<b>8,510,320</b>	<b>(726,889)</b>	<b>7,783,431</b>	<b>7,620,272</b>	<b>(135,634)</b>	<b>7,484,638</b>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	<b>(1,950,609)</b>	<b>1,252,111</b>	<b>(698,498)</b>	<b>(198,412)</b>	<b>135,634</b>	<b>(62,778)</b>
<b>OTHER FINANCING SOURCES (USES)</b>						
Bond and Note Proceeds	58,319	(58,319)	-			-
Transfers In	18,898,288		18,898,288	19,125,954		19,125,954
Transfers Out	(16,803,064)		(16,803,064)	(18,409,215)		(18,409,215)
<b>Total Other Financing Sources and Uses</b>	<b>2,153,543</b>	<b>(58,319)</b>	<b>2,095,224</b>	<b>716,739</b>	<b>-</b>	<b>716,739</b>
<b>Net Change in Fund Balances/Net Assets</b>	<b>202,934</b>	<b>1,193,792</b>	<b>1,396,726</b>	<b>518,327</b>	<b>135,634</b>	<b>653,961</b>
<b>Fund Financial Statement-Fund Balances</b>						
Fund Balances--Beginning	164,508,659			164,711,593		
<b>Fund Balances--August 31, Ending</b>	<b>164,711,593</b>			<b>165,229,920</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets--Beginning		(142,081,034)	22,427,625		(140,887,242)	23,824,351
Net Assets, September 1, XXXX, as Adjusted		(142,081,034)	22,427,625		(140,887,242)	23,824,351
<b>Net Assets--August 31, Ending</b>		<b>(140,887,242)</b>	<b>23,824,351</b>		<b>(140,751,608)</b>	<b>24,478,312</b>

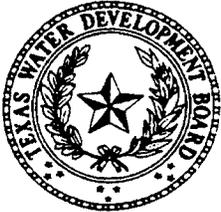
(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

Governmental Funds Total 2009	Long-Term Liabilities Adjustments 2009	Statement of Activities 2009	Governmental Funds Total 2010	Long-Term Liabilities Adjustments 2010	Statement of Activities 2010	Governmental Funds Total 2011	Long-Term Liabilities Adjustments 2011	Statement of Activities 2011
			\$ 354,578		\$ 354,578			
\$ 8,086,113	\$ 907,250	\$ 8,993,363	8,995,996		8,995,996	\$ 9,541,698		\$ 9,541,698
<b>8,086,113</b>	<b>907,250</b>	<b>8,993,363</b>	<b>9,350,574</b>	<b>-</b>	<b>9,350,574</b>	<b>9,541,698</b>	<b>-</b>	<b>9,541,698</b>
48,009	274,387	322,396	39,102	207,906	247,008	6,247		6,247
493		493	1,373		1,373			-
		-	974		974			-
12,587		12,587	9,088		9,088			-
155,000	(155,000)	-	3,965,000	(3,965,000)	-	3,645,000	(3,645,000)	-
7,298,457	(7,298,457)	-	7,543,723	(7,543,723)	-	8,874,640	(8,874,640)	-
	7,638,533	7,638,533		7,531,011	7,531,011		8,705,941	8,705,941
<b>7,514,546</b>	<b>459,463</b>	<b>7,974,009</b>	<b>11,559,260</b>	<b>(3,769,806)</b>	<b>7,789,454</b>	<b>12,525,887</b>	<b>(3,813,699)</b>	<b>8,712,188</b>
<b>571,567</b>	<b>447,787</b>	<b>1,019,354</b>	<b>(2,208,686)</b>	<b>3,769,806</b>	<b>1,561,120</b>	<b>(2,984,189)</b>	<b>3,813,699</b>	<b>829,510</b>
41,128	(41,128)	-	45,375,734	(45,375,734)	-		-	-
20,079,346		20,079,346	39,966,888		39,966,888	63,817,379		63,817,379
(20,140,299)		(20,140,299)	(36,871,001)		(36,871,001)	(63,852,546)		(63,852,546)
<b>(19,825)</b>	<b>(41,128)</b>	<b>(60,953)</b>	<b>48,471,621</b>	<b>(45,375,734)</b>	<b>3,095,887</b>	<b>(35,167)</b>	<b>-</b>	<b>(35,167)</b>
<b>551,742</b>	<b>406,659</b>	<b>958,401</b>	<b>46,262,935</b>	<b>(41,605,928)</b>	<b>4,657,007</b>	<b>(3,019,356)</b>	<b>3,813,699</b>	<b>794,343</b>
165,229,920			165,781,662			212,044,597		
<b>165,781,662</b>			<b>212,044,597</b>			<b>209,025,241</b>		
	(140,751,608)	24,478,312		(140,344,949)	25,436,713		(181,950,877)	30,093,720
	(140,751,608)	24,478,312		(140,344,949)	25,436,713		(181,950,877)	30,093,720
	<b>(140,344,949)</b>	<b>25,436,713</b>		<b>(181,950,877)</b>	<b>30,093,720</b>		<b>(178,137,178)</b>	<b>30,888,063</b>

## OFFICIAL STATEMENT

**THREE NEW ISSUES — Book-Entry Only****Ratings: See "RATINGS"**

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinions of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$118,565,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$25,000,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001A**  
**(Economically Distressed Areas Program)**

**\$43,725,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001B**

**\$49,840,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2001C**  
**(State Participation Program)**

**Dated: June 1, 2001****Due: As Shown on the Inside Front Cover Page**

The Series 2001A Bonds, the Series 2001B Bonds and the Series 2001C Bonds (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the respective fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2002, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, The Bank of New York, Houston, Texas. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of any series of Bonds is determined only by a book entry at DTC, the Paying Agent will make payments on such bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "THE BONDS — Book-Entry Only System."

**The Bonds are subject to mandatory and optional redemption prior to maturity as provided herein. See "THE BONDS — Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.**  
 See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution," and collectively, the "Resolutions") adopted on May 16, 2001 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2001A Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2001B Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes and for transfers to any state revolving fund administered by the Board. The proceeds of the Series 2001C Bonds will be used to provide funding of State Participation Projects (as defined in the Resolution authorizing the Series 2001C Bonds).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Wickliff & Hall, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2001.*

**Goldman, Sachs & Co.**

**Dain Rauscher Incorporated**  
**Southwestern Capital Markets, Inc.**

**Morgan Keegan & Company, Inc.**  
**U.S. Bancorp Piper Jaffray Inc.**

**Salomon Smith Barney**  
**Walton Johnson & Company**

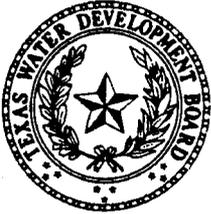
Dated: June 1, 2001

## OFFICIAL STATEMENT

NEW ISSUE — Book-Entry Only

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on each series of Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$62,015,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$23,980,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002C**  
**(Economically Distressed Areas Program)**

**\$20,000,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002D**  
**(State Participation Program)**

**\$18,035,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2002E**

Dated: August 1, 2002

Due: As Shown on the Inside Front Cover Page

The Series 2002C Bonds, the Series 2002D Bonds and the Series 2002E Bonds described above (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2003, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, the Dallas, Texas office of The Bank of New York Trust Company of Florida, N.A. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Depository Trust Company."

The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution" and collectively, the "Resolutions") adopted on June 18, 2002 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2002C Bonds will be used to provide financial assistance in the form of loans and/or grants to political subdivisions in economically distressed areas of the State of Texas for water quality enhancement and water supply purposes. The proceeds of the Series 2002D Bonds will be used to provide funding for State Participation Projects (as defined herein). The proceeds of the Series 2002E Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects (as defined herein) or State Participation Projects) and for transfers to any state revolving fund administered by the Board.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about August 22, 2002.*

**RBC Dain Rauscher Inc.**

**Morgan Keegan & Company, Inc.**  
**SWS Securities**

**Siebert Brandford Shank & Co., LLC**  
**U.S. Bancorp Piper Jaffray Inc.**

**Southwestern Capital Markets, Inc.**  
**Walton Johnson & Company**

Dated: July 24, 2002

## NEW ISSUE — Book-Entry Only

Ratings: See "OTHER INFORMATION — Ratings"

*In the opinion of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel, interest on each series of Tax-Exempt Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, court decisions and published rulings and such Tax-Exempt Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS-TAX-EXEMPT BONDS" for a discussion of the opinion of Co-Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

*In the opinion of Co-Bond Counsel, as of the date of issuance of the Taxable Bonds, the Taxable Bonds are not obligations described in Section 103 of the Internal Revenue Code of 1986. See "TAX MATTERS-TAXABLE BONDS" herein.*



**\$123,115,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$50,915,000**  
**State of Texas**  
**Water Financial Assistance and Refunding Bonds**  
**Taxable Series 2003B**

**\$70,330,000**  
**State of Texas**  
**Water Financial Assistance and Refunding Bonds**  
**Series 2003C**

**\$1,870,000**  
**State of Texas**  
**Water Financial Assistance Refunding Bonds**  
**Series 2003D**  
**(State Participation Program)**

Dated: June 15, 2003

Due: As Shown on the Inside Front Cover Page

The Series 2003B Bonds, the Series 2003C Bonds and the Series 2003D Bonds described above (collectively, the "Bonds") are general obligations of the State of Texas and are issued under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the dated date thereof at the fixed rates of interest shown on the inside front cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on February 1, 2004, calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

Principal of the Bonds will be payable to the registered holders thereof upon presentation and surrender thereof at the designated office of the Paying Agent/Registrar therefor, initially, the Dallas, Texas office of The Bank of New York Trust Company of Florida, N.A. Interest on the Bonds will be payable by check, dated as of the interest payment date or redemption date, as applicable, and mailed by the Paying Agent/Registrar to the registered holders and at the addresses as shown on the records of the Paying Agent/Registrar. Notwithstanding the foregoing, during any period in which ownership of the Bonds is determined only by a book entry at DTC, the Paying Agent/Registrar will make payments on the Bonds to DTC or DTC's nominee in accordance with arrangements between the Board and DTC. See "APPENDIX E – Depository Trust Company."

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS – Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS, AND ARE SECURED BY THE FULL FAITH AND CREDIT, OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the Texas Water Development Fund II. Each series of Bonds is issued pursuant to a separate resolution (individually, a "Resolution" and collectively, the "Resolutions") adopted on May 21, 2003 by the Texas Water Development Board (the "Board") under authority of pertinent provisions of the Texas Water Code. The proceeds of the Series 2003B Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects or State Participation Projects); for transfers to any state revolving fund administered by the Board; and to refund certain of the Board's outstanding Financial Assistance Bonds. The proceeds of the Series 2003C Bonds will be used to provide financial assistance to political subdivisions for water supply, water quality enhancement and flood control purposes (other than for EDAP Projects or State Participation Projects); for transfers to any state revolving fund administered by the Board; and to refund certain of the Board's outstanding Water Development Bonds and Financial Assistance Bonds. The proceeds of the Series 2003D Bonds will be used to refund certain of the Board's outstanding Water Development Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P. and Delgado, Acosta, Braden & Jones, P.C., Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery through the facilities of DTC on or about June 26, 2003.*

**U.S. Bancorp Piper Jaffray Inc.**

**Bear, Stearns & Co. Inc.**  
**JPMorgan**

**Citigroup**  
**RBC Dain Rauscher Inc.**  
**Walton Johnson & Company**

**Estrada Hinojosa & Company, Inc.**  
**Siebert Brandford Shank & Co., LLC**

Dated: June 11, 2003

## OFFICIAL STATEMENT DATED AUGUST 1, 2007

NEW ISSUE- Book-Entry-Only

Ratings: S&P "AA"  
Moody's "Aa1"  
Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be s excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

**\$44,345,000****STATE OF TEXAS  
GENERAL OBLIGATION BONDS****\$19,680,000****STATE OF TEXAS****Water Financial Assistance Refunding Bonds****Series 2007B****(State Participation Program)****\$24,665,000****STATE OF TEXAS****Water Financial Assistance Bonds****Series 2007C****(Economically Distressed Areas Program)****Dated: Date of Delivery (As Defined Herein)****Due: As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Refunding Bonds, Series 2007B (State Participation Program) (the "2007B Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2007C (Economically Distressed Areas Program), (the "2007C Bonds" and together with the 2007B Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Except as described in the next sentence, interest on the Bonds will accrue from August 7, 2007 (the "Date of Delivery") at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1, 2008, and on each August 1 and February 1 thereafter until maturity or prior redemption. In addition, the Bonds maturing August 15, 2007, shall bear interest from the Date of Delivery, to be payable upon the maturity thereof. Interest on the Bonds will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein. The Bonds are issued pursuant to separate resolutions (collectively, the "Resolution") adopted on June 25, 2007 by the Board under authority of pertinent provisions of the Texas Water Code.

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

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The 2007B Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to refund bonds originally issued to augment the funding of state participation projects from the Texas Water Development Fund ("Development Fund I") and to pay expenses arising from the issuance of the 2007B Bonds.

The 2007C Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Section 49-d-8, Texas Constitution, to augment the funding of the economically distressed areas program, to augment the Economically Distressed Areas Program Account within the Texas Water Development Fund II (the "EDAP Account") and to pay expenses arising from the issuance of the 2007C Bonds.

The Bonds are subject to optional redemption prior to maturity as described herein (see "THE BONDS - Redemption Provision Optional Redemption herein. The 2007C Bonds also are subject to mandatory redemption prior to maturity as described herein (see "THE BONDS - Redemption Provisions - Mandatory Sinking Fund Redemption" herein).

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Bates & Coleman, P.C. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about August 7, 2007.*

**Ramirez & Co., Inc.****Cabrera Capital Markets, Inc.****RBC Capital Markets**

## OFFICIAL STATEMENT

June 10, 2009

NEW ISSUE- Book-Entry-Only

Ratings: Moody's "Aa1"; S&P "AA"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

<b>\$225,385,000</b> State of Texas <b>Water Financial Assistance Bonds          Series 2009C-1</b>	<b>\$57,260,000</b> State of Texas <b>Water Financial Assistance          Refunding Bonds, Series 2009C-2</b>	<b>\$49,775,000</b> State of Texas <b>Water Financial Assistance          Refunding Bonds, Series 2009D          (State Participation Program)</b>
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**Dated Date: Date of Delivery****Due: August 1, as shown on inside cover page**

The (i) State of Texas Water Financial Assistance Bonds, Series 2009C-1 (the "2009C-1 Bonds"), (ii) State of Texas Water Financial Assistance Refunding Bonds, Series 2009C-2 (the "2009C-2 Bonds" and, together with the 2009C-1 Bonds, the "2009C Bonds") and (iii) State of Texas Water Financial Assistance Refunding Bonds, Series 2009D (State Participation Program) (the "2009D Bonds" and, together with the 2009C Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the 2009C Bonds will be payable on February 1, 2010, and on each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the 2009D Bonds will be payable on August 1, 2009, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2009C-1 Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2009C-1 Bonds.

The 2009C-2 Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, the Act and Chapter 1207 of the Texas Government Code, as amended ("Chapter 1207"), in order to (i) refund certain outstanding State of Texas Water Financial Assistance Bonds, Series 1999A (the "1999A Refunded Bonds") originally issued to augment the funding of Development Fund II and (ii) pay expenses arising from the issuance of the 2009C-2 Bonds.

The 2009D Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, the Act and Chapter 1207 in order to (i) refund certain outstanding State of Texas Water Financial Assistance Bonds, Series 1999C (State Participation Program) (the "1999C Refunded Bonds" and, together with the 1999A Refunded Bonds, the "Refunded Bonds") originally issued to augment the funding of State Participation Projects from the Development Fund II, and (ii) pay expenses arising from the issuance of the 2009D Bonds (see "SCHEDULE I" for a complete list of the Refunded Bonds).

The Bonds are issued pursuant to two separate resolutions (jointly, the "Resolution") adopted on May 21, 2009 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jowerski L.L.P., Dallas, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about June 30, 2009.*

**J.P. Morgan**  
**Barclays Capital Inc.**  
**Sterne Agee & Leach, Inc.**

**M.R. Beal & Company**  
**Fidelity Capital Markets**  
**SAMCO Capital Markets, Inc.**

**RBC Capital Markets**  
**Coastal Securities, Inc.**  
**Frost Bank**

**OFFICIAL STATEMENT  
APRIL 21, 2010**

**NEW ISSUE - Book-Entry-Only**

**Ratings: Moody's "Aaa"; S&P "AA+"; Fitch "AAA"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, under existing statutes, regulations, published rulings and court decisions (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) the Bonds are obligations described in section 1503 of The American Recovery and Reinvestment Act of 2009, and accordingly, the interest on the Bonds will not be included in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.*



**\$185,505,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**\$143,225,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2010B  
(Water Infrastructure Fund)**

**\$42,280,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2010C  
(State Participation Program)**

***Dated Date: Date of Delivery***

***Due: August 1, as shown on inside cover page***

The State of Texas Water Financial Assistance Bonds, Series 2010B (Water Infrastructure Fund) (the "2010B Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2010C (State Participation Program) (the "2010C Bonds" and, together with the 2010B Bonds, the "Bonds") are general obligations of the State of Texas (the "State") and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the 2010B Bonds will be payable on February 1, 2011, and on each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the 2010C Bonds will be payable on August 1, 2010, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The 2010B Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2010B Bonds. The proceeds of the 2010B Bonds will be used to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions. The 2010C Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and the Act, in order to (i) augment the funding of State Participation Projects from the Development Fund II, and (ii) pay expenses arising from the issuance of the 2010C Bonds.

The Bonds are issued pursuant to two separate resolutions (the "2010B Resolution" and the "2010C Resolution", respectively, and jointly, the "Resolutions") adopted on March 18, 2010 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., Dallas, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about May 11, 2010.*

**Barclays Capital**

**Frost Bank  
Raymond James & Associates, Inc.**

**J.P. Morgan**

**Morgan Stanley  
Sterne Agee & Leach, Inc.**

**ATTACHMENT D**

**General Obligation Bonds  
(Water Infrastructure Fund – Texas Water Development Fund II)**

**GENERAL OBLIGATION BONDS  
(Water Infrastructure Fund)**

Original Par Amount	Series Description	CUSIP Prefix
\$ 112,920,000	State of Texas Water Financial Assistance Bonds, Series 2008A	882721
\$ 144,995,000	State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-A	882722
\$ 157,240,000	State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-B	882722
\$ 101,400,000	State of Texas Water Financial Assistance Bonds, Series 2009E	882722
\$ 143,225,000	State of Texas Water Financial Assistance Bonds, Series 2010B	882722
\$ 129,540,000	State of Texas Water Financial Assistance Bonds, Series 2011A	882722

**ANNUAL UPDATE OF QUANTITATIVE FINANCIAL  
INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011**

The information contained under the heading “ANNUAL UPDATE OF QUANTITATIVE FINANCIAL INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011” in **Attachment D** of this Annual Report is hereby incorporated by reference in satisfaction of the Board’s Undertaking to update the financial information and quantitative operating data under the heading “Texas Water Development Board” contained in the final official statements relating to these bonds, the copies of the covers of which are included in this Attachment.

**General**

Pursuant to Section 49-d-9 of the Texas Constitution, a minimum of \$50,000,000 of the bonds authorized to be issued shall be used for the Water Infrastructure Fund. The 82<sup>nd</sup> legislative session authorized appropriations in the amount of \$200,000,000 during the 2012-13 biennium. As of August 31, 2011, the Board had six outstanding Bond issues in the aggregate principal amount of \$718,790,000, as listed above. The program also has \$2,965,000 additional interfund debt outstanding.

As of August 31, 2011, the Water Infrastructure Fund has not received any prepayments.

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**TEXAS WATER DEVELOPMENT FUND II  
WATER INFRASTRUCTURE FUND  
SCHEDULE OF DEBT SERVICE REQUIREMENTS  
AS OF AUGUST 31, 2011**

Fiscal Year (1)	Total Principal	Total Interest	Total Existing Debt Service
2012	\$24,445,000	\$34,128,870	\$58,573,870
2013	28,905,000	33,200,707	62,105,707
2014	33,535,000	31,947,628	65,482,628
2015	34,085,000	30,704,523	64,789,523
2016	34,675,000	29,274,051	63,949,051
2017	35,415,000	27,681,607	63,096,607
2018	36,450,000	26,005,762	62,455,762
2019	38,800,000	24,375,294	63,175,294
2020	38,440,000	22,524,025	60,964,025
2021	40,535,000	20,660,604	61,195,604
2022	41,635,000	18,633,080	60,268,080
2023	42,715,000	16,575,459	59,290,459
2024	43,920,000	14,438,773	58,358,773
2025	45,170,000	12,307,513	57,477,513
2026	46,495,000	10,047,795	56,542,795
2027	47,855,000	7,772,053	55,627,053
2028	48,195,000	5,385,011	53,580,011
2029	46,570,000	3,008,938	49,578,938
2030	13,915,000	680,438	14,595,438
	<u>\$721,755,000</u>	<u>\$369,352,127</u>	<u>\$1,091,107,127</u>

**Texas Water Development Board**  
**Balance Sheet / Statement of Net Assets – Water Infrastructure Fund (2)**

August 31, 2011

	Governmental Funds Total 2008	Long-Term Liabilities Adjustments 2008	Statement of Net Assets 2008	Governmental Funds Total 2009	Long-Term Liabilities Adjustments 2009 (3)	Statement of Net Assets 2009 (3)
<b>ASSETS</b>						
Current Assets:						
Cash and Cash Equivalents:						
Cash in State Treasury	52,013,468		52,013,468	127,722,334		127,722,334
Receivables From:						
Interest and Dividends				799,383		799,383
Accounts Receivable	144,155		144,155	194,089		194,089
Due From Other Funds	9,500		9,500			
Loans and Contracts	975,000		975,000	2,680,000		2,680,000
<b>Total Current Assets</b>	<b>53,142,123</b>	<b>-</b>	<b>53,142,123</b>	<b>131,395,806</b>	<b>-</b>	<b>131,395,806</b>
Non-Current Assets:						
Loans & Contracts	63,980,000		63,980,000	308,144,000		308,144,000
<b>Total Noncurrent Assets</b>	<b>63,980,000</b>	<b>-</b>	<b>63,980,000</b>	<b>308,144,000</b>	<b>-</b>	<b>308,144,000</b>
<b>Total Assets</b>	<b>117,122,123</b>	<b>-</b>	<b>117,122,123</b>	<b>439,539,806</b>	<b>-</b>	<b>439,539,806</b>
<b>LIABILITIES AND FUND BALANCES</b>						
Liabilities:						
Current Liabilities:						
Payables From:						
Interest Payable		409,919	409,919		1,843,561	1,843,561
Interfund Payable				115,000		115,000
Due To Other Funds						
General Obligation Bonds Payable		3,260,000	3,260,000		8,088,791	8,088,791
<b>Total Current Liabilities</b>	<b>-</b>	<b>3,669,919</b>	<b>3,669,919</b>	<b>115,000</b>	<b>9,932,352</b>	<b>10,047,352</b>
Non-Current Liabilities:						
Interfund Payables	-			3,085,000		3,085,000
General Obligation Bonds Payable		102,860,000	102,860,000		399,511,358	399,511,358
<b>Total Non-Current Liabilities</b>	<b>-</b>	<b>102,860,000</b>	<b>102,860,000</b>	<b>3,085,000</b>	<b>399,511,358</b>	<b>402,596,358</b>
<b>Total Liabilities</b>	<b>-</b>	<b>106,529,919</b>	<b>106,529,919</b>	<b>3,200,000</b>	<b>409,443,710</b>	<b>412,643,710</b>
<b>Fund Financial Statement - Fund Balances</b>						
Fund Balances (Deficits):						
Restricted						
Reserved for:						
Debt Service	8,834			3,998		
Loans and Contracts	64,955,000			308,144,000		
Unreserved Designated for:						
Other	52,158,289			128,191,808		
<b>Total Fund Balances</b>	<b>117,122,123</b>			<b>436,339,806</b>		
<b>Total Liabilities and Fund Balances</b>	<b>117,122,123</b>			<b>439,539,806</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets:						
Restricted for:						
Debt Retirement	8,834	8,834	8,834	3,998	3,998	3,998
Unrestricted	(106,538,753)		10,583,370	(409,447,708)		26,892,098
<b>Total Net Assets</b>	<b>(106,529,919)</b>		<b>10,592,204</b>	<b>(409,443,710)</b>		<b>26,896,096</b>

(1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.

(2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.

(3) The liabilities in the long-term liability column did not include the unamortized premium. Therefore, the liabilities were understated during the previous fiscal year. The amounts have been updated to reflect the amounts actually reported in the FY09 Annual Financial Report. These changes also impact the Statement of Activities column.

(4) Beginning on 9/1/2010 fund balance categories changed due to Government Accounting Standards Board Statement No. 54 implementation. Fund balances are no longer reported as reserved or unreserved. Insead they are reported as restricted.

Governmental Funds Total 2010	Long-Term Liabilities Adjustments 2010	Statement of Net Assets 2010	Governmental Funds Total 2011 (4)	Long-Term Liabilities Adjustments 2011	Statement of Net Assets 2011
75,378,351		75,378,351	5,324,095		5,324,095
1,456,704		1,456,704	1,841,758		1,841,758
78,763		78,763	66,883		66,883
12,965,000		12,965,000	25,267,000		25,267,000
<b>89,878,818</b>	-	<b>89,878,818</b>	<b>32,499,736</b>	-	<b>32,499,736</b>
615,649,000		615,649,000	804,927,000		804,927,000
<b>615,649,000</b>	-	<b>615,649,000</b>	<b>804,927,000</b>	-	<b>804,927,000</b>
<b>705,527,818</b>	-	<b>705,527,818</b>	<b>837,426,736</b>	-	<b>837,426,736</b>
	4,041,481	4,041,481		2,870,492	2,870,492
120,000		120,000	125,000		125,000
41,034		41,034	18,315		18,315
	21,330,844	21,330,844		27,245,117	27,245,117
<b>161,034</b>	<b>25,372,325</b>	<b>25,533,359</b>	<b>143,315</b>	<b>30,115,609</b>	<b>30,258,924</b>
2,965,000		2,965,000	2,840,000		2,840,000
	632,200,719	632,200,719		744,431,801	744,431,801
<b>2,965,000</b>	<b>632,200,719</b>	<b>635,165,719</b>	<b>2,840,000</b>	<b>744,431,801</b>	<b>747,271,801</b>
<b>3,126,034</b>	<b>657,573,044</b>	<b>660,699,078</b>	<b>2,983,315</b>	<b>774,547,410</b>	<b>777,530,725</b>
			834,443,421		
4,220					
615,649,000					
86,748,564					
<b>702,401,784</b>			<b>834,443,421</b>		
<b>705,527,818</b>			<b>837,426,736</b>		
	4,220	4,220		-	-
	(657,577,264)	44,824,520		(774,547,410)	59,896,011
	<b>(657,573,044)</b>	<b>44,828,740</b>		<b>(774,547,410)</b>	<b>59,896,011</b>

**Texas Water Development Board**  
**Statement of Revenues, Expenditures, and Changes in Fund Balance / Net Assets -**  
**Water Infrastructure Fund (2)**

For the Fiscal Year Ended August 31,

	Governmental Funds Total 2008	Long-Term Liabilities Adjustments 2008 (3)	Statement of Activities 2008 (3)	Governmental Funds Total 2009	Long-Term Liabilities Adjustments 2009 (3)	Statement of Activities 2009 (3)
<b>REVENUES</b>						
Interest and Other Investment Income	819,045	3,691,483	4,510,528	3,186,127		3,186,127
<b>Total Revenues</b>	<b>819,045</b>	<b>3,691,483</b>	<b>4,510,528</b>	<b>3,186,127</b>	<b>-</b>	<b>3,186,127</b>
<b>EXPENDITURES</b>						
Professional Fees and Services	209,827		209,827	308,169	1,642,254	1,950,423
Travel	1,988		1,988	6,935		6,935
Printing and Reproduction			-			-
Other Expenditures	9,500		9,500	19,000		19,000
Debt service:						
Principal	6,800,000	(6,800,000)	-	19,485,000	(19,485,000)	-
Interest (FFS)	981,913	(981,913)	-	7,410,172	(7,410,172)	-
Interest on Long-Term Debt (GWFS)		1,391,832	1,391,832		8,843,814	8,843,814
<b>Total Expenditures/Expenses</b>	<b>8,003,228</b>	<b>(6,390,081)</b>	<b>1,613,147</b>	<b>27,229,276</b>	<b>(16,409,104)</b>	<b>10,820,172</b>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	<b>(7,184,183)</b>	<b>10,081,564</b>	<b>2,897,381</b>	<b>(24,043,149)</b>	<b>16,409,104</b>	<b>(7,634,045)</b>
<b>OTHER FINANCING SOURCES (USES)</b>						
Bond and Note Proceeds	116,611,483	(116,611,483)	-	319,322,895	(319,322,895)	-
Transfers In	8,447,493		8,447,493	81,504,567		81,504,567
Transfers Out	(752,670)		(752,670)	(57,566,630)		(57,566,630)
<b>Total Other Financing Sources and Uses</b>	<b>124,306,306</b>	<b>(116,611,483)</b>	<b>7,694,823</b>	<b>343,260,832</b>	<b>(319,322,895)</b>	<b>23,937,937</b>
<b>SPECIAL ITEMS</b>						
<b>EXTRAORDINARY ITEMS</b>						
Natural Disaster						
<b>Net Change in Fund Balances/Net Assets</b>	<b>117,122,123</b>	<b>(106,529,919)</b>	<b>10,592,204</b>	<b>319,217,683</b>	<b>(302,913,791)</b>	<b>16,303,892</b>
<b>Fund Financial Statement - Fund Balances</b>						
Fund Balances--Beginning	-			117,122,123		
<b>Fund Balances--August 31, Ending</b>	<b>117,122,123</b>			<b>436,339,806</b>		
<b>Government-wide Statement - Net Assets</b>						
Net Assets--Beginning		-	-		(106,529,919)	10,592,204
<b>Net Assets--August 31, Ending</b>		<b>(106,529,919)</b>	<b>10,592,204</b>		<b>(409,443,710)</b>	<b>26,896,096</b>

- (1) The financial data presented here is a recapitulation of the Board's financial statements presented in their Annual Financial Reports. The Board's financial statements become a part of the Comprehensive Annual Financial Report for the State of Texas, which is audited by the State Auditor's Office; however, the scope of the reviews at the agency level do not constitute an audit of the individual agency's financial statements. Consequently, these statements are considered unaudited at the agency level.
- (2) Prior year presentation of information revised for consistency and comparability with the financial statements for fiscal year 2011.
- (3) The net change in fund balance was overstated in FY08 and understated in FY09 in the long-term liability column. The amounts have been updated to reflect the amounts actually reported in the Annual Financial Reports for those years. These changes also impact the Statement of Activities column.

Governmental Funds Total 2010	Long-Term Liabilities Adjustments 2010	Statement of Activities 2010	Governmental Funds Total 2011	Long-Term Liabilities Adjustments 2011	Statement of Activities 2011
6,706,709		6,706,709	8,906,364		8,906,364
<b>6,706,709</b>	-	<b>6,706,709</b>	<b>8,906,364</b>	-	<b>8,906,364</b>
299,358	1,249,495	1,548,853	215,008	698,837	913,845
4,598		4,598	2,592		2,592
2,140		2,140	1,198		1,198
19,000		19,000	9,500		9,500
19,790,000	(19,790,000)	-	24,455,000	(24,455,000)	-
22,154,344	(22,154,344)	-	31,567,232	(31,567,232)	-
	21,307,629	21,307,629		27,471,125	27,471,125
<b>42,269,440</b>	<b>(19,387,220)</b>	<b>22,882,220</b>	<b>56,250,530</b>	<b>(27,852,270)</b>	<b>28,398,260</b>
<b>(35,562,731)</b>	<b>19,387,220</b>	<b>(16,175,511)</b>	<b>(47,344,166)</b>	<b>27,852,270</b>	<b>(19,491,896)</b>
267,516,554	(267,516,554)	-	144,826,636	(144,826,636)	-
178,393,533		178,393,533	153,927,359		153,927,359
(144,285,378)		(144,285,378)	(119,368,192)		(119,368,192)
<b>301,624,709</b>	<b>(267,516,554)</b>	<b>34,108,155</b>	<b>179,385,803</b>	<b>(144,826,636)</b>	<b>34,559,167</b>
<b>266,061,978</b>	<b>(248,129,334)</b>	<b>17,932,644</b>	<b>132,041,637</b>	<b>(116,974,366)</b>	<b>15,067,271</b>
436,339,806			702,401,784		
<b>702,401,784</b>			<b>834,443,421</b>		
	(409,443,710)	26,896,096		(657,573,044)	44,828,740
	<b>(657,573,044)</b>	<b>44,828,740</b>		<b>(774,547,410)</b>	<b>59,896,011</b>

## OFFICIAL STATEMENT MAY 7, 2008

NEW ISSUE- Book-Entry-Only

Ratings: S&amp;P "AA"

Moody's "Aa1"

Fitch "AA+"

(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds will be excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$112,920,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2008A**  
**(Water Infrastructure Fund)**

**Dated Date: Date of Delivery****Due: August 1, As Shown on the Inside Cover Page**

The State of Texas Water Financial Assistance Bonds, Series 2008A (Water Infrastructure Fund) (the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from their date of delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1 and August 1 of each year, beginning on August 1, 2008, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

The Board initially will issue the Bonds registered only in the name of Cede & Co., the nominee of DTC, pursuant to the book-entry system described in "APPENDIX E—Book-Entry Only System." Principal of the Bonds will be payable to Cede & Co., which will make distributions of the payments to the participating members of DTC for subsequent remittance to the Beneficial Owners (as defined in APPENDIX E). When the Bonds are not in the book-entry only system, payment of principal of the Bonds will be made to the registered owner upon maturity or redemption prior to maturity only upon presentation and surrender of such Bonds at the Designated Payment/Transfer Office of The Bank of New York Trust Company, N.A. As of the date of this Official Statement, the Designated Payment/Transfer Office of the Paying Agent/Registrar is its Dallas, Texas corporate trust office.

**The Bonds are subject to optional and extraordinary mandatory redemption prior to maturity as provided herein. See "THE BONDS—Redemption Provisions."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L, Chapter 17, Texas Water Code, to augment the funding of the Texas Water Development Fund II. The Bonds are issued pursuant to a resolution (the "Resolution") adopted on April 29, 2008 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used to augment the funding of the Texas Water Infrastructure Fund, a special fund in the State Treasury established pursuant to Subchapter Q, Chapter 15, Texas Water Code, to provide financial assistance to eligible Texas political subdivisions. See "TEXAS WATER DEVELOPMENT BOARD – Water Infrastructure Fund."

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about May 22, 2008.*

**Citi****Banc of America Securities LLC****JPMorgan****Wachovia Bank, National Association****Estrada Hinojosa & Company, Inc.**

**OFFICIAL STATEMENT  
FEBRUARY 3, 2009**

**NEW ISSUE- Book-Entry-Only**

**Ratings: Moody's "Aa1"; S&P "AA"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**\$144,995,000**

**State of Texas**

**Water Financial Assistance Bonds**

**Series 2009, Sub-series 2009-A**

**(Water Infrastructure Fund)**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover page**

The State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-A (Water Infrastructure Fund) (the "Bonds"), are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on August 1 and February 1 of each year, beginning on August 1, 2009, calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

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

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS — Optional Redemption" and "— Extraordinary Mandatory Redemption."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L, Chapter 17, Texas Water Code, as amended, to augment the funding of the Texas Water Development Fund II ("Development Fund II"). The Bonds are issued pursuant to a resolution (the "Resolution") adopted on January 15, 2009 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used (i) to augment the funding of the Texas Water Infrastructure Fund, a special fund in the State Treasury established pursuant to Subchapter Q, Chapter 15, Texas Water Code, to provide financial assistance to eligible Texas political subdivisions and (ii) to pay the costs of issuance of the Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP, Austin, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about March 10, 2009.*

**Morgan Stanley & Co. Incorporated**

**Citi**

**JPMorgan**

**RBC Capital Markets**

**Loop Capital Markets, LLC**

**Southwest Securities**

**Goldman, Sachs & Co.**

**Ramirez & Co., Inc.**

**Walton Johnson & Co.**

## OFFICIAL STATEMENT

May 5, 2009

NEW ISSUE- Book-Entry-Only

Ratings: Moody's "Aa1"; S&P "AA"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*

STATE OF TEXAS  
GENERAL OBLIGATION BONDS

\$157,240,000

State of Texas

Water Financial Assistance Bonds  
Series 2009, Sub-series 2009-B  
(Water Infrastructure Fund)

Dated Date: Date of Delivery

Due: August 1, as shown on inside cover page

The State of Texas Water Financial Assistance Bonds, Series 2009, Sub-series 2009-B (Water Infrastructure Fund) (the "Bonds"), are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof, and will be payable on February 1, 2010, and each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the Bonds will be calculated on the basis of a 360-day year composed of twelve 30-day months. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of bond certificates except as described herein.

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

**The Bonds are subject to redemption prior to maturity as provided herein. See "THE BONDS — Optional Redemption" and "— Extraordinary Mandatory Redemption."**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution, and Subchapter L, Chapter 17, Texas Water Code, as amended, to augment the funding of the Texas Water Development Fund II ("Development Fund II"). The Bonds are issued pursuant to a resolution (the "Resolution") adopted on January 15, 2009 by the Board under authority of pertinent provisions of the Texas Water Code. The proceeds of the Bonds will be used (i) to augment the funding of the Texas Water Infrastructure Fund, a special fund in the State Treasury established pursuant to Subchapter Q, Chapter 15, Texas Water Code, to provide financial assistance to eligible Texas political subdivisions and (ii) to pay the costs of issuance of the Bonds.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Andrews Kurth LLP, Austin, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about May 28, 2009.*

**Morgan Stanley & Co. Incorporated**Citi  
J.P. Morgan  
RBC Capital Markets

Loop Capital Markets, LLC

Goldman, Sachs & Co.  
Ramirez & Co., Inc.  
Southwest Securities

**OFFICIAL STATEMENT  
NOVEMBER 18, 2009**

**NEW ISSUE- Book-Entry-Only**

**Ratings: Moody's "Aa1"; S&P "AA+"; Fitch "AA+"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, under existing statutes, regulations, published rulings and court decisions (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) the Bonds are obligations described in section 1503 of The American Recovery and Reinvestment Act of 2009, and accordingly, the interest on the Bonds will not be included in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.*



**\$125,940,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**\$101,400,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2009E  
(Water Infrastructure Fund)**

**\$24,540,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2009F  
(Economically Distressed Areas Program)**

***Dated Date: Date of Delivery***

***Due: August 1, as shown on inside cover page***

The State of Texas Water Financial Assistance Bonds, Series 2009E (Water Infrastructure Fund) (the "2009E Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2009F (Economically Distressed Areas Program) (the "2009F Bonds") and, together with the 2009E Bonds, the "Bonds") are general obligations of the State of Texas and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State of Texas. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on August 1, 2010, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The 2009E Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2009E Bonds. The proceeds of the 2009E Bonds will be used to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions. The 2009F Bonds are issued under the authority of the Constitution and laws of the State of Texas, including particularly Article III, Sections 49-d-8 and 49-d-10, Texas Constitution and the Act, in order to (i) augment the funding of EDAP Projects from the Development Fund II under Subchapter K of Chapter 17 of the Texas Water Code ("Subchapter K"), and (ii) pay expenses arising from the issuance of the 2009F Bonds.

The Bonds are issued pursuant to two separate resolutions (with respect to the series of bonds issued thereunder, the "Resolution"; jointly the "Resolutions") adopted on October 15, 2009 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., Houston, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about December 15, 2009.*

**Morgan Keegan & Company, Inc.**

**Citi**

**Fidelity Capital Markets**

**Loop Capital Markets, LLC**

**Southwest Securities**

**Ramirez & Co., Inc.**

**OFFICIAL STATEMENT  
APRIL 21, 2010**

**NEW ISSUE - Book-Entry-Only**

**Ratings: Moody's "Aaa"; S&P "AA+"; Fitch "AAA"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, under existing statutes, regulations, published rulings and court decisions (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) the Bonds are obligations described in section 1503 of The American Recovery and Reinvestment Act of 2009, and accordingly, the interest on the Bonds will not be included in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel.*



**\$185,505,000  
STATE OF TEXAS  
GENERAL OBLIGATION BONDS**

**\$143,225,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2010B  
(Water Infrastructure Fund)**

**\$42,280,000  
State of Texas  
Water Financial Assistance Bonds  
Series 2010C  
(State Participation Program)**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover page**

The State of Texas Water Financial Assistance Bonds, Series 2010B (Water Infrastructure Fund) (the "2010B Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2010C (State Participation Program) (the "2010C Bonds" and, together with the 2010B Bonds, the "Bonds") are general obligations of the State of Texas (the "State") and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State. Interest on the Bonds will accrue from the date of their delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the 2010B Bonds will be payable on February 1, 2011, and on each August 1 and February 1 thereafter until maturity or prior redemption. Interest on the 2010C Bonds will be payable on August 1, 2010, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

**The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption".**

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The 2010B Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2010B Bonds. The proceeds of the 2010B Bonds will be used to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions. The 2010C Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and the Act, in order to (i) augment the funding of State Participation Projects from the Development Fund II, and (ii) pay expenses arising from the issuance of the 2010C Bonds.

The Bonds are issued pursuant to two separate resolutions (the "2010B Resolution" and the "2010C Resolution", respectively, and jointly, the "Resolutions") adopted on March 18, 2010 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., Dallas, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about May 11, 2010.*

**Barclays Capital**

**Frost Bank  
Raymond James & Associates, Inc.**

**J.P. Morgan**

**Morgan Stanley  
Sterne Agee & Leach, Inc.**

**OFFICIAL STATEMENT**  
**May 17, 2011**

**NEW ISSUE - Book-Entry-Only**

**Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AA+"**  
**(See "OTHER INFORMATION - Ratings")**

*Delivery of the Bonds is subject to the opinion of Andrews Kurth LLP, Bond Counsel, to the effect that, under existing law and assuming continuing compliance with covenants in the Resolution, (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) interest on the Bonds will not be included in the alternative minimum taxable income of individuals. See "TAX EXEMPTION" for a discussion of the opinion of Bond Counsel, including the alternative minimum tax consequences for corporations.*

**\$129,540,000**

**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2011A**  
**(Water Infrastructure Fund)**



**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover page**

The State of Texas Water Financial Assistance Bonds, Series 2011A (Water Infrastructure Fund) (the "Bonds") are general obligations of the State of Texas (the "State") and are issued by the Texas Water Development Board (the "Board" or "TWDB") under the authority of the Constitution and laws of the State. Interest on the Bonds will accrue from the Date of Delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on August 1, 2011, and on each February 1 and August 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.

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

The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption."

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the Bonds. The proceeds of the Bonds will be used to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code, as amended ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions.

The Bonds are issued pursuant to a resolution that authorizes issuance of bonds in one or more series (the "Resolution") adopted on November 18, 2010 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of Andrews Kurth LLP, Austin, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P., Houston, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about June 14, 2011 ("Date of Delivery").*

**JEFFERIES & COMPANY**

**BoFA MERRILL LYNCH**  
**RAMIREZ & CO., INC.**

**CITI**  
**SOUTHWEST SECURITIES**

**COASTAL SECURITIES, INC.**  
**STIFEL, NICOLAUS & COMPANY,**  
**INCORPORATED**

**ATTACHMENT E**

**State Revolving Fund Revenue Bonds**

**STATE REVOLVING FUND****SENIOR LIEN REVENUE BONDS**

<b>Original Par Amount</b>	<b>Series Description</b>	<b>CUSIP Prefix</b>
\$ 150,000,000	Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1998A	882854
\$ 150,000,000	Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1999B	882854

**SUBORDINATE LIEN REVENUE BONDS**

\$ 309,240,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, (Variable Rate Refunding) Series 2007A	882854
\$ 203,050,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Series 2008A	882854
\$ 261,425,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Series 2008B	882854
\$ 224,975,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Sub-Series 2009A-1	882854
\$ 32,765,000	Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Refunding Bonds, Sub-Series 2009A-2	882854

**ANNUAL UPDATE OF QUANTITATIVE FINANCIAL  
INFORMATION AND OPERATING DATA FOR FISCAL YEAR 2011**

**Definitions**

Capitalized terms not defined in this **Attachment E** shall have the meanings assigned to such terms in the final official statements relating to the bonds, the covers of which are included in this Attachment.

**General**

As of August 31, 2011, the Board had seven outstanding Bond issues in the aggregate principal amount of \$924,743,000, as listed above. The total outstanding consisted of two Senior Lien issues of Prior Bonds (the Program Series 1998A Bonds and the Program Series 1999B Bonds), in the aggregate principal outstanding amount of \$121,435,000 and five Subordinate Lien issues (the Series 2007A Variable Rate Refunding Bonds, the Series 2008A Fixed Rate Bonds, the Series 2008B Fixed Rate Bonds, the Series 2009A, Sub-Series 2009A-1 Fixed Rate Bonds and the Series 2009A, Sub-Series 2009A-2 Fixed Rate Refunding Bonds) in the principal amount of \$803,308,000.

A Standby Bond Purchase Agreement is provided by JPMorgan Chase Bank, National Association in connection with the Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds (Variable Rate Refunding) Series 2007A.

As of August 31, 2011, debt obligations of the Trinity River Authority represent approximately 32% of the State Revolving Fund portfolio, of which 8.9% are insured. The City of Houston, Texas, represents approximately 21% of the State Revolving Fund portfolio, of which 71.66% are insured.

In 2003, the Texas Legislature authorized TWDB to fund a disadvantaged communities program within the CWSRF, which provides a means wherein the small disadvantaged communities can access capital at below market rates for infrastructure improvements. The program offers zero-interest or one percent loans to small disadvantaged communities. The program has had a total funding of \$220 million since 2005, including \$30 million for fiscal year 2011 and \$30 million for fiscal year 2012.

**Federal Stimulus Act.** On February 17, 2009, the American Recovery and Reinvestment Act of 2009 (“ARRA”) became law. Among its numerous provisions, the ARRA provides additional grant funds that may be distributed to the Board for use in its State Water Pollution Control Revolving Fund program in the amount of \$179,121,900. The ARRA also provides additional grant funds that may be distributed to the Board for use in its State Safe Drinking Water Revolving Fund program in the amount of \$160,656,000. The Board has applied for and received the State Water Pollution Control Revolving Fund and Drinking Water Revolving Fund grants. To date the Board has committed all of the funds provided under the State Water Pollution Control Revolving Fund and Drinking Water Revolving Fund ARRA grants and expects the funds for each grant to be drawn upon by September 2013.

### **Background on the State Revolving Fund**

As of August 31, 2011, the State Revolving Fund had received Capitalization Grant commitments of \$1,773,717,141.

As of August 31, 2011, the Board had transferred to the State Revolving Fund \$294,152,910 in proceeds of general obligation bonds to provide State Match, of which \$185,622,982 has been repaid. The Board is also authorized to issue revenue bonds to provide the State Match.

The State Revolving Fund is now entering its twenty-fourth year of operation. As of August 31, 2011, the Board has utilized funds on deposit in the State Revolving Fund to purchase \$5,571,915,088.80 original principal amount of Political Subdivision Bonds for deposit within the Portfolio Account of the State Revolving Fund of which 2,571,632,000 in principal remains outstanding. As of August 31, 2011, the Board has also committed to purchase an additional \$377,085,000 in principal amount of Political Subdivision Bonds for deposit within the Portfolio Account of the State Revolving Fund.

### **Political Subdivision Bonds**

As of August 31, 2011, the Political Subdivision Bonds held within the Portfolio Account of the State Revolving Fund include a range of credits. Below is a description of four categories of the security pledge of the Political Subdivision Bonds held within the State Revolving Fund Portfolio Account.

**General Obligation Bonds.** As of August 31, 2011, general obligations represent 2.65% (\$68,095,000 principal amount) of the closed Political Subdivision Bonds outstanding and on deposit within the State Revolving Fund and the committed Political Subdivision Bonds anticipated to be purchased for deposit in the State Revolving Fund.

**Revenue Obligation Bonds.** As of August 31, 2011, revenue obligations represent 60.99% (\$1,568,488,000 principal amount) of the closed Political Subdivision Bonds outstanding and on deposit within the State Revolving Fund and committed Political Subdivision Bonds anticipated to be purchased for deposit in the State Revolving Fund.

**Combination General Obligation and Revenue Obligation Bonds.** As of August 31, 2011, combination general obligation and revenue obligations represent 22.22% (\$571,464,000 principal amount) of the closed Political Subdivision Bonds outstanding and on deposit within the State Revolving Fund and committed Political Subdivision Bonds anticipated to be purchased for deposit in the State Revolving Fund.

**Contract Revenue Bonds.** As of August 31, 2011, contract revenue bonds represent 14.14% (\$363,585,000 principal amount) of the closed Political Subdivision Bonds outstanding and on deposit within the State Revolving Fund and committed Political Subdivision Bonds anticipated to be purchased for deposit in the State Revolving Fund.

As of August 31, 2011, the CWSRF program received a total of \$1,847,386,446.42 in prepayments (which represents \$1,823,523,733.54 in principal of which \$434,665,000 was received this fiscal year) from Political Subdivision Bonds. These prepayments may be applied to the redemption of Parity Obligations, Senior Lien Obligations or Subordinate Lien Obligations on or after the earliest practicable redemption dates to the extent such Parity Obligations, Senior Lien Obligations or Subordinate Lien Obligations are subject to optional redemption within 90 days of receipt by the Board of such prepayments. Any prepayments not applied to redeem obligations shall be used to purchase additional Political Subdivision Bonds or Government Obligations.

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TEXAS WATER DEVELOPMENT BOARD  
 CLEAN WATER STATE REVOLVING FUND  
 PROJECTED ANNUAL CASH FLOW COVERAGE  
 AS OF AUGUST 31, 2011

Operational Minimum DSC: 1.10  
 Lowest Total DSC: 3.44

Fiscal Year	Funds On Hand		Loan Receipts & Investment Projections (3)	Total Existing Senior Lien Debt Service (4)	Senior Lien Debt Service Coverage (5)	Total Existing Subordinate Lien Debt Service (4)	Combined Sr. & Sub. Debt Service Coverage (5)	Total Existing Match Bond Debt Service (4)	Total Debt Service Coverage (5)	Total Existing Debt Service Requirements (4)	Balance	Loan Receipts 6/1 - 8/31	Net Balance After Debt Service	Projected Fee Income (6)	Projected Operating Expenses
	Restricted To Debt Service & Prior Year Balance	Loan Receipts 9/1 - 5/31 (2)													
2012 (1)	\$103,569,923	\$117,708,680	\$78,128	\$6,318,425	35.03	\$46,384,364	4.20	\$11,649,805	3.44	\$64,352,594	\$157,004,137	\$38,489,016	\$195,493,152	\$6,176,243	\$4,599,748
2013	195,493,152	121,451,957	-	6,318,425	50.16	49,617,264	5.67	11,697,841	4.69	67,633,530	249,311,579	39,101,362	288,412,941	6,176,243	-
2014	288,412,941	129,733,405	73,719	6,318,425	66.19	55,687,826	6.74	11,716,755	5.67	73,723,006	344,497,059	40,892,193	385,389,252	6,176,243	-
2015	385,389,252	132,778,626	20,078,089	40,493,425	13.29	55,781,264	5.59	11,733,385	4.98	108,008,074	430,237,894	44,957,164	475,195,058	6,176,243	-
2016	475,195,058	135,710,437	20,078,089	33,007,850	19.12	58,271,364	6.91	11,771,860	6.12	103,051,074	527,932,510	51,876,835	579,809,346	6,176,243	-
2017	579,809,346	135,504,772	20,078,089	29,783,650	24.69	54,138,114	8.76	11,782,253	7.68	95,704,017	639,688,190	61,975,596	701,663,786	6,176,243	-
2018	701,663,786	134,986,698	20,078,089	6,299,750	135.99	74,976,964	10.54	11,791,918	9.21	93,068,632	763,659,941	66,661,141	830,321,081	6,176,243	-
2019	830,321,081	134,604,476	20,078,089	2,385,750	412.87	146,026,464	6.64	9,250,925	6.25	157,663,139	827,340,508	62,976,735	890,317,242	6,176,243	-
2020	890,317,242	130,126,745	20,078,089	55,890,138	12.46	55,890,138	12.46	8,425,516	11.32	91,933,904	948,588,173	62,842,267	1,011,430,439	6,176,243	-
2021	1,011,430,439	129,418,794	20,078,089	56,211,138	20.65	56,211,138	20.65	8,436,948	17.96	64,648,086	1,096,279,236	67,534,773	1,163,814,009	6,176,243	-
2022	1,163,814,009	125,591,620	20,078,089	61,994,800	21.12	61,994,800	21.12	8,463,953	18.59	70,458,753	1,239,024,965	67,342,208	1,306,367,173	6,176,243	-
2023	1,306,367,173	115,313,012	20,078,089	62,638,988	23.02	62,638,988	23.02	6,510,827	20.85	69,149,815	1,372,608,460	65,590,654	1,438,199,113	6,176,243	-
2024	1,438,199,113	111,194,794	20,078,089	66,524,068	23.59	66,524,068	23.59	6,523,189	21.49	73,047,276	1,496,424,720	65,195,222	1,561,619,943	6,176,243	-
2025	1,561,619,943	101,779,162	20,078,089	70,670,900	23.82	70,670,900	23.82	5,585,158	22.08	76,256,058	1,607,221,136	60,833,156	1,668,054,292	6,176,243	-
2026	1,668,054,292	81,779,449	20,078,089	68,238,438	25.94	68,238,438	25.94	5,619,284	23.96	73,857,721	1,696,054,109	60,683,376	1,756,737,485	6,176,243	-
2027	1,756,737,485	68,049,269	20,078,089	78,379,650	23.54	78,379,650	23.54	4,566,425	22.24	82,946,075	1,761,918,768	62,022,567	1,823,941,335	6,176,243	-
2028	1,823,941,335	58,045,271	20,078,089	60,949,438	31.21	60,949,438	31.21	2,815,900	29.83	63,765,338	1,838,299,357	55,172,826	1,893,472,183	6,176,243	-
2029	1,893,472,183	48,544,671	20,078,089	64,343,938	30.49	64,343,938	30.49	2,820,312	29.21	67,164,250	1,894,930,694	48,514,142	1,943,444,837	6,176,243	-
2030	1,943,444,837	42,722,170	20,078,089	18,116,250	110.74	18,116,250	110.74	2,506,531	97.28	20,622,781	1,985,622,315	50,054,264	2,035,676,578	6,176,243	-
2031	2,035,676,578	36,210,175	20,078,089	7,201,250	290.50	7,201,250	290.50	281,144	279.58	7,482,394	2,084,482,448	49,183,274	2,133,665,722	6,176,243	-
2032	2,133,665,722	32,511,886	20,078,089	3,151,750	693.66	3,151,750	693.66	-	693.66	3,151,750	2,183,103,947	47,938,561	2,231,042,508	6,176,243	-
2033	2,231,042,508	28,936,230	20,078,089	3,154,750	722.74	3,154,750	722.74	-	722.74	3,154,750	2,276,902,077	6,644,130	2,283,546,206	6,176,243	-
2034	2,283,546,206	28,527,476	20,078,089	3,157,000	738.72	3,157,000	738.72	-	738.72	3,157,000	2,328,994,772	7,138,826	2,336,133,598	6,176,243	-
2035	2,336,133,598	26,533,927	5,911,848	3,148,250	752.35	3,148,250	752.35	-	752.35	3,148,250	2,365,431,123	2,355,457	2,367,786,580	6,176,243	-
2036	2,367,786,580	26,084,875	5,911,848	3,153,750	760.93	3,153,750	760.93	-	760.93	3,153,750	2,396,629,554	2,363,554	2,398,993,107	6,176,243	-
2037	2,398,993,107	25,161,150	5,911,848	3,147,500	772.06	3,147,500	772.06	-	772.06	3,147,500	2,426,918,606	943,750	2,427,862,355	6,176,243	-
2038	2,427,862,355	25,122,122	5,911,848	3,144,750	781.91	3,144,750	781.91	-	781.91	3,144,750	2,455,751,575	948,224	2,456,699,799	6,176,243	-
2039	2,456,699,799	15,941,108	5,911,848	-	-	-	-	-	-	-	2,478,552,755	863,254	2,479,416,009	6,176,243	-
2040	2,479,416,009	8,754,488	5,911,848	-	-	-	-	-	-	-	2,494,082,345	367,996	2,494,450,341	6,176,243	-
2041	2,494,450,341	6,268,150	5,911,848	-	-	-	-	-	-	-	2,506,630,339	374,263	2,507,004,602	6,176,243	-
2042	2,507,004,602	202,998	5,911,848	-	-	-	-	-	-	-	2,513,119,447	389,998	2,513,509,445	6,176,243	-
2043	2,513,509,445	81	5,911,848	-	-	-	-	-	-	-	2,519,421,374	5,081	2,519,426,456	6,176,243	-
2044	2,519,426,456	-	5,911,848	-	-	-	-	-	-	-	2,525,338,304	-	2,525,338,304	6,176,243	-
2045	2,525,338,304	-	-	-	-	-	-	-	-	-	2,525,338,304	-	-	-	-
2046	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2047	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		\$2,315,298,670	\$460,832,116	\$158,543,950		\$1,234,100,386		\$153,949,929		\$1,546,594,265		\$1,192,231,861			

- (1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.
- (2) Represents loan receipts received from September 1st through May 31st to be used for debt service.
- (3) Represents the total income available from loan receipt and investment projections based on current fund balances.
- (4) Represents current debt service requirements.
- (5) Total revenue to debt ratio. Total revenue includes beginning fund balances, actual loan receipts received from September 1st thru May 31st, and projected loan receipt and investment projections.
- (6) Projected fee income is derived from fees charged to borrowers to cover the administrative costs of the program. The fees in all years are based upon the assumption that \$340,027,200 in principal amount of loans are made per year with charges of 1.85% of the loan amount. Fees are collected outside of the State Revolving Fund based upon state law. Borrowers are provided an additional reduction in loan rates to offset the charges. This is reflected in the cash flow loan rate assumptions.

**TEXAS WATER DEVELOPMENT BOARD  
CLEAN WATER STATE REVOLVING FUND  
PROJECTED SOURCES OF REVENUES  
AS OF AUGUST 31, 2011**

**Income to be Used Within the Same Fiscal Year**

<b>Fiscal Year</b>	<b>Loan Receipts 9/1 - 5/31 (2)</b>	<b>Projected Loan Receipts (3)</b>	<b>Projected Investment Income (4)</b>	<b>Total Projected Income to Pay Debt Service</b>	<b>Loan Receipts From 6/1 - 8/31 (2)</b>
2012 (1)	\$117,708,680	-	\$78,128	\$117,786,808	\$38,489,016
2013	121,451,957	-	-	121,451,957	39,101,362
2014	129,733,405	\$73,719	-	129,807,124	40,892,193
2015	132,778,626	20,078,089	-	152,856,716	44,957,164
2016	135,710,437	20,078,089	-	155,788,526	51,876,835
2017	135,504,772	20,078,089	-	155,582,861	61,975,596
2018	134,986,698	20,078,089	-	155,064,787	66,661,141
2019	134,604,476	20,078,089	-	154,682,565	62,976,735
2020	130,126,745	20,078,089	-	150,204,834	62,842,267
2021	129,418,794	20,078,089	-	149,496,883	67,534,773
2022	125,591,620	20,078,089	-	145,669,709	67,342,208
2023	115,313,012	20,078,089	-	135,391,101	65,590,654
2024	111,194,794	20,078,089	-	131,272,883	65,195,222
2025	101,779,162	20,078,089	-	121,857,251	60,833,156
2026	81,779,449	20,078,089	-	101,857,538	60,683,376
2027	68,049,269	20,078,089	-	88,127,358	62,022,567
2028	58,045,271	20,078,089	-	78,123,360	55,172,826
2029	48,544,671	20,078,089	-	68,622,761	48,514,142
2030	42,722,170	20,078,089	-	62,800,259	50,054,264
2031	36,210,175	20,078,089	-	56,288,264	49,183,274
2032	32,511,886	20,078,089	-	52,589,975	47,938,561
2033	28,936,230	20,078,089	-	49,014,319	6,644,130
2034	28,527,476	20,078,089	-	48,605,566	7,138,826
2035	26,533,927	5,911,848	-	32,445,775	2,355,457
2036	26,084,875	5,911,848	-	31,996,723	2,363,554
2037	25,161,150	5,911,848	-	31,072,998	943,750
2038	25,122,122	5,911,848	-	31,033,970	948,224
2039	15,941,108	5,911,848	-	21,852,956	863,254
2040	8,754,488	5,911,848	-	14,666,336	367,996
2041	6,268,150	5,911,848	-	12,179,998	374,263
2042	202,998	5,911,848	-	6,114,846	389,998
2043	81	5,911,848	-	5,911,929	5,081
2044	-	5,911,848	-	5,911,848	-
2045	-	-	-	-	-
2046	-	-	-	-	-
2047	-	-	-	-	-
	<b>\$2,315,298,670</b>	<b>\$460,753,988</b>	<b>\$78,128</b>	<b>\$2,776,130,785</b>	<b>\$1,192,231,861</b>

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

(2) Represents scheduled repayments of \$2,570,002,000 in outstanding principal amount of Political Subdivision Bonds as of August 31, 2011.

(3) Represents projected repayments from (a) \$3,423,284 in Board commitments which include \$313,845,000 in Tier II loans, \$62,030,000 in Tier III loans, and \$1,210,000 in Tier II Disadvantaged loans; and (b) \$113,714,508 in projected loans to be made with excess available program funds.

(4) Assumes investment income on fund balances at 0.03% for 8 months.

TEXAS WATER DEVELOPMENT BOARD  
 CLEAN WATER STATE REVOLVING FUND  
 DEBT SERVICE ON OUTSTANDING BONDS  
 AS OF AUGUST 31, 2011

Fiscal Year	Senior Lien Fixed Rate Bonds			Variable Rate Bonds (2)			Subordinate Lien Fixed Rate Bonds			Grand Total	State Match Fixed Rate Bonds (3)			Total Debt Service
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total		Principal	Interest	Total	
2012 (1)		\$6,318,425	\$6,318,425	-	\$77,026	\$77,026	\$11,275,000	\$35,032,338	\$46,307,338	\$46,384,364	\$6,395,590	\$5,254,214	\$11,649,805	\$64,352,594
2013	-	\$6,318,425	\$6,318,425	-	77,026	77,026	14,935,000	34,605,238	49,540,238	49,617,264	6,724,412	4,973,429	11,697,841	67,633,530
2014	-	\$6,318,425	\$6,318,425	-	77,026	77,026	21,675,000	33,935,800	55,610,800	55,687,826	7,048,853	4,667,902	11,716,755	73,723,006
2015	34,175,000	\$6,318,425	\$40,493,425	-	77,026	77,026	22,800,000	32,904,238	55,704,238	55,781,264	7,392,672	4,340,714	11,733,385	108,008,074
2016	28,520,000	\$4,487,850	\$33,007,850	-	77,026	77,026	26,405,000	31,789,338	58,194,338	58,271,364	7,781,818	3,990,042	11,771,860	103,051,074
2017	26,780,000	\$3,003,650	\$29,783,650	-	77,026	77,026	23,585,000	30,476,088	54,061,088	54,138,114	8,168,764	3,613,489	11,782,253	95,704,017
2018	4,680,000	\$1,619,750	\$6,299,750	-	77,026	77,026	45,570,000	29,329,938	74,899,938	74,976,964	8,578,419	3,213,500	11,791,918	93,068,632
2019	1,000,000	\$1,385,750	\$2,385,750	96,283,000	77,026	96,360,026	22,510,000	27,156,438	49,666,438	146,026,464	6,462,126	2,788,799	9,250,925	157,663,139
2020	26,280,000	\$1,338,250	\$27,618,250	-	-	-	29,755,000	26,135,138	55,890,138	55,890,138	5,950,882	2,474,634	8,425,516	91,933,904
2021	-	-	-	-	-	-	31,560,000	24,651,138	56,211,138	56,211,138	6,253,165	2,183,783	8,436,948	64,648,086
2022	-	-	-	-	-	-	38,935,000	23,059,800	61,994,800	61,994,800	6,590,893	1,873,060	8,463,953	70,458,753
2023	-	-	-	-	-	-	41,565,000	21,073,988	62,638,988	62,638,988	4,968,834	1,541,993	6,510,827	69,149,815
2024	-	-	-	-	-	-	47,570,000	18,954,088	66,524,088	66,524,088	5,225,702	1,297,487	6,523,189	73,047,276
2025	-	-	-	-	-	-	54,125,000	16,545,900	70,670,900	70,670,900	4,547,962	1,037,196	5,585,158	76,256,058
2026	-	-	-	-	-	-	54,430,000	13,808,438	68,238,438	68,238,438	4,806,288	812,995	5,619,284	73,857,721
2027	-	-	-	-	-	-	67,325,000	11,054,650	78,379,650	78,379,650	3,993,508	572,917	4,566,425	82,946,075
2028	-	-	-	-	-	-	53,310,000	7,639,438	60,949,438	60,949,438	2,436,810	379,090	2,815,900	63,765,338
2029	-	-	-	-	-	-	59,370,000	4,973,938	64,343,938	64,343,938	2,561,089	259,223	2,820,312	67,164,250
2030	-	-	-	-	-	-	16,100,000	2,016,250	18,116,250	18,116,250	2,374,602	131,928	2,506,531	20,622,781
2031	-	-	-	-	-	-	5,990,000	1,211,250	7,201,250	7,201,250	267,539	13,605	281,144	7,482,394
2032	-	-	-	-	-	-	2,240,000	911,750	3,151,750	3,151,750	-	-	-	3,151,750
2033	-	-	-	-	-	-	2,355,000	799,750	3,154,750	3,154,750	-	-	-	3,154,750
2034	-	-	-	-	-	-	2,475,000	682,000	3,157,000	3,157,000	-	-	-	3,157,000
2035	-	-	-	-	-	-	2,590,000	558,250	3,148,250	3,148,250	-	-	-	3,148,250
2036	-	-	-	-	-	-	2,725,000	428,750	3,153,750	3,153,750	-	-	-	3,153,750
2037	-	-	-	-	-	-	2,855,000	292,500	3,147,500	3,147,500	-	-	-	3,147,500
2038	-	-	-	-	-	-	2,995,000	149,750	3,144,750	3,144,750	-	-	-	3,144,750
2039	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2040	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2041	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2042	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2043	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2044	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2045	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2046	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2047	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	\$121,435,000	\$37,108,950	\$158,543,950	\$96,283,000	\$616,211	\$96,899,211	\$707,025,000	\$430,176,175	\$1,137,201,175	\$1,234,100,386	\$108,529,928	\$45,420,001	\$153,949,929	\$1,546,594,265

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

(2) Assumes an interest rate of 0.08% for variable rate bonds.

(3) State Match Bonds are paid only from interest repayments.

**TEXAS WATER DEVELOPMENT BOARD  
STATE REVOLVING FUND  
COMBINED CURRENT AND PROJECTED DEBT SERVICE SCHEDULES  
AS OF AUGUST 31, 2011**

<b>Fiscal Year Ending 8/31 (1)</b>	<b>Total Current Sr. Lien Bond Debt Service (2)</b>	<b>Total Current Sub. Lien Bond Debt Service (3)</b>	<b>Total Current Match Bond Debt Service (4)</b>	<b>Projected Match Bond Debt Service (5)</b>	<b>Total Proposed Debt Service</b>
2012	\$6,318,425	\$46,384,364	\$11,649,805	\$1,066,772	\$65,419,366
2013	6,318,425	49,617,264	11,697,841	1,189,821	68,823,352
2014	6,318,425	55,687,826	11,716,755	1,189,822	74,912,828
2015	40,493,425	55,781,264	11,733,385	1,189,821	109,197,895
2016	33,007,850	58,271,364	11,771,860	1,189,821	104,240,895
2017	29,783,650	54,138,114	11,782,253	1,189,821	96,893,838
2018	6,299,750	74,976,964	11,791,918	1,189,821	94,258,453
2019	2,385,750	146,026,464	9,250,925	1,189,821	158,852,960
2020	27,618,250	55,890,138	8,425,516	1,189,822	93,123,725
2021		56,211,138	8,436,948	1,189,821	65,837,907
2022		61,994,800	8,463,953	1,189,821	71,648,574
2023		62,638,988	6,510,827	1,189,821	70,339,635
2024		66,524,088	6,523,189	1,189,821	74,237,097
2025		70,670,900	5,585,158	1,189,821	77,445,879
2026		68,238,438	5,619,284	1,189,821	75,047,543
2027		78,379,650	4,566,425	1,189,821	84,135,895
2028		60,949,438	2,815,900	1,189,821	64,955,159
2029		64,343,938	2,820,312	1,189,821	68,354,071
2030		18,116,250	2,506,531	1,189,822	21,812,602
2031		7,201,250	281,144	1,189,819	8,672,214
2032		3,151,750			3,151,750
2033		3,154,750			3,154,750
2034		3,157,000			3,157,000
2035		3,148,250			3,148,250
2036		3,153,750			3,153,750
2037		3,147,500			3,147,500
2038		3,144,750			3,144,750
	<u>\$158,543,950</u>	<u>\$1,234,100,386</u>	<u>\$153,949,929</u>	<u>\$23,673,372</u>	<u>\$1,570,267,637</u>

(1) The Texas Water Development Board's fiscal year runs from 9/1 to 8/31.

(2) Reflects debt service on \$121,435,000 outstanding principal amount of Senior Lien Bonds as of August 31, 2011.

(3) Reflects debt service on \$803,308,000 outstanding principal amount of fixed and variable rate Subordinate Lien Bonds. The interest rate on the variable rate bonds varies monthly.

(4) Reflects debt service on \$108,529,928 outstanding principal amount of Match Bonds issued as matching funds for Federal Grants. The Match Bonds were issued as portions of the following issues:

(5) Reflects debt service on Federal Grant awarded subsequent to August 31, 2011.

<b>Development Fund General Obligation Bonds (6)</b>		
<b>Series</b>	<b>Amount Provided</b>	<b>Balance Outstanding as of 8/31/2011</b>
1986B	\$21,038,050.00	\$271.80
1988A	32,468,120.06	
1990A	28,950,488.58	
1993D	10,862,647.73	
1993I	19,489,779.58	
1994B	19,757,253.33	
1996B	11,165,372.72	1,506,108.73
1997B	13,951,810.00	6,894,824.47
1998A	25,000,000.00	11,715,000.00
2000	492,500.00	492,500.00
2000A	25,000,000.00	15,965,000.00
2002B	26,000,000.00	19,635,000.00
2002E	3,281,268.53	2,752,328.04
2003C	9,218,731.47	7,732,671.96
2004D	23,427,633.45	19,315,209.25
2005A	8,126,114.61	7,336,384.30
2006A	674,639.84	608,820.42
2008B	5,363,408.00	5,150,732.80
2009C-1	3,366,296.00	3,148,386.00
2009C-2	6,518,796.00	6,276,690.20
	<u>\$294,152,909.90</u>	<u>\$108,529,927.97</u>

(6) The Match Bonds represent a loan from the Board's Water Development Fund to the State Revolving Fund to meet federal requirements of state matching. This becomes an interfund debt in a junior lien position to the Senior and Subordinate debt.

## Top Ten Entities Funded by the Clean Water State Revolving Fund

(As of August 31, 2011)

Entity	Outstanding Balances of Loans Closed	Percentage Amount of Loan Balances
TRINITY RIVER AUTHORITY	\$816,885,000	31.79%
HOUSTON, CITY OF	\$551,975,000	21.48%
SAN ANTONIO WATER SYSTEM	\$273,310,000	10.63%
FORT WORTH, CITY OF	\$97,100,000	3.78%
EL PASO, CITY OF	\$71,218,000	2.77%
BELL CO WCID #1	\$33,135,000	1.29%
GARLAND, CITY OF	\$29,760,000	1.16%
AUSTIN, CITY OF	\$28,010,000	1.09%
MCALLEN, CITY OF	\$27,575,000	1.07%
ORANGE CO WCID #1	\$27,045,000	1.05%
<b>Top Ten Borrowers Totals</b>	<b>\$1,956,013,000</b>	<b>76.11%</b>

**State Revolving Fund Commitments  
(As of August 31, 2011)**

<b>Entity</b>	<b>Commitment Amount</b>
ALEDO, CITY OF	\$2,570,000
BRYAN, CITY OF	1,445,000
BURNET, CITY OF	10,710,000
BURNET, CITY OF	1,905,000
CLEVELAND, CITY OF	2,355,000
HARRIS CO MUD #33	2,195,000
KELLER CITY OF	5,835,000
PALESTINE, CITY OF	9,835,000
SAN ANTONIO WATER SYSTEM	19,630,000
TRINITY RIVER AUTHORITY	28,900,000
TRINITY RIVER AUTHORITY	45,370,000
TRINITY RIVER AUTHORITY	14,035,000
VINTON, VILLAGE OF	612,000
<b>Total Commitments</b>	<b><u>\$145,397,000</u></b>

## Clean Water State Revolving Fund

ATTACHMENT E

--Closed Loans--

8/31/2011

Borrower	Bond Description	Commitment Amount	Outstanding Balance	Final Maturity	Call Date	Loan Number
ALAMO, CITY OF	WWKS & SS REV BONDS SER 2007	\$4,000,000.00	\$3,490,000.00	01-Mar-27	01-Sep-17	L070015
ALEDO, CITY OF	TAX & WWKS & SS SURP REV CO SER 2009	\$675,000.00	\$675,000.00	15-Aug-42	15-Aug-19	L090036
ALEDO, CITY OF	TAX & WWKS & SS SURP REV CO SER 2010A	\$2,110,000.00	\$2,110,000.00	15-Aug-42	15-Aug-20	L090037
ALEDO, CITY OF	TAX & WWKS & SS SURP REV CO SER 2011A	\$3,345,000.00	\$3,345,000.00	15-Aug-42	15-Aug-21	L090038
ALICE, CITY OF	COMB TAX & SUR REV CO SER 2009	\$4,257,000.00	\$4,257,000.00	01-Feb-42	01-Feb-13	L100001
ALICE, CITY OF	COMB TAX & SURP REV CO SER 2010	\$2,054,000.00	\$2,054,000.00	01-Feb-42	01-Feb-13	L100041
ALTO, CITY OF	COMB TAX & UTLTY SYSTM REV CERT OF OBLGA SRS 1997	\$425,000.00	\$170,000.00	15-Jul-17	15-Jul-08	103700
ALVARADO, CITY OF	COMB TAX & REVENUE CERT OF OBLIGATION, SERIES 94	\$1,000,000.00	\$200,000.00	10-Jul-13	10-Jul-04	82900
ALVIN, CITY OF	WATER & SEWER SYSTEM REVENUE BONDS, SERIES 2001	\$6,650,000.00	\$5,180,000.00	01-Nov-23	01-Nov-11	122700
ALVORD, CITY OF	TAX & WWKS & SS REV CO'S SER 2004A	\$420,000.00	\$285,000.00	01-Oct-24	01-Oct-14	131800
ALVORD, CITY OF	TAX & WW & SS SURPLUS REV CERT OF OBLIG SER. 1996	\$390,000.00	\$160,000.00	01-Oct-16	01-Oct-06	94900
ANAHUAC, CITY OF	COMBINATION TAX & REVENUE CERT OF OBL, SERIES 1999	\$1,465,000.00	\$900,000.00	01-Aug-20	01-Feb-10	115100
ANGELINA & NECHES RA	CONTRACT REVENUE BONDS, SERIES 2001	\$3,100,000.00	\$2,215,000.00	01-Apr-21	01-Apr-12	121800
ANGELINA & NECHES RA	CONTRACT REVENUE BONDS, SERIES 1998	\$620,000.00	\$300,000.00	01-Feb-18	01-Apr-08	97800
ANGLETON, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2002	\$645,000.00	\$425,000.00	15-Aug-22	15-Aug-12	122800
ANTHONY, TOWN OF	COMB TAX & SURPLUS REV CO SER 2009A	\$4,000,000.00	\$4,000,000.00	15-Aug-39	15-Feb-20	L090001
ARANSAS PASS CITY OF	COMB TAX & SUBORDINATE LIEN REV CO SERIES 2005	\$1,115,000.00	\$850,000.00	01-Feb-25	01-Feb-15	136100
ARCOLA, CITY OF	COMB TAX & REV CO SER 2008A	\$1,380,000.00	\$1,315,000.00	01-Mar-38	15-Jun-18	L080047
ARLINGTON, CITY OF	W&WW REV BONDS SERIES 2010	\$13,885,000.00	\$13,195,000.00	01-Jun-30	01-Dec-20	L090035
AUBREY, CITY OF	COMB TAX & REV CO'S SERIES 2003	\$1,740,000.00	\$1,180,000.00	15-Aug-23	15-Aug-13	127200
AUSTIN, CITY OF	COMB UTIL SYS SUBOR LIEN REV BONDS,SERIES 1998B	\$10,000,000.00	\$4,770,000.00	15-Nov-17	15-Nov-08	109000
AUSTIN, CITY OF	W & WWS REV BONDS SER 2010	\$31,815,000.00	\$23,240,000.00	15-Nov-41	15-Nov-12	L100020
AZLE, CITY OF	WWKS & SS REV BONDS SERIES 2010	\$13,595,000.00	\$13,595,000.00	01-Feb-30	01-Feb-20	L100069
BACLIFF MUD	UNLIMITED TAX BONDS, SRS 2002	\$4,890,000.00	\$3,425,000.00	01-Sep-23	01-Sep-12	125900
BACLIFF MUD	UNLIMITED TAX BONDS, SRS 2004	\$4,890,000.00	\$3,870,000.00	01-Sep-25	01-Sep-14	126000
BARDWELL, CITY OF	COMB TAX & W&S SYS REV CERT OF OBLIG, SEREIS 1996	\$200,000.00	\$129,000.00	01-Aug-17	01-Aug-07	98300
BAYTOWN, CITY OF	COMB TAX & REV CO SERIES 2005	\$13,370,000.00	\$10,765,000.00	01-Feb-25	01-Aug-15	134100
BAYTOWN, CITY OF	COMB TAX & REV CO SERIES 2006B	\$19,700,000.00	\$15,980,000.00	01-Feb-26	01-Aug-16	134200
BAYVIEW MUD	UNLIMITED TAX & REVENUE BONDS, SERIES 1996A	\$490,000.00	\$210,000.00	01-Sep-16	01-Sep-06	96500
BELL CO WCID #1	SANITARY SS REV BONDS SERIES 2004	\$34,310,000.00	\$29,260,000.00	10-Jul-24	10-Jan-15	133400
BELL CO WCID #1	SPECIAL PROJ BONDS TAXABLE SERIES 2004B	\$5,215,000.00	\$3,875,000.00	10-Jul-24	10-Jan-15	133500
BELL CO WCID #2	UTIL SYST REV BONDS SER 2008	\$1,055,000.00	\$1,025,000.00	01-Sep-29	01-Sep-18	L080020
BELLS, CITY OF	COMB TAX & REV CO SERIES 1997 A	\$130,000.00	\$70,000.00	15-Feb-18	15-Feb-07	102800
BLOSSOM, CITY OF	TAX & UTILITY SYST REV CO'S, SERIES 1999	\$275,000.00	\$160,000.00	01-Jan-19	01-Jul-09	113200
BONHAM, CITY OF	COMB TAX & REV CO SERIES 2005A	\$1,675,000.00	\$1,250,000.00	15-Feb-26	15-Feb-16	136900
BRIDGEPORT, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2001	\$1,200,000.00	\$690,000.00	15-Aug-21	15-Feb-12	121300
BRIDGEPORT, CITY OF	COMB TAX & REV CO SERIES 2003	\$2,365,000.00	\$1,505,000.00	15-Aug-23	15-Feb-14	126600
BRIDGEPORT, CITY OF	UTILITY SYSTEM REVENUE BONDS, SERIES 1993	\$2,200,000.00	\$345,000.00	01-Jul-13	01-Jul-03	74800
BROWNSBORO, CITY OF	COMB TAX & REV CO SERIES 2004	\$700,000.00	\$490,000.00	15-Aug-24	15-Feb-14	130900
BRYAN, CITY OF	W & SS REV BONDS SERIES 2009B	\$1,270,000.00	\$1,040,000.00	01-Jul-19	01-Jul-19	L090075
BRYAN, CITY OF	WW & SS REV BONDS NEW SER 2011	\$15,685,000.00	\$15,685,000.00	01-Jul-30	01-Jul-21	L100094
BURNET, CITY OF	COMBO TAX & SUR REV CO'S SERIES 2010	\$11,425,000.00	\$11,425,000.00	01-Feb-40	01-Feb-20	L090014
CAMERON, CITY OF	COMB TAX & SURPLUS REV, CO, SRS 2003A	\$710,000.00	\$520,000.00	01-Feb-24	01-Aug-13	128300
CAMERON, CITY OF	COMB TAX & SURP REV CO SER 2004	\$1,800,000.00	\$1,360,000.00	01-Feb-24	01-Aug-14	132000
CAMPBELL, CITY OF	COMB TAX & REV CERTIFICATES OF OBLIG SERIES 1997	\$240,000.00	\$125,000.00	15-Aug-19	15-Feb-08	103300
CELINA, CITY OF	TAX & WWKS & SS REV CO SER 2008	\$4,480,000.00	\$1,835,000.00	01-Sep-28	01-Sep-17	L070067
CIBOLO CREEK MA	SPCL CNTRCT RVNE & SUBORDE LIEN REV OBLG, SRS 1997	\$2,250,000.00	\$1,190,000.00	01-Feb-19	01-Feb-09	104800
CIBOLO CREEK MA	REVENUE BONDS, SERIES 2002	\$1,500,000.00	\$880,000.00	10-Jul-22	10-Jan-13	127700
CIBOLO CREEK MA	Revenue Bonds Series 2004	\$6,415,000.00	\$4,570,000.00	10-Jul-24	10-Jan-15	130700
CIBOLO CREEK MA	REV BONDS SER 2010	\$2,745,000.00	\$2,645,000.00	10-Jul-31	10-Jan-20	L100026
CLEVELAND, CITY OF	WASTEWATER SYSTEM REVENUE BONDS, SERIES 1997	\$2,250,000.00	\$950,000.00	01-Feb-17	01-Jun-07	101200
CLEVELAND, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SRS 2000	\$1,960,000.00	\$1,290,000.00	01-Aug-20	01-Feb-11	120400
CLEVELAND, CITY OF	COMB TAX & REV CO SER 2009	\$555,000.00	\$515,000.00	01-Mar-29	01-Sep-19	L070083
CLEVELAND, CITY OF	COMB TAX & REV CO SER 2011	\$2,360,000.00	\$2,360,000.00	01-Mar-31	01-Sep-21	L070084

Clean Water State Revolving Fund

--Closed Loans--

8/31/2011

COLDSRING, CITY OF	COMB TAX & REVENUE CERTIFICATES OF OBLIG, SER'93	\$300,000.00	\$45,000.00	01-Aug-13	01-Aug-03	82400
COMMERCE, CITY OF	CERTIFICATES OF OBLIGATION SERIES 2007	\$2,005,000.00	\$1,600,000.00	15-Aug-27	15-Feb-18	L070054
COMMERCE, CITY OF	COMB TAX & REV CO SER 2010C	\$3,490,000.00	\$3,375,000.00	15-Feb-40	15-Feb-21	L090002
COMMODORE COVE ID	UNLIMITED TAX BONDS, SERIES 1995	\$490,000.00	\$180,000.00	15-Feb-16	15-Feb-05	92200
CORINTHIAN POINT MUD #2	SS COMBINATION UNLIMITED TAX & REV BONDS SER 1997A	\$1,310,000.00	\$505,000.00	01-Feb-17	01-Aug-07	101400
CORPUS CHRISTI, CITY OF	UTILITY SYST REV REFUND&IMPROV BONDS,SERIES 1999A	\$15,750,000.00	\$7,745,000.00	15-Jul-19	15-Jul-09	111800
CRANFILLS GAP, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2001	\$605,000.00	\$395,000.00	01-Sep-21	01-Sep-11	115500
DALHART, CITY OF	COMBO TAX & WW & SS REVENUE CO, SERIES 2002	\$5,870,000.00	\$3,655,000.00	15-Feb-22	15-Aug-12	124900
DALLAS CO WCID #6	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SRS 1998	\$3,865,000.00	\$1,895,000.00	01-Sep-18	01-Sep-08	107700
DAVENPORT RANCH MUD #1	UNLIMITED TAX BONDS, SERIES 1997	\$3,665,000.00	\$210,000.00	01-Sep-17	01-Sep-07	101500
DAYTON, CITY OF	COMB TAX & SUBORD LIEN REV CO SER 2006	\$8,500,000.00	\$8,175,000.00	01-Feb-28	01-Aug-16	L060032
DE LEON, CITY OF	COMB TAX & REV CO SER 2009	\$2,350,000.00	\$2,110,000.00	15-Feb-29	15-Feb-20	L090047
DEER PARK, CITY OF	WW & SS REVENUE BONDS, SRS 2002	\$5,000,000.00	\$3,000,000.00	01-Mar-23	01-Sep-12	127300
DEKALB, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SRS 1999	\$565,000.00	\$390,000.00	01-Dec-19	01-Dec-11	112300
DEL RIO, CITY OF	COMB TAX & REV CO SERIES 2003C	\$2,190,000.00	\$1,575,000.00	01-Jul-24	01-Jan-14	127400
DETROIT, CITY OF	WW & SS REVENUE BONDS, SERIES 2000	\$925,000.00	\$560,000.00	01-Jul-20	01-Jan-11	119600
DRIPPING SPRINGS, CITY OF	COMB TAX & JR. LIEN REV CO SERIES 2005	\$9,430,000.00	\$8,565,000.00	01-Jun-26	01-Dec-14	131000
EAGLE PASS, CITY OF	WW & SS REVENUE BONDS, SERIES 2003C	\$10,110,000.00	\$7,500,000.00	01-Dec-24	01-Jun-13	125700
EAGLE PASS, CITY OF	WW & SS REV BONDS, SRS 2004B	\$700,000.00	\$65,000.00	01-Dec-23	01-Dec-14	128100
EAGLE PASS, CITY OF	WW & SS REVENUE BONDS, SERIES 1992	\$2,795,000.00	\$485,000.00	01-Dec-12	01-Dec-02	77900
EAST CEDAR CREEK FWSD	UTILITY SYS REV BONDS SER 2004	\$1,500,000.00	\$1,145,000.00	01-Jan-25	01-Jan-15	134000
EASTLAND, CITY OF	COMB TAX & REV CO SERIES 2008A	\$975,000.00	\$905,000.00	15-Feb-29	15-Aug-18	L080050
EDINBURG, CITY OF	W & SS JR LIEN REV BONDS SERIES 2008	\$4,020,000.00	\$3,715,000.00	01-Mar-29	01-Mar-19	L070023
EL PASO, CITY OF	WATER AND SEWER REVENUE BONDS, SERIES 2001	\$16,265,000.00	\$10,465,000.00	01-Mar-22	01-Mar-12	119500
EL PASO, CITY OF	WATER & SEWER REVENUE BONDS, SERIES 2002	\$7,520,000.00	\$4,620,000.00	01-Mar-22	01-Mar-12	123100
EL PASO, CITY OF	W&SS REV BONDS SERIES 2003B	\$10,000,000.00	\$9,970,000.00	01-Mar-24	01-Mar-14	130800
EL PASO, CITY OF	W & SS REV BONDS SERIES 2005	\$10,000,000.00	\$8,020,000.00	01-Mar-26	01-Sep-15	136200
EL PASO, CITY OF	W & SS REV BONDS SER 2008A	\$14,000,000.00	\$13,990,000.00	01-Mar-29	01-Sep-18	L080076
EL PASO, CITY OF	W & SS REV BONDS SER 2008B	\$22,000,000.00	\$21,990,000.00	01-Mar-29	01-Sep-18	L080077
EL PASO, CITY OF	MUNI UTIL SYST REV BONDS SER 2009	\$2,163,000.00	\$2,163,000.00	01-Mar-31	01-Mar-12	L100021
EVADALE WCID #1	TAX & SEWER SYSTEM REVENUE BONDS, SRS 2001	\$1,550,000.00	\$1,000,000.00	01-Jul-22	01-Jul-12	113300
FAIRFIELD, CITY OF	COMB TAX & REV CO'S, SRS 2002	\$4,415,000.00	\$2,880,000.00	01-Sep-22	01-Mar-13	126700
FIRST COLONY MUD #9	WW & SS COMB UNLTD TAX & REV BONDS, SERIES 1998	\$4,000,000.00	\$95,000.00	01-Oct-18	01-Oct-08	101800
FLATONIA, CITY OF	COMB TAX AND REV CERTIF OF OBLIGA SERIES 1998	\$665,000.00	\$290,000.00	15-Feb-18	15-Feb-09	105100
FORT BEND CO FWSD #1	SANITARY SWR SYST UNLTD TAX BONDS SER 2006A	\$6,935,000.00	\$5,800,000.00	15-Aug-27	15-Aug-16	132800
FORT BEND CO FWSD #1	UNLTD TAX BONDS SER 2010	\$5,285,000.00	\$5,285,000.00	15-Aug-39	15-Aug-20	L100027
FORT WORTH, CITY OF	WATER & SWR SYSTEM SUBORD LIEN REV BONDS, SRS 2001	\$8,080,000.00	\$4,740,000.00	01-Mar-21	01-Sep-11	120100
FORT WORTH, CITY OF	WATER & SEWER SYS SUB LIEN REV BONDS, SERIES 2002	\$34,310,000.00	\$21,745,000.00	01-Mar-22	01-Sep-12	122300
FORT WORTH, CITY OF	W&SS SUBORD LIEN REV BONDS SER 2005	\$7,890,000.00	\$5,770,000.00	01-Mar-25	01-Mar-15	132700
FORT WORTH, CITY OF	W&WW SYS SUBORD LIEN REV BONDS SER 2005A	\$11,500,000.00	\$9,055,000.00	01-Mar-25	01-Dec-15	133000
FORT WORTH, CITY OF	W&WW SYST SUBORD LIEN REV BONDS SERIES 2007A	\$33,560,000.00	\$29,095,000.00	01-Mar-27	01-Sep-17	L070070
FORT WORTH, CITY OF	WWKS & SS REV BONDS SERIES 2010B	\$28,000,000.00	\$26,695,000.00	15-Feb-30	15-Aug-20	L090003
GALVESTON CO MUD #12	UNLIMITED TAX BONDS, SERIES 1996A	\$1,820,000.00	\$845,000.00	01-Sep-15	01-Sep-05	92800
GALVESTON CO WCID #1	REVENUE NOTES, SERIES 2002A	\$6,395,000.00	\$4,180,000.00	01-Mar-22	01-Sep-12	119100
GALVESTON CO WCID #12	UNLIMITED TAX SEWER BONDS, SERIES 1998A	\$515,000.00	\$25,000.00	01-Sep-18	15-Apr-08	107200
GALVESTON CO WCID #12	UNLIMITED TAX BONDS, SERIES 1996	\$1,920,000.00	\$120,000.00	01-Sep-16	01-Sep-06	93000
GARLAND, CITY OF	W & SS REVENUE BONDS, SERIES 2004	\$38,485,000.00	\$29,760,000.00	01-Mar-24	01-Sep-14	129600
GREATER TEXOMA UA	CONTRACT REVENUE BONDS, SER '97 (ECTOR PROJECT)	\$300,000.00	\$125,000.00	01-Apr-17	01-Jun-07	101000
GREATER TEXOMA UA	CONTRACT REVENUE BONDS, SERS 98 (SAVOY)	\$155,000.00	\$70,000.00	01-Apr-18	01-Mar-08	105500
GREATER TEXOMA UA	CONTRACT REVENUE BONDS, SERIES 2000 (TOM BEAN)	\$500,000.00	\$445,000.00	01-Jul-20	01-Jan-11	113500
GREATER TEXOMA UA	CONTRACT REVENUE BONDS, SERIES 2001 (GUNTER)	\$150,000.00	\$100,000.00	01-Apr-21	01-Dec-09	114600
GREATER TEXOMA UA	CONTRACT REVENUE BONDS (WHITEWRIGHT) SERIES 1999	\$150,000.00	\$100,000.00	01-Oct-20	01-Apr-10	114800
GREATER TEXOMA UA	CONTRACT REV BONDS, SRS 2002A (VAN ALSTYNE)	\$955,000.00	\$650,000.00	01-Jun-22	01-Dec-12	126100
GREATER TEXOMA UA	CONTRACT REV BONDS, SRS 2002A (SHERMAN)	\$3,440,000.00	\$2,405,000.00	01-Oct-21	01-Oct-12	126200
GREATER TEXOMA UA	CONTRACT REV BONDS, SRS 2002 (LEONARD)	\$865,000.00	\$570,000.00	01-Oct-21	01-Oct-12	126300

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--Closed Loans--

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GREATER TEXOMA UA	CONTRACT REVENUE BONDS, SRS 2003A	\$1,035,000.00	\$950,000.00	01-Oct-22	01-Apr-13	127800
GREATER TEXOMA UA	CONTRACT REV BONDS, SER 93-A (VALLEY VIEW)	\$350,000.00	\$55,000.00	01-Apr-13	01-Apr-03	83100
GREATER TEXOMA UA	CONTRACT REV BONDS SERIES 2006	\$400,000.00	\$330,000.00	01-Jun-26	01-Jun-16	L060018
GREATER TEXOMA UA	CONTRACT REVENUE BONDS SERIES 2006	\$3,870,000.00	\$3,150,000.00	01-Jun-26	01-Dec-16	L060048
GREATER TEXOMA UA	CONTRACT REVENUE BONDS SERIES 2007	\$3,430,000.00	\$3,070,000.00	01-Jun-28	01-Dec-17	L060049
GREATER TEXOMA UA	CONTRACT REV BONDS SER 2008	\$3,710,000.00	\$3,280,000.00	01-Oct-27	01-Apr-18	L080022
GREATER TEXOMA UA	CONTRACT REV BONDS, SER 2009	\$2,705,000.00	\$2,655,000.00	01-Oct-29	01-Oct-19	L080067
GREATER TEXOMA UA	CONTR REV BONDS (MELISSA) SER 2009B	\$1,400,000.00	\$1,390,000.00	01-Jun-29	01-Dec-19	L090107
GREATER TEXOMA UA	CONTR REV BONDS SER 2009A	\$3,975,000.00	\$3,975,000.00	01-Oct-29	01-Oct-19	L090109
GREENVILLE, CITY OF	WW & SS REVENUE BONDS SERIES 2008	\$20,000,000.00	\$19,180,000.00	15-Feb-30	15-Feb-18	L080006
GREENWOOD UD	WW & SS COMB UNLTD TAX & REVENUE BONDS, SRS 1998A	\$2,465,000.00	\$755,000.00	01-Aug-17	01-Feb-08	105600
GROESBECK, CITY OF	CERTIFICATES OF OBLIGATION SERIES 2007	\$2,000,000.00	\$1,600,000.00	15-Feb-27	15-Aug-17	L070056
GROVES, CITY OF	CO SERIES 2004	\$715,000.00	\$615,000.00	01-Sep-26	01-Sep-15	134900
GROVES, CITY OF	CO Series 2006	\$5,000,000.00	\$4,460,000.00	01-Sep-27	01-Mar-16	137900
HALLSVILLE, CITY OF	WATERWKS & SS SUBRODINATE LEIN REV BONDS, SRS 1998	\$2,250,000.00	\$1,325,000.00	01-May-19	01-Nov-08	109100
HALTOM CITY, CITY OF	WW & SS JUNIOR LIEN REVENUE BONDS, SERIES 2002	\$3,120,000.00	\$1,380,000.00	01-Feb-22	01-Feb-13	113900
HARDIN CO WCID #1	UNLIMITED TAX & REVENUE BONDS, SERIES 1996B	\$2,100,000.00	\$990,000.00	15-Aug-17	15-Aug-05	95000
HARRIS CO FWSD #47	WTRWKS & SWR SYS REV BONDS, SERIES 2008A	\$4,365,000.00	\$4,210,000.00	01-Sep-28	01-Sep-18	L080062
HARRIS CO MUD #148	UNLIMITED TAX BONDS SERIES 2009A	\$2,855,000.00	\$2,855,000.00	01-Apr-31	01-Apr-20	L090050
HARRIS CO MUD #46	UNLTD TAX BONDS SER 2009	\$2,275,000.00	\$2,265,000.00	01-May-32	01-Nov-19	L080057
HARRIS CO MUD #50	WWKS & SS COMB UNLTD TAX & REV BONDS SER 2007	\$1,500,000.00	\$1,335,000.00	01-Mar-28	01-Sep-17	L070043
HARRIS CO WCID #136	WATERWORKS & SEWER SYSTEM REVENUE BONDS SRS 1997	\$565,000.00	\$230,000.00	01-Apr-17	01-Jun-07	100900
HARRIS CO WCID #36	UNLIMITED TAX BONDS, SERIES 2001	\$5,000,000.00	\$3,280,000.00	15-Sep-21	15-Sep-11	122100
HARRIS CO WCID #36	UNLTD TAX BONDS SER 2008	\$5,000,000.00	\$4,795,000.00	15-Sep-28	01-Mar-18	L080013
HARRIS CO WCID #84	UNLIMITED TAX BONDS, SERIES 1992	\$2,075,000.00	\$190,000.00	01-Aug-12	01-Aug-02	80500
HARRIS CO WCID #89	UNLIMITED TAX BONDS SERIES 2009	\$7,565,000.00	\$7,315,000.00	01-Oct-29	01-Oct-19	L070107
HIDALGO CO MUD #1	WWKS & SS REV BONDS SER 2008A	\$3,520,000.00	\$3,290,000.00	15-Feb-39	15-Feb-18	L080052
HILLCREST VILLAGE, CITY OF	COMBINATION TAX & REVENUE CERT OF OBL, SERIES 2000	\$300,000.00	\$150,000.00	15-Mar-19	15-Mar-10	115200
HONEY GROVE, CITY OF	TAX & REVENUE CERTIFICATES OF OBLIGATION, SRS 1999	\$1,000,000.00	\$555,000.00	01-Sep-19	01-Sep-09	113600
HOUSTON, CITY OF	WATER & SWR SYSTM JR LIEN REV REFND BND SRS 1997E	\$175,000,000.00	\$0.00	01-Dec-18	01-Dec-07	103800
HOUSTON, CITY OF	WATER & SS JUNIOR LIEN REVENUE BONDS, SERIES 2004-A-2	\$96,705,000.00	\$93,680,000.00	01-Dec-24	01-Dec-14	128200
HOUSTON, CITY OF	WATER & SS JUNIOR LIEN REVENUE BONDS, SERIES 2004-A-1	\$84,385,000.00	\$80,435,000.00	01-Dec-24	01-Dec-14	129800
HOUSTON, CITY OF	COMBINED UTILITY SYS FIRST LIEN REV & REF BONDS SERIES 2006A	\$69,595,000.00	\$67,095,000.00	15-May-26	15-May-16	132500
HOUSTON, CITY OF	COMBINED UTILITY SYS FIRST LIEN REV & REF BONDS SERIES 2006	\$61,545,000.00	\$59,045,000.00	15-May-26	15-May-16	132600
HOUSTON, CITY OF	W & SS First Lien Rev Bonds Series 2008B	\$45,050,000.00	\$43,850,000.00	15-Nov-37	15-May-18	L060013
HOUSTON, CITY OF	W&SS First Lien Revenue Bonds Series 2008C	\$52,650,000.00	\$51,450,000.00	15-Nov-37	15-May-18	L060016
HOUSTON, CITY OF	COMB UTIL SYST REV BONDS SERIES 2008-E	\$61,545,000.00	\$60,545,000.00	15-Nov-38	15-Nov-18	L070016
HOUSTON, CITY OF	COMB UTIL SYST FIRST LIEN REV BONDS SER 2010A	\$15,110,000.00	\$14,835,000.00	15-Nov-39	15-May-20	L080012
HOUSTON, CITY OF	COMB UTIL SYST FIRST LIEN REV BONDS SERIES 2011C	\$58,245,000.00	\$58,245,000.00	15-Nov-40	15-Nov-21	L090006
HOUSTON, CITY OF	COMB UTIL SYST FIRST LIEN REV BONDS SERIES 2011B	\$22,795,000.00	\$22,795,000.00	15-Nov-40	15-Nov-21	L100067
HUMBLE, CITY OF	COMB TAX & REV CERT OF OBL SERIES 1998	\$4,800,000.00	\$2,390,000.00	01-Mar-19	01-Mar-09	108000
HUNTERS GLEN MUD	UNLIMITED TAX AND REVENUE BONDS, SERIES 1998	\$1,885,000.00	\$1,230,000.00	01-Apr-15	10-Jul-08	108100
HUTTO, CITY OF	TAX & WW & SS SUB LIEN REV CO'S SERIES 2011A	\$2,520,000.00	\$2,520,000.00	01-Aug-36	01-Aug-21	L110003
INGLESIDE, CITY OF	WW & SS REVENUE BONDS, SERIES 2002	\$2,915,000.00	\$1,660,000.00	01-Feb-22	01-Feb-13	119300
INGRAM, CITY OF	TAX & SURP REV CO SER 2009	\$837,000.00	\$737,000.00	15-Feb-40	15-Feb-11	L100002
JACINTO CITY, CITY OF	CERTIFICATES OF OBLIGATION, SRS 2002	\$7,255,000.00	\$5,590,000.00	01-May-24	01-Nov-12	125600
JARRELL, CITY OF	TAX & REV CO SERIES 2006	\$7,895,000.00	\$7,345,000.00	01-Aug-26	01-Aug-16	L060022
JARRELL, CITY OF	COMB TAX & REV CO SER 2008	\$1,520,000.00	\$1,485,000.00	01-Aug-38	01-Aug-18	L090010
JASPER, CITY OF	COMB TAX & REV CERT OF OBLIGATION SERIES 1997	\$2,495,000.00	\$1,110,000.00	15-Feb-18	15-Dec-07	103600
JEFFERSON CO WCID #10	UNLTD TAX BONDS SER 2010	\$2,750,000.00	\$2,700,000.00	15-Aug-30	15-Aug-20	L100028
JOHNSON CO SUD (FORMERLY JOHNSON CO FWSD NO. 1)	SEWER SYSTEM REVENUE BONDS, SERIES 1996	\$1,640,000.00	\$605,000.00	15-May-16	15-May-06	97500
KAUFMAN, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2002	\$2,455,000.00	\$1,555,000.00	15-Feb-22	15-Feb-12	124400
KAUFMAN, CITY OF	COMB TAX & REV CO'S, SERIES 2005	\$1,325,000.00	\$1,025,000.00	15-Aug-25	15-Aug-15	127500
KENDALL CO WCID #1	REVENUE NOTES, SERIES 2000	\$2,500,000.00	\$1,435,000.00	01-Jan-20	01-Jan-10	117900
KERMIT, CITY OF	CO SERIES 2008	\$4,595,000.00	\$4,025,000.00	15-Feb-28	15-Aug-18	L080004

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KINGSVILLE, CITY OF	UTILITY SYSTEM REVENUE BONDS, SERIES 1995	\$2,000,000.00	\$190,000.00	15-Apr-12	15-Apr-03	87200
LA COSTE, CITY OF	WATERWORKS AND SEWER SYSTEM REVENUE BONDS, SER'93	\$665,000.00	\$105,000.00	01-Feb-13	01-Feb-03	77700
LA FERIA, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SERIES 2004-A	\$385,000.00	\$385,000.00	15-Sep-25	15-Mar-15	115000
LA JOYA, CITY OF	W & WWS FIRST LIEN REV BONDS SERIES 2007	\$2,155,000.00	\$1,811,000.00	01-Mar-27	01-Mar-17	L060030
LA JOYA, CITY OF	W & WW SYS 1ST LIEN REV BONDS SERIES 2009	\$4,565,000.00	\$4,410,000.00	01-Sep-39	01-Sep-19	L060031
LA MARQUE, CITY OF	WW & SS REV BONDS, SERIES 1998	\$4,600,000.00	\$2,855,000.00	01-Sep-18	01-Sep-08	108200
LA MARQUE, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SER 1996	\$4,440,000.00	\$2,110,000.00	01-Sep-16	01-Mar-06	95700
LAKE WORTH, CITY OF	UTIL SYST REV BONDS SER 2009	\$290,000.00	\$257,000.00	01-Feb-30	01-Feb-11	L100003
LAKEWAY MUD	WTR & SWR SYTM COMB UNLMTD TAX & REV BND SRS 1997	\$3,040,000.00	\$1,365,000.00	01-Sep-17	01-Sep-09	102600
LAMPASAS, CITY OF	COMB TAX & REV CERT OF OBLIG, SERIES 1998	\$1,040,000.00	\$485,000.00	15-Aug-18	15-Feb-09	98900
LIBERTY HILL CITY OF	COMB TAX & JR LIEN REV CO SER 2006A	\$1,345,000.00	\$1,200,000.00	01-Sep-27	01-Mar-17	L070009
LIBERTY HILL CITY OF	COMB TAX & JR LIEN REV CO SER 2006B	\$6,785,000.00	\$6,055,000.00	01-Sep-27	01-Mar-17	L070010
LIBERTY, CITY OF	TAX & REV CO SER 2007	\$8,100,000.00	\$7,095,000.00	01-Mar-28	01-Sep-17	L070072
LITTLEFIELD, CITY OF	COMBINATION TAX & REV CERTS OF OBLIGATION SER '97	\$2,565,000.00	\$1,020,000.00	15-Feb-17	15-Feb-07	101100
LITTLEFIELD, CITY OF	COMB TAX & REV CO SER 2006	\$1,910,000.00	\$1,615,000.00	15-Feb-27	15-Feb-17	L060035
LORAIN, CITY OF	COMB TAX & WWKS & SS SURPLUS REV CO'S, SRS 2001	\$665,000.00	\$500,000.00	01-Sep-23	01-Mar-12	121900
LORENA, CITY OF	Tax & Rev CO Series 2007	\$2,260,000.00	\$2,020,000.00	01-Jul-28	01-Jul-17	L060002
LORENZO, CITY OF	COMB TAX AND REV CERT OF OBLIGATION, SERIES 1998	\$705,000.00	\$355,000.00	15-Aug-19	15-Aug-09	106100
LOS FRESNOS, CITY OF	COMB TAX & SUBORDINATE LIEN REV CO SERIES 2009	\$4,975,000.00	\$4,965,000.00	01-Feb-39	01-Feb-19	L070108
LOVELADY, CITY OF	TAX & UTIL SYS SURPLUS REV CERT OF OBLG, SER 1994	\$330,000.00	\$95,000.00	01-May-15	01-May-05	76400
LOWER VALLEY WD	UTIL SYST REV BONDS SERIES 2007	\$20,600,000.00	\$18,240,000.00	15-Sep-27	15-Mar-17	L070008
LUMBERTON MUD	SANITARY SS COMB TAX & REV BONDS,SERIES 1998	\$5,200,000.00	\$2,280,000.00	15-Aug-18	15-Aug-07	109300
LUMBERTON MUD	SANITARY SEWER SYSTEM COMB TAX & REV BONDS SERIES 2005	\$8,765,000.00	\$7,405,000.00	15-Aug-27	15-Aug-15	136000
MACEDONIA-EYLAU MUD #1	REVENUE BONDS, SERIES 1998	\$225,000.00	\$100,000.00	01-Jul-18	01-Jan-09	99500
MANVEL, CITY OF	COMB TAX & REV CO SERIES 2005	\$845,000.00	\$780,000.00	15-Aug-26	15-Aug-15	135600
MARBLE FALLS, CITY OF	COMB TAX & SUB LIEN REV CO SERIES 2005	\$2,950,000.00	\$2,260,000.00	01-Feb-25	15-Feb-15	131100
MARFA, CITY OF	WWKS & WW REV BONDS SER 2007	\$1,265,000.00	\$1,115,000.00	15-Mar-26	15-Sep-17	L070053
MARLIN, CITY OF	Comb Tax & Rev CO'S SERIES 2005A	\$2,255,000.00	\$2,195,000.00	01-Jul-26	01-Jul-15	136500
MART, CITY OF	COMB TAX AND REV CERT OF OBLIGATION, SERIES 1998 B	\$810,000.00	\$635,000.00	01-Sep-18	10-Jan-08	105300
MAURICEVILLE SUD	UTILITY SYTEM REVENUE BONDS SERIES 1996B	\$925,000.00	\$585,000.00	15-Nov-18	15-Nov-05	90900
MAURICEVILLE SUD	UTILITY SYSTEM REVENUE BONDS, SERIES 1997B	\$9,340,000.00	\$6,405,000.00	15-Nov-18	15-Nov-07	93900
MCALLEN, CITY OF	WWKS & SS REV BONDS SER 2009	\$39,485,000.00	\$29,205,000.00	01-Feb-40	01-Feb-11	L100042
MEADOWHILL REGIONAL MUD	WW & SS COMB UNLIMITED TAX & REV BONDS, SERIES 95	\$1,460,000.00	\$865,000.00	01-Oct-15	01-Oct-05	91800
MERCEDES, CITY OF	COMB TAX & SUBORD LIEN REV CO SER 2006	\$1,265,000.00	\$930,000.00	15-Feb-27	15-Aug-16	137200
MERCEDES, CITY OF	COMB TAX & SUBORD LIEN REV CO SERIES 2008	\$7,530,000.00	\$6,950,000.00	15-Feb-29	01-Oct-18	L070068
MEXIA, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2002B	\$5,420,000.00	\$3,470,000.00	15-Aug-22	15-Aug-12	124300
MISSION, CITY OF	WW & SEWER SYSTEM JUNIOR LIEN REV BONDS SERIES 95B	\$2,032,000.00	\$577,000.00	01-Apr-15	01-Apr-05	77200
MONTGOMERY CO MUD # 15	UNLIMITED TAX AND REVENUE BONDS, SERIES 1998	\$675,000.00	\$480,000.00	01-Mar-17	01-Sep-08	107100
MONTGOMERY CO MUD # 15	UNLIMITED TAX AND REVENUE BONDS, SERIES 1997	\$815,000.00	\$675,000.00	01-Mar-17	01-Mar-07	90200
MONTGOMERY CO UD #3	COMB UNLIMITED TAX & REVENUE BONDS,SERIES 1998	\$1,290,000.00	\$560,000.00	01-Apr-15	01-Jul-08	108400
MOUNT CALM, CITY OF	WATER & WASTEWATER REVENUE BONDS, SERIES 1998	\$400,000.00	\$400,000.00	01-Sep-19	01-Sep-08	106300
MOUNT VERNON, CITY OF	COMB TAX & REVENUE CERTIFICATES OF OB, SRS 1998	\$1,520,000.00	\$765,000.00	01-Sep-18	01-Sep-08	107500
NACOGDOCHES, CITY OF	WWKS & SS REVENUE BONDS SER '04	\$10,365,000.00	\$7,615,000.00	01-Mar-25	01-Mar-14	131500
NEW CANEY MUD	UNLIMITED TAX BONDS, SERIES 2003	\$380,000.00	\$310,000.00	01-Apr-24	01-Oct-13	122200
NEW CANEY MUD	UNLIMITED TAX BONDS SERIES 2004	\$3,095,000.00	\$3,070,000.00	01-Apr-26	01-Apr-15	130400
NEW CANEY MUD	COMBINATION UNLIMITED TAX & JR LIEN REV BONDS,SR95	\$1,720,000.00	\$685,000.00	01-Apr-15	01-Apr-05	92700
NEWTON, CITY OF	UTILITY SYSTEM REVENUE BONDS, SERIES 1998	\$1,855,000.00	\$890,000.00	15-Mar-19	15-Mar-09	107300
OAK RIDGE NORTH, CITY OF	COMB TAX & REV CO SER 2009	\$4,600,000.00	\$4,600,000.00	01-Apr-34	01-Oct-19	L090040
ODEM, CITY OF	COMBINATION TAX & JR LIEN REV CO'S, SRS 2002	\$1,940,000.00	\$1,385,000.00	01-Aug-23	01-Aug-13	122000
OLNEY, CITY OF	COMB TAX & REV CO'S, SRS 2002B	\$265,000.00	\$185,000.00	01-Sep-22	01-Mar-13	124500
ORANGE CO WCID #1	UNLTD TAX BONDS SER 2007	\$2,500,000.00	\$2,320,000.00	15-Feb-29	15-Feb-18	L070105
ORANGE CO WCID #1	Unlimited Tax Bonds, Series 2009	\$11,115,000.00	\$11,115,000.00	15-Feb-31	15-Aug-19	L070106
ORANGE CO WCID #1	REVENUE NOTES SERIES 2011	\$13,610,000.00	\$13,610,000.00	15-Aug-31	15-Aug-21	L080003
ORANGE CO WCID #2	WATERWORKS SS JUNIOR LIEN REVENUE BONDS, SER 1996	\$3,890,000.00	\$1,405,000.00	01-Mar-15	01-Sep-06	96000
ORANGE GROVE, CITY OF	COMB TAX & JR LIEN REV CERT OF OBLIG, SERIES 95	\$400,000.00	\$140,000.00	15-Aug-16	15-Aug-05	91200

## Clean Water State Revolving Fund

ATTACHMENT E

--Closed Loans--

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PADUCAH, CITY OF	COMB TAX & REV CO SERIES 2008	\$945,000.00	\$905,000.00	15-Feb-38	15-Aug-18	L080063
PALESTINE, CITY OF	WW & SS REVENUE BONDS, SRS 2003	\$3,745,000.00	\$3,210,000.00	15-Jul-22	15-Jul-13	126400
PALESTINE, CITY OF	WW & SS REV BONDS, SERIES 2006	\$860,000.00	\$665,000.00	15-Jul-25	15-Jul-16	130300
PALESTINE, CITY OF	WWKS & SS REV BONDS SERIES 2007	\$4,665,000.00	\$3,865,000.00	15-Jul-27	15-Jul-17	136400
PALESTINE, CITY OF	WATERWORKS & SEWER SYSTEM JR LIEN REV BONDS,SER95A	\$6,545,000.00	\$1,725,000.00	15-Jul-15	15-Jul-04	92600
PALESTINE, CITY OF	WWKS & SS REV BONDS SER 2009	\$600,000.00	\$550,000.00	15-Jul-29	15-Jan-20	L070021
PANHANDLE, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2002	\$1,875,000.00	\$1,190,000.00	15-Feb-22	15-Feb-13	126500
PARKWAY UTILITY DISTRICT	WW & SS COMB UNLTD TAX & REVENUE BONDS, SRS 1998B	\$3,965,000.00	\$1,065,000.00	01-Mar-17	01-Mar-08	105700
PASADENA, CITY OF	WTRWKS & SEWER SYSTEM REVENUE BONDS, SERIES 1998A	\$31,370,000.00	\$2,175,000.00	01-Apr-19	01-Jun-08	108500
PECOS CITY, TOWN OF	W & WWS REV BONDS SER 2008	\$6,870,000.00	\$6,325,000.00	15-Mar-34	15-Sep-18	L080065
PHARR, CITY OF	Wwks & SS Rev Bonds Series 2007	\$29,000,000.00	\$26,815,000.00	01-Sep-27	01-Sep-17	L060006
PINE VILLAGE PUD	WW&SS COMB UNLMTD TAX & REV BONDS, SERIES 2000B	\$845,000.00	\$790,000.00	01-Mar-20	01-Mar-10	117300
PINE VILLAGE PUD	WW & SS COMB UNLTD TX & REVENUE BONDS, SERIES 1995	\$810,000.00	\$250,000.00	01-Sep-14	01-Sep-05	85000
POINT CITY OF	TAX & REV CO SERIES 2005	\$1,370,000.00	\$1,130,000.00	01-Jul-25	01-Jan-16	136800
POLK CO FWSD #2	SEWER SYSTEM REVENUE BONDS, SERIES 2002	\$1,955,000.00	\$1,910,000.00	10-Jul-22	10-Jan-13	125200
PORT ARTHUR CITY OF	COMB TAX & REV CERT'S OF OBLIG, SERIES 2002A	\$15,000,000.00	\$9,500,000.00	15-Feb-23	15-Feb-12	119700
PROSPER, TOWN OF	COMBINATION TAX & REVENUE CERTIFICATES OF OB,SER97	\$800,000.00	\$380,000.00	10-Jul-18	10-Jul-08	102300
QUINLAN, CITY OF	TAX & WW & SS SURPLUS REV CERTS OF OB SERIES 1997	\$845,000.00	\$415,000.00	01-Sep-17	01-Sep-07	100700
RAYMONDVILLE, CITY OF	COMB TAX & SUBORD LIEN REV CO SER 2010	\$1,365,000.00	\$1,325,000.00	01-Apr-40	01-Apr-20	L100043
REDWATER, CITY OF	Tax & Rev CO Series 2005	\$470,000.00	\$390,000.00	01-Jun-26	01-Dec-15	137500
RICHLAND HILLS, CITY OF	TX COMB & WTR & SWR REV CERT OF OBLIG, SRS 1998	\$4,000,000.00	\$1,860,000.00	15-Aug-18	15-Aug-08	105900
RIO GRANDE CITY, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SERIES'92	\$210,000.00	\$15,000.00	10-Jul-12	10-Jul-01	78900
RIO GRANDE CITY, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SER 1991	\$1,750,000.00	\$145,000.00	10-Jul-12	10-Jul-01	F71300
RIO GRANDE CITY, CITY OF	CO SERIES 2007A	\$2,885,000.00	\$2,745,000.00	15-Feb-30	15-Feb-19	L070022
RIO GRANDE CITY, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SER 1991	\$350,000.00	\$25,000.00	10-Jul-12	10-Jul-01	S71300
RIVIERA WCID	SEWER SYSTEM REVENUE BONDS, SERIES 1995	\$280,000.00	\$120,000.00	01-Nov-16	01-Nov-05	90100
ROBSTOWN, CITY OF	GAS & SEWER SYSTEM REVENUE BONDS, SERIES 1992	\$775,000.00	\$130,000.00	01-Dec-12	01-Dec-01	79000
ROCKDALE, CITY OF	COMB TAX & REV CO SERIES 2005	\$6,300,000.00	\$5,380,000.00	15-Aug-25	15-Aug-15	134700
ROMA, CITY OF	COMB TAX & REB CERTF OF OBLGA SERIES 1999	\$3,035,000.00	\$1,695,000.00	01-May-20	25-Feb-09	103100
ROMA, CITY OF	COMB TAX & REVENUE CO, SRS 2003	\$1,150,000.00	\$827,000.00	01-May-24	01-May-13	103200
ROSCOE, CITY OF	COMB TAX & REV CO SERIES 2007	\$1,560,000.00	\$1,240,000.00	15-Feb-27	15-Feb-18	L070050
ROSENBERG, CITY OF	COMB TAX & REV CO SER 2010	\$410,000.00	\$370,000.00	01-Aug-29	01-Aug-10	L100004
ROXTON CITY OF	COMB TAX & REV CO SER 2007	\$1,000,000.00	\$870,000.00	01-Jul-27	01-Jul-17	L070089
SABINAL, CITY OF	COMB TAX & REV CO SERIES 2010	\$600,000.00	\$600,000.00	15-Aug-31	15-Aug-20	L080053
SAN ANTONIO WATER SYSTEM	JUNIOR LIEN REV & REFUNDING BONDS, SERIES 2001	\$9,715,000.00	\$7,205,000.00	15-May-21	15-May-11	116900
SAN ANTONIO WATER SYSTEM	JUNIOR LIEN REVENUE & REFUNDING BONDS, SRS 2001-A	\$15,435,000.00	\$11,335,000.00	15-May-21	15-May-11	117000
SAN ANTONIO WATER SYSTEM	WATER SYS JR. LIEN REV & REFUND., SERIES 2002	\$15,650,000.00	\$11,440,000.00	15-May-22	15-May-12	121600
SAN ANTONIO WATER SYSTEM	WATER SYS JR. LIEN REV & REFUND., SERIES 2002-A	\$12,090,000.00	\$9,025,000.00	15-May-22	15-May-12	121700
SAN ANTONIO WATER SYSTEM	JR LIEN REV BONDS SERIES 2003	\$34,000,000.00	\$28,090,000.00	15-May-23	15-May-13	125400
SAN ANTONIO WATER SYSTEM	JR LIEN REV & REFUNDING BONDS, SRS 2004A	\$26,365,000.00	\$23,560,000.00	15-May-24	15-Nov-14	127900
SAN ANTONIO WATER SYSTEM	JR LIEN REVENUE BONDS, SERIES 2004	\$10,635,000.00	\$9,410,000.00	15-May-24	15-Nov-14	130500
SAN ANTONIO WATER SYSTEM	JR LIEN REV & REFUNDING BONDS, SERIES 2007A	\$35,375,000.00	\$29,840,000.00	15-May-27	15-May-17	133300
SAN ANTONIO WATER SYSTEM	WS JR LIEN REV & REFUNDING BONDS SERIES 2007	\$8,070,000.00	\$6,690,000.00	15-May-27	15-May-17	135700
SAN ANTONIO WATER SYSTEM	WS JR LIEN REVENUE BONDS SERIES 2008	\$30,000,000.00	\$27,815,000.00	15-May-38	15-May-18	L070028
SAN ANTONIO WATER SYSTEM	JR LIEN REV & REFUNDING BONDS, SERIES 2008A	\$23,260,000.00	\$21,775,000.00	15-May-38	15-May-18	L070029
SAN ANTONIO WATER SYSTEM	W SYS JR LIEN REV BONDS SER 2009	\$54,300,000.00	\$51,610,000.00	15-May-39	15-Nov-19	L090007
SAN ANTONIO WATER SYSTEM	WS JR LIEN REV & REFUNDING BONDS SERIES 2010A	\$17,930,000.00	\$17,420,000.00	15-May-40	15-May-20	L090013
SAN ANTONIO WATER SYSTEM	WS JR LIEN REV BONDS SER 2011A	\$18,095,000.00	\$18,095,000.00	15-May-41	15-May-21	L100077
SAN AUGUSTINE, CITY OF	TAX & REV CO SER 2010	\$1,050,000.00	\$1,050,000.00	15-Feb-40	15-Feb-21	L110006
SAN JUAN, CITY OF	Wwks & SS Jr Lien Rev Bonds Series 2006	\$2,180,000.00	\$1,750,000.00	01-Mar-26	01-Mar-16	137400
SAN LEON MUD	WW & SS COMB UNLIMITED TAX & SUB REV BONDS SER 96	\$1,150,000.00	\$405,000.00	10-Jul-16	10-Jul-06	94700
SAN PATRICIO MWD	TAX SPEC CONT REV & SUBOR LIEN REV OBL,SERIES 1998	\$3,050,000.00	\$1,605,000.00	01-Feb-18	01-Feb-09	108800
SANGER, CITY OF	UTILITY SYSTEM REVENUE BONDS, SERIES 1996	\$1,060,000.00	\$380,000.00	15-May-16	15-May-06	93100
SEGUIN, CITY OF	UTILITY SYSTEM REVENUE BONDS, SERIES 1997	\$1,300,000.00	\$645,000.00	01-Feb-17	01-Feb-08	104600
SEMINOLE, CITY OF	TAX & WWKS & SS SURP REV CO SERIES 2009	\$2,960,000.00	\$2,870,000.00	15-Feb-34	15-Aug-19	L090052

Clean Water State Revolving Fund

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SONORA, CITY OF	COMB TAX & SUBORD LIEN REV CO SERIES 2007	\$6,000,000.00	\$5,765,000.00	01-Dec-29	01-Jun-17	L070062
STAMFORD, CITY OF	COMB TAX & REV CO SERIES 2004	\$265,000.00	\$175,000.00	15-Feb-25	15-Feb-15	134500
SUGAR LAND, CITY OF	WW & SS REVENUE BONDS, SERIES 2002	\$3,215,000.00	\$1,975,000.00	15-Aug-22	15-Aug-12	130200
SUNBELT FWSD	WW & SS REVENUE BONDS, SERIES 2000	\$5,310,000.00	\$3,265,000.00	01-Dec-20	01-Jun-10	117800
SUNBELT FWSD	WW & SS REVENUE BONDS, SERIES 2000B	\$495,000.00	\$305,000.00	01-Dec-20	01-Jun-10	118200
SUNBELT FWSD	WATERWORKS & SEWER SYSTEM REVENUE NOTES, SRS 2001B	\$945,000.00	\$735,000.00	01-Dec-22	01-Dec-11	121500
SWEETWATER, CITY OF	COMB TAX & REV CERT OF OBLIG, SERIES 1997	\$3,995,000.00	\$1,855,000.00	15-Aug-18	15-Aug-08	104700
SWEETWATER, CITY OF	COMB TAX AND REV CERT OF OBLIGA SERIES 1998	\$3,990,000.00	\$1,855,000.00	15-Aug-18	15-Aug-08	105200
TAFT, CITY OF	COMB TAX & SURP REV CO SER 2010	\$5,780,000.00	\$5,780,000.00	01-Mar-42	01-Mar-20	L090063
TAHOKA, CITY OF	COMBINATION TAX & REVENUE CERT OF OBL, SERIES 1999	\$1,780,000.00	\$815,000.00	15-Feb-18	15-Aug-09	109800
TATTOR ROAD MD	COMB WW&SS UNLIMITED TAX & REVENUE BONDS, SER 1996	\$560,000.00	\$245,000.00	01-Mar-16	01-Mar-07	98500
TAYLOR LANDING, CITY OF	UTIL SYST REV BONDS SER 2007	\$710,000.00	\$660,000.00	01-Sep-28	01-Mar-18	L070086
TEXARKANA, CITY OF	WATERWORKS & SANITARY SEWER SYS REV BONDS, SER 96B	\$2,755,000.00	\$920,000.00	01-Aug-16	01-Dec-06	96800
TIOGA, CITY OF	COMB TAX & REVENUE CERT OF OBLIGATION, SERIES 1998	\$300,000.00	\$140,000.00	01-Apr-18	01-Apr-08	107400
TOMBALL, CITY OF	WATER AND SEWER SYSTEM REVENUE BONDS, SERIES 1999	\$7,550,000.00	\$3,715,000.00	15-Feb-19	15-Feb-09	110600
TRAVIS CO WCID (POINT VENTURE)	COMB UNLTD TAX & W & WW SYS REV BONDS,SERIES 1998A	\$1,460,000.00	\$665,000.00	15-Aug-18	15-Aug-08	109500
TRINIDAD, CITY OF	COMB TAX & REV CO SERIES 2007A	\$400,000.00	\$355,000.00	01-Jan-27	01-Jan-18	L070045
TRINITY BAY CONSERVATION DISTRICT	WW & SEWER SYSTEM REVENUE BONDS, SERIES 1998A	\$1,300,000.00	\$630,000.00	15-Aug-17	15-Feb-08	105800
TRINITY RIVER AUTHORITY	REV BONDS, SRS 2000 (DENTON CREEK)	\$8,480,000.00	\$5,910,000.00	01-Feb-21	01-Feb-11	120200
TRINITY RIVER AUTHORITY	CENT REGION WW SYST REV BONDS SER 2004	\$106,475,000.00	\$104,970,000.00	01-Aug-26	01-Feb-15	135300
TRINITY RIVER AUTHORITY	CONTRACT REV BONDS SER 2007	\$120,000,000.00	\$119,990,000.00	01-Aug-27	01-Aug-17	L070090
TRINITY RIVER AUTHORITY	CONTRACT REV BONDS SER 2008	\$90,000,000.00	\$89,990,000.00	01-Aug-28	01-Aug-17	L070096
TRINITY RIVER AUTHORITY	CONTRACT REV BONDS SER 2009	\$86,780,000.00	\$86,775,000.00	01-Aug-30	01-Feb-19	L070097
TRINITY RIVER AUTHORITY	SYSTEM REVENUE BONDS, SERIES 2007	\$46,190,000.00	\$42,005,000.00	01-Aug-27	01-Aug-17	L070098
TRINITY RIVER AUTHORITY	WWS REV IMPROVEMENT BONDS, SERIES 2007	\$47,595,000.00	\$47,580,000.00	01-Feb-27	01-Aug-17	L070099
TRINITY RIVER AUTHORITY	CONTRACT REV BONDS SERIES 2008	\$24,800,000.00	\$24,790,000.00	01-Feb-28	01-Feb-18	L080005
TRINITY RIVER AUTHORITY	CONT REV BONDS SER 2009	\$7,760,000.00	\$7,760,000.00	01-Feb-36	01-Feb-20	L090008
TRINITY RIVER AUTHORITY	CONTR REV BONDS SER 2009	\$1,775,000.00	\$1,775,000.00	01-Aug-32	01-Feb-20	L090009
TRINITY RIVER AUTHORITY	WW SYS REV BONDS SER 2010 (CENTRAL REG WWS)	\$107,180,000.00	\$107,180,000.00	01-Aug-34	01-Feb-20	L100029
TRINITY RIVER AUTHORITY	SYS REV BONDS SER 2010 (TEN MI CR SYSTEM)	\$23,410,000.00	\$23,410,000.00	01-Aug-36	01-Feb-20	L100032
TRINITY RIVER AUTHORITY	SYS REV BONDS SER 2009 (RED OAK CREEK)	\$8,280,000.00	\$8,280,000.00	01-Feb-31	01-Feb-20	L100033
TRINITY RIVER AUTHORITY	Denton Creek RWTS Rev Bonds, Series 2011	\$19,465,000.00	\$19,465,000.00	01-Feb-38	01-Feb-21	L100038
TRINITY RIVER AUTHORITY	REV BONDS SER 2010A (CENTRAL REG WWS)	\$127,005,000.00	\$127,005,000.00	01-Aug-43	01-Feb-21	L100065
UPPER TRINITY REGIONAL WATER DISTRICT	LAKEVIEW REGIONAL WATER SYS REV BONDS, SERIES 2001	\$6,685,000.00	\$4,575,000.00	01-Aug-23	01-Feb-12	122400
UPPER TRINITY REGIONAL WATER DISTRICT	NONPOTABLE WATER SUPPLY SYSTEM REV BONDS, SER 1996	\$3,085,000.00	\$1,145,000.00	01-Aug-16	01-Feb-06	96300
VERNON, CITY OF	COMB TAX & REVENUE CO'S, SERIES 2002	\$2,855,000.00	\$1,995,000.00	15-Mar-23	15-Mar-12	125300
VICTORIA CO WCID #1	UNLIMITED TAX & WW & SSREVENUE BONDS, SERIES 1997	\$1,280,000.00	\$580,000.00	01-Mar-18	01-Mar-07	99400
WAXAHACHIE, CITY OF	COMBINATION TAX AND REV CERT OF OBLIG, SERIES 1996	\$3,935,000.00	\$1,555,000.00	01-Aug-17	01-Aug-07	98400
WELLMAN, CITY OF	TAX & SEWER SYSTEM REVENUE CO'S, SERIES 1993	\$600,000.00	\$140,000.00	01-Mar-14	01-Mar-04	82300
WELLS BRANCH MUD	UNLIMITED TAX BONDS, SERIES 1999	\$1,400,000.00	\$705,000.00	01-Aug-19	01-Aug-09	107800
WELLS, CITY OF	TAX & UTILITY SYSTEM SURPLUS REVENUE CO, SER'1991	\$220,000.00	\$20,000.00	01-Sep-11	01-Sep-01	F75900
WEST TAWAKONI, CITY OF	COMB TAX & UTILITY SYSTEM REV CERT - SERIES 1995	\$250,000.00	\$75,000.00	01-Jan-15	01-Jan-05	88500
WEST UNIVERSITY PLACE, CITY OF	WW & SS REVENUE BONDS, SERIES 2001B	\$3,015,000.00	\$100,000.00	01-Feb-21	01-Aug-11	115300
WESTWOOD SHORES MUD	UNLTD TAX BONDS SER 2010B	\$1,825,000.00	\$1,825,000.00	01-May-30	01-May-20	L090079
WHITE OAK BEND MUD	WW&SS COMB UNLMTD TAX & REV BONDS, SRS 2003	\$470,000.00	\$115,000.00	01-Oct-22	01-Apr-13	128600
WHITE OAK, CITY OF	WATERWORKS & SEWER SYSTEM REVENUE BONDS, SRS 2001	\$1,845,000.00	\$630,000.00	01-Mar-15	01-Mar-11	120800
WHITESBORO, CITY OF	COMBINATION TAX & REV CO'S, SERIES 2002	\$2,725,000.00	\$1,775,000.00	15-Aug-22	15-Aug-13	114900
WILLIS, CITY OF	COMBINATION TAX & REVENUE CO'S, SERIES 2001	\$1,000,000.00	\$655,000.00	01-Aug-22	01-Aug-13	124200
WILLIS, CITY OF	WATERWORKS & SEWER SYSTEM REV BONDS, SERIES '95B	\$1,170,000.00	\$470,000.00	01-Aug-16	01-Aug-05	89200
WILLIS, CITY OF	COMB TAX & REV CO SER 2010	\$1,355,000.00	\$1,355,000.00	01-Aug-31	01-Aug-20	L100071
WILMER, CITY OF	WATERWORKS & SEWER SYSTEM JR LIEN REV BOND SER 93	\$250,000.00	\$70,000.00	15-Apr-14	15-Apr-03	F76800
WILSON, CITY OF	COMB TAX & REV CO SERIES 2009	\$1,705,000.00	\$1,660,000.00	15-Feb-39	15-Aug-19	L090091
WINNSBORO, CITY OF	COMB TAX & REV CO SERIES 2005	\$1,050,000.00	\$870,000.00	15-Feb-26	15-Aug-15	134300
WINTERS, CITY OF	TAX & WWKS & SS SURP REV CO SER 2007A	\$655,000.00	\$605,000.00	01-Oct-28	01-Oct-17	L070064
YOAKUM, CITY OF	COMB TAX & SUBORD LIEN REV CO SERIES 2006	\$5,000,000.00	\$4,765,000.00	15-Aug-28	15-Feb-17	L070004

Clean Water State Revolving Fund

--Closed Loans--

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YOAKUM, CITY OF	COMB TAX & SUBORD LIEN REV CO SER 2008	\$2,500,000.00	\$2,270,000.00	15-Aug-31	15-Aug-18	L070014
ZAPATA COUNTY	COMB TAX & REV CO SER 2008	\$6,415,000.00	\$6,415,000.00	15-Feb-32	15-Feb-18	L070091

NEW ISSUE - BOOK-ENTRY-ONLY

In the opinion of Vinson & Elkins L.L.P., Bond Counsel, interest on the Series 1998A Bonds is excludable from gross income for federal income tax purposes under existing law and the Series 1998A Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequences.



**\$150,000,000**  
**TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SENIOR LIEN REVENUE BONDS,**  
**PROGRAM SERIES 1998A**

Dated: August 1, 1998

Due: July 15 as shown below

The above installment of bonds (the "Series 1998A Bonds") will be issued pursuant to a resolution adopted on May 21, 1998 (the "Resolution") by the Texas Water Development Board (the "Board"). The Resolution established a financing program (the "Financing Program"), pursuant to which the Board has authorized the issuance from time to time, in one or more installments, through December 31, 1998 (the "Program Period"), of the Board's State Revolving Fund Senior Lien Revenue Bonds, Program Series 1998, in an aggregate principal amount not to exceed \$350,000,000 (the "Bonds"). The Series 1998A Bonds constitute the first installment of the Bonds delivered under authority of the Resolution. The Series 1998A Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Series 1998A Bonds. So long as the Series 1998A Bonds are in book-entry-only form individual purchases will be made in book-entry-only form, in denominations of the principal amount of \$5,000 or integral multiples thereof. Purchasers will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as securities depository with respect to the Series 1998A Bonds. See "Appendix A-INFORMATION REGARDING THE BONDS-THE BONDS-Book-Entry-Only System." The Series 1998A Bonds bear interest from the dated date set forth above and are payable on January 15, 1999 and semiannually thereafter on July 15 and January 15 of each year until maturity or prior redemption of the Series 1998A Bonds. The Bank of New York, New York, New York is acting as paying agent and registrar for the Series 1998A Bonds. The Board has reserved the right in the Resolution to extend the Program Period and to increase the authorized aggregate principal amount of the Bonds that may be issued during the Program Period without the consent of the holders of the Bonds.

The Bonds are subject to optional and mandatory redemption prior to maturity, as more fully described in this Official Statement. See "THE INSTALLMENT BONDS,"

The Series 1998A Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15, Texas Water Code. The Series 1998A Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Series 1998A Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.

The Series 1998A Bonds, together with the outstanding Prior Bonds (outstanding in the aggregate principal amount of \$1,059,820,000 as of the quarter ended May 31, 1998 with \$15,560,000 principal maturing July 15, 1998), are special obligations of the Board payable solely from a first lien on the security pledged pursuant to the Resolution including, but not limited to, (i) all amounts received by the Board from the repayments and prepayments on the political subdivision bonds and government obligations held within the State Revolving Fund, (ii) the proceeds from the sale of any such political subdivision bonds or governmental obligations, (iii) all amounts received by the Board under any collateral documents related to such political subdivision bonds, (iv) all political subdivision bonds and government obligations held within the State Revolving Fund and (v) all money and investments held in the clearance account, the senior lien reserve account, the operating account, the senior lien interest and sinking account, the portfolio redemption account and the program account within the State Revolving Fund. The Board has reserved the right in the Resolution to issue additional installments of the Bonds, and Additional Bonds and to execute Bond Enhancement Agreements on a parity with the Bonds. See "Appendix A-INFORMATION REGARDING THE BONDS-SECURITY AND RELATED MATTERS."

The proceeds from the sale of the Series 1998A Bonds will be used for the purposes of providing funds to the State Revolving Fund to purchase political subdivision bonds, funding a reserve account and paying the costs of issuance thereof. See "THE INSTALLMENT BONDS-Sources and Uses."

**MATURITY SCHEDULE**

**CUSIP Prefix: 882854**

Maturity	Principal	Interest	Price or	Maturity	Principal	Interest	Price or
<u>July 15</u>	<u>Amount</u>	<u>Rate</u>	<u>Yield</u>	<u>July 15</u>	<u>Amount</u>	<u>Rate</u>	<u>Yield</u>
2001	\$1,000,000	4.000%	3.950%	2010*	\$7,500,000	5.250%	104.305%
2002	1,000,000	4.000	4.050	2011*	8,000,000	5.250	103.664
2003	3,000,000	4.100	4.125	2012*	8,000,000	5.250	103.067
2004	4,750,000	5.000	4.200	2013*	9,000,000	5.250	102.632
2005	5,000,000	4.250	4.300	2014*	13,000,000	5.250	102.239
2006	6,000,000	4.300	4.375	2015*	19,750,000	5.250	101.770
2007	6,500,000	5.000	4.420	2016	13,000,000	5.000	5.080
2008	6,750,000	5.000	4.480	2017	8,820,000	5.000	5.110
2009*	7,250,000	5.250	105.112	2018	4,680,000	5.000	5.130

\$17,000,000 4.750% Term Bonds due July 15, 2020 Priced to Yield 5.130%  
 (plus accrued interest from August 1, 1998)

\* Priced to par call on July 15, 2008.

The Series 1998A Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by Vinson & Elkins L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by McCall, Parkhurst & Horton L.L.P. It is expected that the Series 1998A Bonds will be delivered through the facilities of DTC on or about August 25, 1998.

**PAINWEBBER INCORPORATED**

ARTEMIS CAPITAL GROUP, INC.  
 DAIN RAUSCHER INCORPORATED

BANC ONE CAPITAL MARKETS, INC.  
 WALTON JOHNSON & COMPANY

Dated: August 12, 1998

**NEW ISSUE -- BOOK-ENTRY-ONLY**

In the opinion of Vinson & Elkins L.L.P., Bond Counsel, interest on the Series 1999B Bonds, is excludable from gross income for federal income tax purposes under existing law and the Series 1999B Bonds are not "private activity bonds". See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequence.



**\$150,000,000**  
**TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SENIOR LIEN REVENUE BONDS,**  
**PROGRAM SERIES 1999B**

DATED: November 15, 1999

Due: July 15 as shown below

The above installment of bonds (the "Series 1999B Bonds") will be issued pursuant to a resolution adopted on July 14, 1999 (the "Resolution") by the Texas Water Development Board (the "Board"). The Resolution established a financing program (the "Financing Program"), pursuant to which the Board has authorized the issuance from time to time, in one or more installments, through August 31, 2000 (the "Program Period"), of the Board's State Revolving Fund Senior Lien Revenue Bonds, Program Series 1999 or 2000, as applicable, in an aggregate principal amount not to exceed \$350,000,000 (the "Bonds"). The Series 1999B Bonds constitute the second installment of the Bonds delivered under authority of the Resolution. The first installment of bonds "Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1999A" (the "Series 1999A Bonds") were issued in the aggregate principal amount of \$100,000,000 on September 28, 1999. The Series 1999B Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Series 1999B Bonds. So long as the Series 1999B Bonds are in book-entry- form individual purchases will be made in book-entry-only form, in denominations of the principal amount of \$5,000 or integral multiples thereof. Purchasers will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as securities depository with respect to the Series 1999B Bonds. See "Appendix A - INFORMATION REGARDING THE BONDS - THE BONDS - Book-Entry-Only System." The Series 1999B Bonds bear interest from the dated date set forth above and are payable on July 15, 2000 and semiannually thereafter on January 15 and July 15 of each year until maturity or prior redemption of the Series 1999B Bonds. The Bank of New York, New York, New York is acting as paying agent and registrar for the Series 1999B Bonds. The Board has reserved the right in the Resolution to extend the Program Period and to increase the authorized aggregate principal amount of the Bonds that may be issued during the Program Period without the consent of the holders of the Bonds.

*The Bonds are subject to optional and mandatory redemption prior to maturity, as more fully described in this Official Statement. See "THE INSTALLMENT BONDS."*

**The Series 1999B Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15, Texas Water Code. The Series 1999B Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Series 1999B Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.**

The Series 1999B Bonds, together with the outstanding Prior Bonds (outstanding in the aggregate principal amount of \$1,176,045,000 as of the quarter ended August 31, 1999, with an additional \$100,000,000 in aggregate principal amount of Series 1999A Bonds outstanding as of September 28, 1999 and with \$23,905,000 principal maturing July 15, 2000), are special obligations of the Board payable solely from a first lien on the security pledged pursuant to the Resolution including, but not limited to, (i) all amounts received by the Board from the repayments and prepayments on the Political Subdivision Bonds and Government Obligations held within the State Revolving Fund, (ii) the proceeds from the sale of any such Political Subdivision Bonds or Governmental Obligations, (iii) all amounts received by the Board under any collateral documents related to such Political Subdivision Bonds, (iv) all Political Subdivision Bonds and Government Obligations held within the State Revolving Fund and (v) all money and investments held in the Clearance Account, the Senior Lien Reserve Account, the Operating Account, the Senior Lien Interest and Sinking Account, the Portfolio Redemption Account and the Program Account within the State Revolving Fund. The Board has reserved the right in the Resolution to issue additional installments of the Bonds, Additional Bonds and execute Bond Enhancement Agreements on a parity with the Bonds. See "Appendix A - INFORMATION REGARDING THE BONDS - SECURITY AND RELATED MATTERS."

The proceeds from the sale of the Series 1999B Bonds will be used for the purposes of providing funds to the State Revolving Fund to purchase Political Subdivision Bonds, funding a reserve account and paying the costs of issuance thereof. See "THE INSTALLMENT BONDS - Sources and Uses."

**MATURITY SCHEDULE**

**CUSIP Prefix: 882854**

<u>Maturity</u> <u>July 15</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price or</u> <u>Yield</u>	<u>Maturity</u> <u>July 15</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price or</u> <u>Yield</u>
2001	\$ 1,050,000	4.125%	4.150%	2010	\$ 7,245,000	5.500%	103.118*
2002	1,050,000	4.300	4.300	2011	8,505,000	5.750	104.429*
2003	1,045,000	4.400	4.430	2012	9,775,000	5.750	103.633*
2004	1,040,000	4.500	4.530	2013	12,550,000	5.750	102.845*
2005	1,040,000	4.600	4.630	2014	13,555,000	5.750	102.065*
2006	2,035,000	4.750	4.750	2015	14,555,000	5.500	5.580
2007	3,760,000	4.800	4.850	2016	15,520,000	5.375	5.650
2008	4,240,000	5.500	4.950	2017	17,960,000	5.250	5.700
2009	5,510,000	5.000	5.030	2018	4,870,000	5.700	5.750

\$24,695,000 5.625% Term Bonds due July 15, 2021 Priced to Yield 5.850%  
 (plus accrued interest from November 15, 1999)

*The Series 1999B Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by Vinson & Elkins L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by McCall, Parkhurst & Horton L.L.P. It is expected that the Series 1999B Bonds will be delivered through the facilities of DTC on or about December 14, 1999.*

**Bear, Stearns & Co. Inc.**  
**Estrada Hinojosa & Company, Inc.**  
**Ramirez & Co., Inc.**

**Chase Securities Inc.**  
**Goldman, Sachs & Co.**  
**Southwest Securities**

\*Priced to par call on January 15, 2010.  
 Dated: November 19, 1999

## OFFICIAL STATEMENT DATED APRIL 11, 2007

NEW ISSUE -- BOOK-ENTRY-ONLY

Ratings: Moody's "Aaa/VMIG1"; Fitch "AAU/F1+"; S&P "AAA/A-1+"  
(See "OTHER INFORMATION – Ratings")

In the opinion of McCall, Pankhurst & Horton L.L.P., Bond Counsel, interest on the Series 2007A Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, rulings and court decisions existing on the date of delivery and the Series 2007A Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequences.



**\$309,240,000**  
**TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SUBORDINATE LIEN REVENUE BONDS**  
**(VARIABLE RATE REFUNDING) SERIES 2007A**

Interest Accrual: Date of Delivery

Price: 100%; CUSIP 882851M72

Due: July 15, 2019

The Texas Water Development Board (the "Board") is issuing the above series of bonds (the "Series 2007A Bonds") pursuant to a master resolution adopted by the Board on February 15, 2005, as amended (the "Master Resolution"), and a third supplemental resolution to the Master Resolution adopted by the Board on March 27, 2007 (the "Third Supplemental Resolution"). The Master Resolution and the Third Supplemental Resolution are collectively referred to herein as the "Resolution." Consistently with the adoption of the Third Supplemental Resolution, the Board has determined to adopt a fourth supplemental resolution to the Master Resolution (the "Fourth Supplemental Resolution") and authorize issuance of its Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds (Fixed Rate Refunding) Series 2007B (the "Series 2007B Bonds") and, together with the Series 2007A Bonds, the "Series 2007 Bonds".

The Series 2007A Bonds may bear interest at a Daily Rate, Weekly Rate, Commercial Paper Rate, Dutch Auction Rate or Term Rate. When a Series 2007A Bond bears interest at any of these rates, such Series 2007A Bond will be deemed to be on a Daily Rate Period, a Weekly Rate Period, a Commercial Paper Rate Period, a Dutch Auction Rate Period or a Term Rate Period, respectively (each a "Rate Period"). Initially, all of the Series 2007A Bonds will be issued on a Daily Rate Period. Interest on the Series 2007A Bonds during each Series 2007A Bond's interest period at the Daily Rate is payable on the first Business Day of each month, commencing June 1, 2007. While the Series 2007A Bonds bear interest at the Daily Rate, the Series 2007A Bonds will be available to purchasers in denominations of \$100,000 and integral multiples of \$5,000 in excess thereof. The Series 2007A Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Series 2007A Bonds. So long as the Series 2007A Bonds are in book-entry-only form individual purchasers will be able to purchase and pay for the Series 2007A Bonds. So long as DTC, or its nominee is the registered owner of the Series 2007A Bonds, payments of principal and premium, if any, and interest on the Series 2007A Bonds will be made directly to DTC. Disbursement of such payments to DTC Participants will be the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of DTC Participants. See "Appendix I – DESCRIPTION OF BOOK-ENTRY-ONLY SYSTEM."

This Official Statement describes the Series 2007A Bonds in anticipation of the Series 2007A Bonds bearing interest at a Daily Rate or a Weekly Rate. This Official Statement is not intended to provide information in prospective terms as to the Series 2007A Bonds after conversion to a Dutch Auction Rate Period, a Commercial Paper Rate Period, a Term Rate Period or a Fixed Rate. An underlying memorandum will be issued prior to any conversion of Series 2007A Bonds to a Dutch Auction Rate Period, a Commercial Paper Rate Period, a Term Rate Period or a Fixed Rate.

While the Series 2007A Bonds are on a Daily Rate Period, Series 2007A Bondholders will have the right to tender their Series 2007A Bonds for purchase at 100% and subject to the conditions set forth in the Third Supplemental Resolution. The Series 2007A Bonds also are subject to optional and mandatory redemptions prior to maturity and to optional and mandatory tender for purchase as described herein. See "THE SERIES 2007A BONDS." The Board has engaged Morgan Stanley to act as remarketing agent for the Series 2007A Bonds (the "Remarketing Agent"). To the extent and to the extent that the Series 2007A Bonds are not tendered to the Remarketing Agent, the Series 2007A Bonds bearing interest at a Daily Rate or a Weekly Rate will be purchased pursuant to the terms of a Standby Bid Purchase Agreement, dated as of May 1, 2007 (the "Initial Liquidity Facility"), between the Board and JPMorgan Chase Bank, National Association (the "Liquidity Provider"), subject, however, to the terms and conditions stated therein. The Liquidity Provider will not purchase the Series 2007A Bonds bearing interest at a Commercial Paper Rate, an Auction Rate or a Term Rate. The Initial Liquidity Facility will expire on April 29, 2008 unless extended or terminated sooner in accordance with its terms.



The proceeds from the sale of the Series 2007A Bonds will be used for the purpose of (i) providing funds to refund a portion of the Board's outstanding obligations (the "Series 2007A Refunded Bonds") and (ii) paying the costs of issuance of the Series 2007A Bonds. See "Schedule I – REFUNDED BONDS" and "PLAN OF REFINANCEMENT."

The Series 2007A Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15 and Subchapter I, Chapter 17, Texas Water Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended. The Series 2007A Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Series 2007A Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.

The Series 2007A Bonds, together with the Series 2007B Bonds and any additional bonds or other obligations issued pursuant to the Master Resolution (collectively, the "Bonds"), are special obligations of the Board payable solely from a lien on the assets pledged pursuant to the Resolution (the "Special Lien"). Such lien is subject to and limited by (i) all Political Revenue and Political Subordinate Bonds and Commercial Obligations in the Political Account of the State Pooling Fund, (ii) all outstanding amounts in the Clearance Account, the Operating Account and the Portfolio Risk Reserve Account of the State Revolving Fund, and (iii) all amounts in the Program Account of the State Revolving Fund pending disbursement thereof and one-half of the proceeds of the foregoing, including, without limitation, the proceeds of the redemptions of the pledge of and lien on the Security is expressly primary and subordinate to the pledge of and lien on such Securities in the Political Subordinate Obligations as described herein and any Senior Lien Bond Enhancement Agreements heretofore or hereafter issued, including the Board's previously issued State Revolving Fund Senior Lien Revenue Bonds (as defined herein), together with any bonds issued on a parity therewith. The Board has reserved the right in the Resolution to issue additional bonds, notes or other obligations in evidence of indebtedness on a parity with the Bonds and to execute Bond Enhancement Agreements on a parity with any Bond Enhancement Agreements including the Initial Liquidity Facility relating to the Bonds. See "Appendix A – INFORMATION REGARDING THE SERIES 2007A BONDS – SECURIFY AND REFUNDED MATTERS."

The Series 2007A Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by McCall, Pankhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon by the Underwriter, its counsel, Andrea Kuth L.L.P. and for the Liquidity Provider its counsel, Fulbright & Jaworski L.L.P. It is expected that the Series 2007A Bonds will be delivered through the facilities of DTC on or about May 1, 2007.

MORGAN STANLEY

## OFFICIAL STATEMENT DATED DECEMBER 13, 2007

NEW ISSUE -- BOOK-ENTRY-ONLY

Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AAA"  
(See "OTHER INFORMATION - Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Program Series 2008A Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, rulings and court decisions existing on the date of delivery and the Program Series 2008A Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequences.*



**\$203,050,000**  
**TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SUBORDINATE LIEN REVENUE BONDS, PROGRAM SERIES 2008A**

Interest Accrual: Date of Delivery

Due: July 15, as shown on inside cover

The Texas Water Development Board (the "Board") is issuing the above installment of bonds (the "Program Series 2008A Bonds") pursuant to a master resolution adopted by the Board on March 27, 2007 and effective on May 1, 2007 (the "Master Resolution"), and a fifth supplemental resolution to the Master Resolution adopted by the Board on December 4, 2007 (the "Fifth Supplemental Resolution"). The Fifth Supplemental Resolution authorized the issuance from time to time, in one or more installments, of the Board's State Revolving Fund Subordinate Lien Revenue Bonds, Program Series 2008A, in an aggregate principal amount not to exceed \$350,000,000 (the "Program Series Bonds"). Pursuant to authority conferred by the Fifth Supplemental Resolution, by execution of an installment purchase agreement for each installment of Program Series Bonds (an "Installment Purchase Agreement"), an Authorized Representative of the Board is authorized to act on behalf of the Board in selling and delivering each installment of Program Series Bonds during the "Program Period", which expires on August 31, 2008. The Program Series 2008A Bonds constitute the first installment of Program Series Bonds delivered under authority of the Fifth Supplemental Resolution pursuant to the Installment Purchase Agreement therefor, executed December 13, 2007 (the "Program Series 2008A Bonds Installment Purchase Agreement"). The Master Resolution, the Fifth Supplemental Resolution and the Program Series 2008A Bonds Installment Purchase Agreement are collectively referred to herein as the "Resolution." See "INTRODUCTION." The Board has reserved the right in the Fifth Supplemental Resolution to extend the Program Period and to increase the authorized aggregate principal amount of Program Series Bonds that may be issued during the Program Period without the consent of holders of the Program Series Bonds.

Interest on the Program Series 2008A Bonds will accrue from the date of their initial delivery at the fixed rates of interest shown on the inside front cover page hereof. Interest will be payable on July 15, 2008 and on each January 15 and July 15 thereafter until maturity or prior redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Program Series 2008A Bonds also are subject to optional and mandatory redemption prior to maturity. See "THE PROGRAM SERIES 2008A BONDS - Redemption."

The Program Series 2008A Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Program Series 2008A Bonds. So long as the Program Series 2008A Bonds are in book-entry-only form individual purchases will be made in book-entry-only form. Purchasers will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as securities depository with respect to the Program Series 2008A Bonds. So long as DTC or its nominee is the registered owner of the Program Series 2008A Bonds, payments of principal of and premium, if any, and interest on the Program Series 2008A Bonds will be made directly to DTC. Disbursement of such payments to DTC Participants will be the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of DTC Participants. See "Appendix H - DESCRIPTION OF BOOK-ENTRY-ONLY SYSTEM."

The proceeds from the sale of the Program Series 2008A Bonds will be used for the purpose of (i) providing funds to the State Revolving Fund to purchase Political Subdivision Bonds and (ii) paying the costs of issuance of the Program Series 2008A Bonds. See "PLAN OF FINANCE."

**The Program Series 2008A Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15 and Subchapter I, Chapter 17, Texas Water Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended. The Program Series 2008A Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Program Series 2008A Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.**

The Program Series 2008A Bonds, together with any other Program Series Bonds and any additional bonds or other obligations heretofore or hereafter issued pursuant to the Master Resolution (collectively, the "Bonds"), are special obligations of the Board payable solely from a lien on the security pledged pursuant to the Resolution (the "Security") including, but not limited to: (i) all Pledged Revenues; (ii) all Political Subdivision Bonds and Government Obligations in the Portfolio Account of the State Revolving Fund, all amounts in the Clearance Account, the Operating Account and the Portfolio Redemption Account of the State Revolving Fund, and all amounts in the Program Account of the State Revolving Fund pending disbursement thereof; and (iii) all of the proceeds of the foregoing including, without limitation, investments thereof; provided, that the pledge of and lien on the Security is **expressly junior and subordinate** to the pledge of and lien on such Security in favor of all Senior Lien Obligations (as defined herein) (and any Senior Lien Bond Enhancement Agreements) heretofore or hereafter issued, including the Board's previously issued State Revolving Fund Senior Lien Revenue Bonds (as defined herein), together with any bonds issued on a parity therewith. The Board has reserved the right in the Resolution to issue additional bonds, notes or other obligations or evidences of indebtedness on a parity with the Program Series 2008A Bonds and to execute Bond Enhancement Agreements on a parity with any Bond Enhancement Agreements relating to the Program Series 2008A Bonds. See "Appendix A - INFORMATION REGARDING THE PROGRAM SERIES 2008A BONDS."

CUSIP PREFIX: 882854  
**MATURITY SCHEDULE & 9 DIGIT CUSIP**  
 See Schedule on Inside of Cover Page

*The Program Series 2008A Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by, their counsel, Andrews Kurth LLP. It is expected that the Program Series 2008A Bonds will be delivered through the facilities of DTC on or about January 8, 2008.*

Piper Jaffray &amp; Co.

Lehman Brothers

Morgan Keegan &amp; Company, Inc

RBC Capital Markets

## OFFICIAL STATEMENT DATED JUNE 24, 2008

**NEW ISSUE -- BOOK-ENTRY-ONLY****Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AAA"**  
(See "OTHER INFORMATION – Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Program Series 2008B Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, rulings and court decisions existing on the date of delivery and the Program Series 2008B Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequences.*



**\$261,425,000**  
**TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SUBORDINATE LIEN REVENUE BONDS, PROGRAM SERIES 2008B**

Interest Accrual: Date of Delivery

Due: July 15, as shown on inside cover

The Texas Water Development Board (the "Board") is issuing the above installment of bonds (the "Program Series 2008B Bonds") pursuant to a master resolution adopted by the Board on March 27, 2007 and effective on May 1, 2007 (the "Master Resolution"), and a fifth supplemental resolution to the Master Resolution adopted by the Board on December 4, 2007, as amended on May 27, 2008 (together, the "Fifth Supplemental Resolution"). The Fifth Supplemental Resolution authorized the issuance from time to time, in one or more installments, of the Board's State Revolving Fund Subordinate Lien Revenue Bonds, Program Series 2008, in an aggregate principal amount not to exceed \$480,000,000 (the "Program Series Bonds"). Pursuant to authority conferred by the Fifth Supplemental Resolution, by execution of an installment purchase agreement for each installment of Program Series Bonds (an "Installment Purchase Agreement"), an Authorized Representative of the Board is authorized to act on behalf of the Board in selling and delivering each installment of Program Series Bonds during the "Program Period", which expires on September 30, 2008. The Program Series 2008B Bonds constitute the second installment of Program Series Bonds delivered under authority of the Fifth Supplemental Resolution pursuant to the Installment Purchase Agreement therefor, executed June 24, 2008 (the "Program Series 2008B Bonds Installment Purchase Agreement"). The "Texas Water Development Board State Revolving Fund Subordinate Lien Revenue Bonds, Program Series 2008A" (the "Program Series 2008A Bonds"), delivered on January 8, 2008 in the original aggregate principal amount of \$203,050,000, were the first installment of Program Series Bonds delivered under authority of the Fifth Supplemental Resolution. The Master Resolution, the Fifth Supplemental Resolution and the Program Series 2008B Bonds Installment Purchase Agreement are collectively referred to herein as the "Resolution." See "INTRODUCTION." The Board has reserved the right in the Fifth Supplemental Resolution to extend the Program Period and to increase the authorized aggregate principal amount of Program Series Bonds that may be issued during the Program Period without the consent of holders of the Program Series Bonds.

Interest on the Program Series 2008B Bonds will accrue from the date of their initial delivery at the fixed rates of interest shown on the inside front cover page hereof. Interest will be payable on January 15, 2009 and on each July 15 and January 15 thereafter until maturity or prior redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Program Series 2008B Bonds also are subject to optional and mandatory redemption prior to maturity. See "THE PROGRAM SERIES 2008B BONDS - Redemption."

The Program Series 2008B Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Program Series 2008B Bonds. So long as the Program Series 2008B Bonds are in book-entry-only form individual purchases will be made in book-entry-only form. Purchasers will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as securities depository with respect to the Program Series 2008B Bonds. So long as DTC or its nominee is the registered owner of the Program Series 2008B Bonds, payments of principal of and premium, if any, and interest on the Program Series 2008B Bonds will be made directly to DTC. Disbursement of such payments to DTC Participants will be the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of DTC Participants. See "Appendix H – DESCRIPTION OF BOOK-ENTRY-ONLY SYSTEM."

The proceeds from the sale of the Program Series 2008B Bonds will be used for the purpose of (i) providing funds to the State Revolving Fund to purchase Political Subdivision Bonds and (ii) paying the costs of issuance of the Program Series 2008B Bonds. See "PLAN OF FINANCE."

**The Program Series 2008B Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15 and Subchapter 1, Chapter 17, Texas Water Code, as amended, and Chapter 1371, Texas Government Code, as amended. The Program Series 2008B Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Program Series 2008B Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.**

The Program Series 2008B Bonds, together with the Program Series 2008A Bonds, any other Program Series Bonds and any additional bonds or other obligations heretofore or hereafter issued pursuant to the Master Resolution (collectively, the "Bonds"), are special obligations of the Board payable solely from a lien on the security pledged pursuant to the Resolution (the "Security") including, but not limited to: (i) all Pledged Revenues; (ii) all Political Subdivision Bonds and Government Obligations in the Portfolio Account of the State Revolving Fund, all amounts in the Clearance Account, the Operating Account and the Portfolio Redemption Account of the State Revolving Fund, and all amounts in the Program Account of the State Revolving Fund pending disbursement thereof; and (iii) all of the proceeds of the foregoing including, without limitation, investments thereof; provided, that the pledge of and lien on the Security is **expressly junior and subordinate** to the pledge of and lien on such Security in favor of all Senior Lien Obligations (as defined herein) (and any Senior Lien Bond Enhancement Agreements) heretofore or hereafter issued, including the Board's previously issued State Revolving Fund Senior Lien Revenue Bonds (as defined herein), together with any bonds issued on a parity therewith. The Board has reserved the right in the Resolution to issue additional bonds, notes or other obligations or evidences of indebtedness on a parity with the Program Series 2008B Bonds and to execute Bond Enhancement Agreements on a parity with any Bond Enhancement Agreements relating to the Program Series 2008B Bonds. See "Appendix A - INFORMATION REGARDING THE PROGRAM SERIES 2008B BONDS."

CUSIP PREFIX: 882854

MATURITY SCHEDULE &amp; 9 DIGIT CUSIP

See Schedule on Inside of Cover Page

*The Program Series 2008B Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by, their counsel, Andrews Kurth LLP. It is expected that the Program Series 2008B Bonds will be delivered through the facilities of DTC on or about July 15, 2008.*

**Morgan Keegan & Company, Inc.****Piper Jaffray & Co.**

Banc of America Securities LLC

Goldman Sachs &amp; Co.

Morgan Stanley &amp; Co. Incorporated

Southwest Securities

Walton Johnson &amp; Co.

## OFFICIAL STATEMENT DATED JULY 29, 2009

**NEW ISSUE -- BOOK-ENTRY-ONLY**Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AAA"  
(See "OTHER INFORMATION – Ratings")

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes under statutes, regulations, rulings and court decisions existing on the date of delivery and the Series 2009A Bonds are not "private activity bonds." See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other federal tax consequences.*



**\$224,975,000**  
**TEXAS WATER**  
**DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SUBORDINATE LIEN**  
**REVENUE BONDS,**  
**SERIES 2009A, SUB-SERIES 2009A-1**

**\$32,765,000**  
**TEXAS WATER**  
**DEVELOPMENT BOARD**  
**STATE REVOLVING FUND**  
**SUBORDINATE LIEN**  
**REVENUE REFUNDING BONDS,**  
**SERIES 2009A, SUB-SERIES 2009A-2**

Interest Accrual: Date of Delivery

Due: July 15, as shown on inside cover

The Texas Water Development Board (the "Board") is issuing the bonds described above in two separate sub-series, the Series 2009A-1 Bonds and the Series 2009A-2 Bonds (as defined below) pursuant to a master resolution adopted by the Board on March 27, 2007 and effective on May 1, 2007 (the "Master Resolution"), and a sixth supplemental resolution to the Master Resolution adopted by the Board on July 16, 2009 (the "Sixth Supplemental Resolution"). The Series 2009A-1 Bonds and the Series 2009A-2 Bonds are collectively defined as the "Series 2009A Bonds." The Master Resolution, the Sixth Supplemental Resolution and the bond purchase agreement pursuant to which the Series 2009A Bonds are sold (the "Bond Purchase Agreement") are collectively referred to herein as the "Resolution." See "INTRODUCTION." Interest on the Series 2009A Bonds will accrue from the date of their initial delivery at the fixed rates of interest shown on the inside front cover page hereof. Interest will be payable on January 15, 2010 and on each July 15 and January 15 thereafter until maturity or prior redemption, and will be calculated on the basis of a 360-day year composed of twelve 30-day months, until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Series 2009A Bonds also are subject to optional and mandatory redemption prior to maturity. See "THE SERIES 2009A BONDS - Redemption."

The Series 2009A Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will initially act as securities depository for the Series 2009A Bonds. So long as the Series 2009A Bonds are in book-entry-only form individual purchases will be made in book-entry-only form. Purchasers will not receive physical delivery of bond certificates so long as DTC or a successor securities depository acts as securities depository with respect to the Series 2009A Bonds. So long as DTC or its nominee is the registered owner of the Series 2009A Bonds, payments of principal of and premium, if any, and interest on the Series 2009A Bonds will be made directly to DTC. Disbursement of such payments to DTC Participants will be the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of DTC Participants. See "Appendix H – DESCRIPTION OF BOOK-ENTRY-ONLY SYSTEM."

The proceeds from the sale of the Series 2009A Bonds will be used for the purpose of (i) providing funds to reimburse the State Revolving Fund for its previous purchase of Political Subdivision Bonds (the "Series 2009A-1 Bonds"), (ii) providing funds to refund a portion of the Board's outstanding obligations described in Schedule I as the "Refunded Bonds" (the "Series 2009A-2 Bonds") and (iii) paying the costs of issuance of the Series 2009A Bonds. See "Schedule I – REFUNDED BONDS" and "PLAN OF FINANCE."

**The Series 2009A Bonds are issued under authority of the laws of the State of Texas, including specifically Subchapter J, Chapter 15 and Subchapter I, Chapter 17, Texas Water Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended. The Series 2009A Bonds shall never constitute general obligations of the Board or the State of Texas within the meaning of any constitutional or statutory provision or limitation. Issuance of the Series 2009A Bonds shall not, directly, indirectly or contingently, obligate the State of Texas to levy any form of taxation therefor or make any appropriation for their payment. The Board has no taxing power.**

The Series 2009A Bonds and any additional bonds or other obligations heretofore or hereafter issued pursuant to the Master Resolution (collectively, the "Bonds"), are special obligations of the Board payable solely from a lien on the security pledged pursuant to the Resolution (the "Security") including, but not limited to: (i) all Pledged Revenues; (ii) all Political Subdivision Bonds and Government Obligations in the Portfolio Account of the State Revolving Fund, all amounts in the Clearance Account, the Operating Account and the Portfolio Redemption Account of the State Revolving Fund, and all amounts in the Program Account of the State Revolving Fund pending disbursement thereof; and (iii) all of the proceeds of the foregoing including, without limitation, investments thereof; provided, that the pledge of and lien on the Security is **expressly junior and subordinate** to the pledge of and lien on such Security in favor of all Senior Lien Obligations (as defined herein) (and any Senior Lien Bond Enhancement Agreements) heretofore or hereafter issued, including the Board's previously issued State Revolving Fund Senior Lien Revenue Bonds (as defined herein), together with any bonds issued on a parity therewith. In the Sixth Supplemental Resolution, the Board authorized the issuance of bonds, in one or more sub-series, in an aggregate principal amount not to exceed \$300,000,000, and to the extent the Series 2009A Bonds offered for sale under the terms of this Official Statement do not exceed \$300,000,000, in aggregate principal amount, such balance remaining may be issued by the Board. The Board has reserved the right in the Resolution to issue additional sub-series of the Series 2009A Bonds, or other bonds, notes or other obligations or evidences of indebtedness on a parity with the Series 2009A Bonds and to execute Bond Enhancement Agreements on a parity with any Bond Enhancement Agreements relating to the Series 2009A Bonds. See "Appendix A - INFORMATION REGARDING THE SERIES 2009A BONDS."

**CUSIP PREFIX: 882854**  
**MATURITY SCHEDULE & 9 DIGIT CUSIP**  
 See Schedule on Inside of Cover Page

*The Series 2009A Bonds are offered for delivery when, as and if issued, and are subject to the approval of the Attorney General of the State of Texas and subject to the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Bond Counsel. Certain legal matters will be passed upon for the Underwriters by, their counsel, Vinson & Elkins L.L.P. It is expected that the Series 2009A Bonds will be delivered through the facilities of DTC on or about August 18, 2009.*

**Merrill Lynch & Co.**Estrada Hinojosa & Co., Inc.  
Morgan Keegan Company, Inc.Raymond James & Associates  
Stifel Nicolaus & Company, Inc.**Jefferies & Company**Siebert Brandford Shank & Co., LLC  
Piper Jaffray & Co.

**NOTICE OF FULL REDEMPTION TO THE HOLDERS OF  
TEXAS WATER DEVELOPMENT BOARD  
STATE REVOLVING FUND SENIOR LIEN REVENUEBOND PROGRAM SERIES 1999A**

NOTICE IS HEREBY GIVEN that there have been called for full redemption on December 1, 2010 all outstanding Bonds of the above captioned bonds, totaling \$22,345,000 in principal amount, plus applicable premium, if any, as listed below:

<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>	<u>Redemption Price</u>	<u>CUSIP No.*</u>
07/15/2021	\$22,345,000	5.50%	100.00%	882854GW6

Since the Bond is held under the book entry system, payment will be made directly to the registered holder.

TEXAS WATER DEVELOPMENT BOARD

**By: The Bank of New York Mellon Trust Company, N.A.**  
*as Trustee or Agent*  
**Bondholder Communications: 800-254-2826**

  
 THE BANK OF  
 NEW YORK MELLON

Dated: October 31, 2010

**IMPORTANT TAX NOTICE**

Withholding of 28% of gross redemption proceeds of any payment made within the United States may be required by the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), unless the Paying Agent has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. **Please furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting your securities.**

*\*Note: The Issuer and Trustee/Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Bond. They are included solely for the convenience of the holders.*

Notice #:331996 File Name: [www.ezdisclose.com](http://www.ezdisclose.com)

**NOTICE OF PARTIAL REDEMPTION TO THE HOLDERS OF**  
**STATE OF TEXAS WATER DEVELOPMENT BOARD**  
**STATE REVOLVING FUND SENIOR LIEN REVENUE BOND PROGRAM SERIES 1999B**

**NOTICE IS HEREBY GIVEN that**, pursuant to the applicable provisions of the governing documents of the above captioned Bonds (the "Bonds"), \$1,190,000 principal amount of the Bonds will be redeemed on March 7, 2011, at the referenced Redemption Price, together with accrued interest thereon to March 7, 2011. From and after March 7, 2011, interest on the Bonds shall cease to accrue. The below stated portion of the following Bond will be affected:

**\*CUSIP Number: 882854UU4, 5.625%, Due: 07/15/2021**  
**Redemption Price: 100.00%**

<u>Bond Number</u>	<u>Amount Outstanding</u>	<u>Amount Called</u>
_BOOK	\$11,470,000	\$1,190,000

Since the Bond is held under the book entry system, payment will be made directly to the registered holder.

STATE OF TEXAS WATER DEVELOPMENT BOARD

**By: The Bank of New York Mellon Trust Company, N.A.**  
*as Trustee or Agent*  
**Bondholder Communications: 800-254-2826**



Dated: February 4, 2011

**IMPORTANT TAX NOTICE**

Withholding of 28% of gross redemption proceeds of any payment made within the United States may be required by the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), unless the Paying Agent has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. **Please furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting your securities.**

*\*Note: The Issuer and Trustee/Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Bond. They are included solely for the convenience of the holders.*

## NOTICE OF FULL REDEMPTION TO THE HOLDERS OF

## TEXAS WATER DEVELOPMENT BOARD

## STATE REVOLVING FUND, SENIOR LIEN REVENUE BONDS, PROGRAM SERIES 2000A

NOTICE IS HEREBY GIVEN that there have been called for full redemption on August 12, 2011 all outstanding Bonds of the above captioned bonds, totaling \$64,150,000 in principal amount, plus applicable premium, if any, as listed below:

<u>Maturity</u>	<u>Amount</u>	<u>Rate</u>	<u>Redemption Price</u>	<u>CUSIP No.*</u>
07/15/2012	\$4,795,000	5.625%	100.00%	882854KC5
07/15/2013	\$475,000	5.00%	100.00%	882854KD3
07/15/2013	\$4,590,000	5.625%	100.00%	882854KE1
07/15/2014	\$5,360,000	5.625%	100.00%	882854KF8
07/15/2015	\$5,955,000	5.625%	100.00%	882854KG6
07/15/2016	\$5,990,000	5.625%	100.00%	882854KH4
07/15/2017	\$6,340,000	5.40%	100.00%	882854KJ0
07/15/2018	\$9,280,000	5.40%	100.00%	882854KK7
07/15/2019	\$3,110,000	5.45%	100.00%	882854KL5
07/15/2021	\$18,255,000	5.45%	100.00%	882854KN1

Since the Bond is held under the book entry system, payment will be made directly to the registered holder.

TEXAS WATER DEVELOPMENT BOARD

**By: The Bank of New York Mellon Trust Company, N.A.**

*as Trustee or Agent*

**Bondholder Communications: 800-254-2826**



THE BANK OF  
NEW YORK MELLON

Dated: July 11, 2011

**IMPORTANT TAX NOTICE**

Withholding of 28% of gross redemption proceeds of any payment made within the United States may be required by the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), unless the Paying Agent has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. **Please furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting your securities.**

*\*Note: The Issuer and Trustee/Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Bond. They are included solely for the convenience of the holders.*

**NOTICE OF DEFEASANCE AND REDEMPTION****TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND  
SUBORDINATE LIEN REVENUE BONDS (FIXED RATE REFUNDING)  
SERIES 2007B**

NOTICE is hereby given that the following obligations issued by the Texas Water Development Board are called for redemption prior to their scheduled maturities:, at a price of par and accrued interest to the date of redemption, without premium, to-wit:

TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND SUBORDINATE LIEN REVENUE BONDS (FIXED RATE REFUNDING) SERIES 2007, all outstanding bonds maturing on July 15 in each of the years 2011 through 2026, aggregating \$195,190,000 in principal amount; Redemption Price: par and accrued interest to the date of redemption, without premium; Redemption Date for Bonds maturing on and after July 15, 2015: JULY 15, 2014.

<u>Maturity Date</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate</u>	<u>Cusip No.</u>
07/15/11	3,520,000	4.000%	882854ND0
07/15/11	2,780,000	5.000%	882854NE8
07/15/12	3,750,000	4.000%	882854NG3
07/15/12	11,295,000	5.000%	882854NF5
07/15/13	700,000	4.000%	882854NJ7
07/15/13	16,845,000	5.000%	882854NH1
07/15/14	1,425,000	4.000%	882854NL2
07/15/14	17,385,000	5.625%	882854NK4
07/15/15	2,500,000	4.000%	882854NN8
07/15/15	12,380,000	5.000%	882854NM0
07/15/16	22,135,000	5.000%	882854NP3
07/15/17	38,345,000	5.000%	882854NQ1
07/15/18	5,750,000	4.500%	882854NR9
07/15/19	6,010,000	4.500%	882854NS7
07/15/20	6,280,000	4.500%	882854NT5
07/15/21	6,565,000	4.500%	882854NU2
07/15/22	6,860,000	4.500%	882854NV0
07/15/23	7,170,000	4.500%	882854NW8
07/15/24	7,490,000	4.500%	882854NX6
07/15/25	7,825,000	4.500%	882854NY4
07/15/26	8,180,000	4.500%	882854NZ1

Due provision for the payment of the above-described obligations has been made with The Bank of New York Mellon Trust Company, N.A. ("BNY"), the paying agent for said obligations, and said obligations shall be presented for payment either in person or by mail, at the following addresses:

First Class/Registered/Certified  
The Bank of New York Mellon  
Global Corporate Trust  
P.O. Box 396  
East Syracuse, New York 13057

Express Delivery Only  
The Bank of New York Mellon  
Global Corporate Trust  
111 Sanders Creek Pkwy.  
East Syracuse, New York 13057

By Hand Only  
The Bank of New York Mellon  
Global Corporate Trust  
Corporate Trust Window  
101 Barclay Street, 1<sup>st</sup> Fl. E.  
New York, New York 10286

Interest on the redeemed obligations shall cease to accrue thereon after the redemption date.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the Bondholder. Neither the Board nor BNY shall be responsible for the selection or correctness of the CUSIP numbers on the obligations or as indicated in any redemption notice.

**IMPORTANT NOTICE:** Under the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), paying agents making payments of interest or principal on municipal securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Owners of the Bonds who wish to avoid the imposition of the tax should submit certified taxpayer identification numbers when presenting the Bonds for payment.

Interested parties may direct telephone inquiries to Bondholder Relations at (800) 254-2826.

THIS NOTICE is given under authority of a resolution adopted by the Texas Water Development Board on July 15, 2010.

**ATTACHMENT F**

**Events Subsequent to the Fiscal Year 2011**

## EVENTS SUBSEQUENT TO FISCAL YEAR 2011

### GENERAL OBLIGATION BONDS (Non-Dedicated Bonds - Texas Water Development Fund II)

Date	Series Description	Original Par Amount
10/4/2011	State of Texas Water Financial Assistance Bonds, Series 2011B – New Issue	\$ 92,255,000

Date	Series Description	Maturity Impacted
01/19/2012	State of Texas Water Financial Assistance Bonds, Series 2000 – Partial Redemption	2019

### GENERAL OBLIGATION BONDS (Economically Distressed Areas Program - Texas Water Development Fund II)

Date	Series Description	Original Par Amount
02/07/2012	State of Texas Water Financial Assistance Bonds, Series 2012A (Economically Distressed Areas Program) – New Issue	\$ 39,930,000

### GENERAL OBLIGATION BONDS (State Participation Program - Texas Water Development Fund II)

Date	Series Description	Maturities Impacted
02/15/2012	State of Texas Water Financial Assistance Refunding Bonds, Series 2009D (State Participation Program) – Partial Defeasance and Redemption	2020-2029, 2035

### GENERAL OBLIGATION BONDS (Water Infrastructure Fund)

Date	Series Description	Original Par Amount
02/07/2012	State of Texas Water Financial Assistance Bonds, Series 2012B (Water Infrastructure Fund) – New Issue	\$ 39,930,000

### STATE REVOLVING FUND SENIOR LIEN REVENUE BONDS

Date	Series Description	Maturity Impacted
02/15/2012	Texas Water Development Board State Revolving Fund Senior Lien Revenue Bonds, Program Series 1999B – Partial Redemption	2021

The information contained under the heading “EVENTS SUBSEQUENT TO FISCAL YEAR 2011” in **Attachment F** of this Annual Report is hereby incorporated in satisfaction of the Board’s Undertaking to update the financial information and quantitative operating data under the heading “Texas Water Development Board” contained in the final official statements.

#### General Obligation Bonds

In addition, pursuant to a statewide election on November 8, 2011, voters approved Proposition 2 which adds Section 49-d-11 to Article III of the Constitution and authorizes the Board to issue additional general obligation bonds for one or more accounts of Development Fund II in amounts such that the aggregate principal amount of bonds issued under Section 49-d-11 that are outstanding at any time does not exceed \$6 billion.

**NEW ISSUE - Book-Entry-Only**

**Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AA+"  
(See "OTHER INFORMATION - Ratings")**

*In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions and the Bonds are not "specified private activity bonds" for the purposes of the alternative minimum tax imposed on individuals and corporations. See "TAX MATTERS" for a discussion of the opinion of Bond Counsel, including a description of alternative minimum tax consequences for corporations and other tax consequences.*



**\$92,255,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2011B**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover page**

The State of Texas Water Financial Assistance Bonds, Series 2011B (the "Bonds") are general obligations of the State of Texas (the "State") and are issued by the Texas Water Development Board (the "Board") under the authority of the Constitution and laws of the State. Interest on the Bonds will accrue from the Date of Delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on February 1, 2012, and on each August 1 and February 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. **Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.**

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

The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption."

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS. See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."**

The Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended, in order to (i) augment the funding of the Financial Assistance Account for Water Assistance Projects from the Texas Water Development Fund II and (ii) pay expenses arising from the issuance of the Bonds.

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

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The Bonds are issued pursuant to a resolution that authorizes issuance of bonds in one or more series (the "Resolution") adopted on August 18, 2011 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Vinson & Elkins L.L.P., Houston, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about October 4, 2011 ("Date of Delivery").*

**PIPER JAFFRAY & CO.**

**FIDELITY CAPITAL MARKETS  
LOOP CAPITAL MARKETS, LLC**

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**MORGAN STANLEY  
RAYMOND JAMES**

**NOTICE OF PARTIAL REDEMPTION**

**STATE OF TEXAS  
WATER FINANCIAL ASSISTANCE REFUNDING  
AND FINANCIAL ASSISTANCE BONDS  
SERIES 2000**

NOTICE is hereby given that the following obligations issued by the Texas Water Development Board are called for redemption prior to their scheduled maturities, at a price of par and accrued interest to the date of redemption, without premium, to-wit:

STATE OF TEXAS WATER FINANCIAL ASSISTANCE REFUNDING AND FINANCIAL ASSISTANCE BONDS SERIES 2000, outstanding bond maturing on the date and in the principal amount set forth below:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Redemption Date</u>	<u>Interest Rate</u>	<u>Cusip No.</u>
August 1, 2019*	\$4,480,000	January 19, 2012	5.800%	882720DD4

\*Denotes Term Bond.

Due provision for the payment of the above-described obligations has been made with The Bank of New York Mellon Trust Company, N.A. ("BNY"), the paying agent for said obligations, and said obligations shall be presented for payment either in person or by mail, at the following addresses:

<u>First Class/Registered/Certified</u>	<u>Express Delivery Only</u>	<u>By Hand Only</u>
The Bank of New York Mellon Global Corporate Trust P.O. Box 396 East Syracuse, New York 13057	The Bank of New York Mellon Global Corporate Trust 111 Sanders Creek Pkwy. East Syracuse, New York 13057	The Bank of New York Mellon Global Corporate Trust Corporate Trust Window 101 Barclay Street, 1st Fl. E. New York, New York 10286

Interest on the redeemed obligations shall cease to accrue thereon after the redemption date.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the Bondholder. Neither the Board nor BNY shall be responsible for the selection or correctness of the CUSIP numbers on the obligations or as indicated in any redemption notice.

**IMPORTANT NOTICE:** Under the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003, paying agents making payments of interest or principal on municipal securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Owners of the Bonds who wish to avoid the imposition of the tax should submit certified taxpayer identification numbers when presenting the Bonds for payment.

Interested parties may direct telephone inquiries to Bondholder Relations at (800) 254-2826.

This notice is given under the authority of a resolution adopted by the Texas Water Development Board on July 21, 2011. Any questions regarding this notice may be addressed to the Texas Water Development Board; Attention: Piper Montemayor, Development Fund Manager (512) 475-2117.

NEW ISSUES - Book-Entry-Only

Ratings: Fitch "AAA"; Moody's "Aaa"; S&P "AA+"  
(See "OTHER INFORMATION - Ratings")

*Delivery of the Bonds is subject to the opinion of Andrews Kurth LLP, Bond Counsel, to the effect that, under existing law and assuming continuing compliance with covenants in the Resolutions, (1) interest on the Bonds is excludable from gross income for federal income tax purposes, and (2) interest on the Bonds will not be included in the owner's alternative minimum taxable income of individuals. See "TAX EXEMPTION" for a discussion of the opinion of Bond Counsel, including the alternative minimum tax consequences for corporations.*



**\$54,885,000**  
**STATE OF TEXAS**  
**GENERAL OBLIGATION BONDS**

**\$39,930,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2012A**  
**(Water Infrastructure Fund)**

**\$14,955,000**  
**State of Texas**  
**Water Financial Assistance Bonds**  
**Series 2012B**  
**(Economically Distressed Areas Program)**

**Dated Date: Date of Delivery**

**Due: August 1, as shown on inside cover pages**

The State of Texas Water Financial Assistance Bonds, Series 2012A (Water Infrastructure Fund) (the "2012A Bonds") and the State of Texas Water Financial Assistance Bonds, Series 2012B (Economically Distressed Areas Program) (the "2012B Bonds" and, together with the 2012A Bonds, the "Bonds") are general obligations of the State of Texas (the "State") and are issued by the Texas Water Development Board (the "Board") under the authority of the Constitution and laws of the State. Interest on the Bonds will accrue from the Date of Delivery at the fixed rates of interest shown on the inside cover page hereof and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds will be payable on August 1, 2012, and on each August 1 and February 1 thereafter until maturity or prior redemption. The Bonds will be issued only as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof within a maturity. The Depository Trust Company, New York, New York ("DTC"), initially will act as securities depository for the Bonds. **Beneficial owners of the Bonds will not receive physical delivery of Bond certificates except as described herein.**

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

The Bonds are subject to optional and extraordinary mandatory redemption prior to stated maturity as provided herein. See "THE BONDS - Redemption Provisions."

**THE BONDS ARE GENERAL OBLIGATIONS OF THE STATE OF TEXAS, AND ARE SECURED BY THE FULL FAITH AND CREDIT OF THE STATE OF TEXAS.** See "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS."

The 2012A Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-9, Texas Constitution and Subchapter L of Chapter 17 of the Texas Water Code, as amended (the "Act"), in order to (i) augment the funding of Water Assistance Projects, as defined herein, from the Texas Water Development Fund II (the "Development Fund II") and (ii) pay expenses arising from the issuance of the 2012A Bonds. The proceeds of the 2012A Bonds are expected to be transferred from Development Fund II to augment the funding of the Water Infrastructure Fund, a special fund in the State Treasury established under Subchapter Q of Chapter 15 of the Texas Water Code, as amended ("Subchapter Q"), to provide financial assistance to eligible Texas political subdivisions. The 2012B Bonds are issued under the authority of the Constitution and laws of the State, including particularly Article III, Sections 49-d-8 and 49-d-10, Texas Constitution and the Act, in order to (i) augment the funding of the "EDAP Projects," being financial assistance in the form of loans and grants to political subdivisions in economically distressed areas of the State for water supply and water quality enhancement purposes consistent with the provisions of Subsection (b) of Article III, Section 49-d-7, Texas Constitution and Subchapter K of Chapter 17 of the Texas Water Code, as amended, from Development Fund II, and (ii) pay expenses arising from the issuance of the 2012B Bonds.

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

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The Bonds are issued pursuant to two separate resolutions, which authorize issuance in one or more series, (the "2012A Resolution" and the "2012B Resolution", respectively, and, collectively, the "Resolutions") adopted on December 15, 2011 by the Board under authority of pertinent provisions of the Texas Water Code.

*The Bonds are offered for delivery when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice and are subject to the approving legal opinions of the Attorney General of Texas, and of Andrews Kurth LLP, Austin, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P., Houston, Texas. See "LEGAL MATTERS." It is expected that the Bonds will be available for delivery, through the facilities of DTC, on or about February 7, 2012 ("Date of Delivery").*

**CITIGROUP**  
**FROST BANK**

**M. R. BEAL & COMPANY**

**J.P. MORGAN**  
**SAMCO CAPITAL MARKETS, INC.**

**NOTICE OF PARTIAL DEFEASANCE AND REDEMPTION**

**State of Texas  
Water Financial Assistance Refunding Bonds, Series 2009D  
(State Participation Program)**

NOTICE is hereby given that the following obligations issued by the Texas Water Development Board have been defeased and are called for redemption prior to their scheduled maturities, at a price of par and accrued interest to the date of redemption, without premium, to-wit:

STATE OF TEXAS WATER FINANCIAL ASSISTANCE REFUNDING BONDS, SERIES 2009D (STATE PARTICIPATION PROGRAM), outstanding bonds maturing on the dates and in the principal amounts set forth below and aggregating \$10,500,000 in principal amount:

<b>Maturity Date</b>	<b>Principal Amount</b>	<b>Redemption Date</b>	<b>Interest Rate</b>	<b>Cusip No.</b>
August 1, 2020	\$450,000	August 1, 2019	5.00%	882722HJ3
August 1, 2021	475,000	August 1, 2019	4.00%	882722HK0
August 1, 2022	505,000	August 1, 2019	4.10%	882722HL8
August 1, 2023	535,000	August 1, 2019	4.25%	882722HM6
August 1, 2024	565,000	August 1, 2019	5.00%	882722HN4
August 1, 2025	600,000	August 1, 2019	5.00%	882722HP9
August 1, 2026	640,000	August 1, 2019	5.00%	882722HQ7
August 1, 2027	680,000	August 1, 2019	5.00%	882722HR5
August 1, 2028	715,000	August 1, 2019	5.00%	882722HS3
August 1, 2029	765,000	August 1, 2019	5.00%	882722HT1
August 1, 2035*	4,570,000	August 1, 2019	5.00%	882722HU8

\*Denotes term bond.

Due provision for the payment of the above-described obligations has been made with The Bank of New York Mellon Trust Company, N.A. ("BNY"), the paying agent for said obligations, and said obligations shall be presented for payment either in person or by mail, at the following addresses:

<u>First Class/Registered/Certified:</u>	<u>Express Delivery Only:</u>	<u>By Hand Only:</u>
<b>The Bank of New York Mellon</b>	<b>The Bank of New York Mellon</b>	<b>The Bank of New York Mellon</b>
Global Corporate Trust	Global Corporate Trust	Global Corporate Trust
P.O. Box 396	111 Sanders Creek Pkwy.	Corporate Trust Window
East Syracuse,	East Syracuse,	101 Barclay Street, 1st Fl. E.
New York 13057	New York 13057	New York, NY 10286

Interest on the redeemed obligations shall cease to accrue thereon after the redemption date.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the Bondholder. Neither the Board nor BNY shall be responsible for the selection or correctness of the CUSIP numbers on the obligations or as indicated in any redemption notice.

**IMPORTANT NOTICE:** Under the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), paying agents making payments of interest or principal on municipal securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Owners of the Bonds who wish to avoid the imposition of the tax should submit certified taxpayer identification numbers when presenting the Bonds for payment.

Interested parties may direct telephone inquiries to Bondholder Relations at (800) 254-2826.

This notice is given under the authority of a resolution adopted by the Texas Water Development Board on July 21, 2011. Any questions regarding this notice may be addressed to the Texas Water Development Board; Attention: Piper Montemayor, (512) 475-2117.

Fiduciary Communications Company  
One State Street Plaza, 25th Floor  
New York, NY 10004  
Phone Nos.: 212-803-8620/8628  
Fax: 212-803-8667

Directory: F:\Notices\Template

Filename: **392104**

Date: 2/2/2011

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**NOTICE OF PARTIAL REDEMPTION**

**TEXAS WATER DEVELOPMENT BOARD  
STATE REVOLVING FUND  
SENIOR LIEN REVENUE BONDS,  
PROGRAM SERIES 1999B**

NOTICE is hereby given that the following obligations issued by the Texas Water Development Board are called for redemption prior to their scheduled maturities, at a price of par and accrued interest to the date of redemption, without premium, to-wit:

TEXAS WATER DEVELOPMENT BOARD STATE REVOLVING FUND SENIOR LIEN REVENUE BONDS, PROGRAM SERIES 1999B, outstanding bond maturing on the date and in the principal amount set forth below:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Redemption Date</u>	<u>Interest Rate</u>	<u>Cusip No.</u>
July 15, 2021*	\$4,810,000	December 21, 2011	5.625%	882854UU4

\*Denotes Term Bond.

Due provision for the payment of the above-described obligations has been made with The Bank of New York Mellon Trust Company, N.A. ("BNY"), the paying agent for said obligations, and said obligations shall be presented for payment either in person or by mail, at the following addresses:

<u>First Class/Registered/Certified</u>	<u>Express Delivery Only</u>	<u>By Hand Only</u>
The Bank of New York Mellon Global Corporate Trust P.O. Box 396 East Syracuse, New York 13057	The Bank of New York Mellon Global Corporate Trust 111 Sanders Creek Pkwy. East Syracuse, New York 13057	The Bank of New York Mellon Global Corporate Trust Corporate Trust Window 101 Barclay Street, 1st Fl. E. New York, New York 10286

Interest on the redeemed obligations shall cease to accrue thereon after the redemption date.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the Bondholder. Neither the Board nor BNY shall be responsible for the selection or correctness of the CUSIP numbers on the obligations or as indicated in any redemption notice.

**IMPORTANT NOTICE:** Under the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), paying agents making payments of interest or principal on municipal securities may be obligated to withhold a 28% tax from remittance to individuals who have failed to furnish the paying agent with a valid taxpayer identification number. Owners of the Bonds who wish to avoid the imposition of the tax should submit certified taxpayer identification numbers when presenting the Bonds for payment.

Interested parties may direct telephone inquiries to Bondholder Relations at (800) 254-2826.

This notice is given under the authority of a resolution adopted by the Texas Water Development Board on July 21, 2011. Any questions regarding this notice may be addressed to the Texas Water Development Board; Attention: Piper Montemayor, Development Fund Manager (512) 475-2117.