



Since 1967  
**Reedy Creek**  
IMPROVEMENT DISTRICT

**Lake Buena Vista, Florida**

**CONTINUING DISCLOSURE**

Year Ended September 30, 2017

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### INTRODUCTION

The Securities and Exchange Commission has promulgated amendments to Rule 15c2-12 under the Securities and Exchange Act of 1934, as amended, which prohibit underwriters from purchasing or selling municipal securities unless such underwriters have reasonably determined that the “issuer” and any “obligated person” with respect thereto, have undertaken to provide continuing disclosure with respect to its securities, subject to certain exemptions.

For the benefit of the Owners of the Ad Valorem Tax Bonds Series 2011A, 2013A, 2013B, 2015A and 2016A, the Bond Anticipation Note Series 2017, and the Utilities Revenue Bonds Series 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 and 2015-2, the Reedy Creek Improvement District (the “District”) has covenanted in the Bond Resolutions, and in its agreement with the Underwriters and in a Continuing Disclosure Certificate delivered at the time of issuance of the bonds, to deliver to each nationally recognized municipal securities information repository (“NRMSIR”) and to the appropriate Florida information depository, if any, certain financial information and operating data relating to the District (“Annual Information”) within 180 days after the end of the District’s fiscal year, in each year commencing with the Fiscal Year ending September 30, 1996. The Annual Information, as provided herein, includes financial information and operating data of the type included in the Official Statement with respect to the District and audited financial reports of the District prepared by an independent firm of certified public accountants of nationally recognized ability and standing selected by the District.

In addition, the District has covenanted to provide timely notices to each NRMSIR or to the Municipal Securities Rulemaking Board and to the appropriate Florida information depository, if any, of the occurrence of any of the following events with respect to the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds, if material:

- (a) Principal and interest payment delinquencies;
- (b) Non-payment related defaults;
- (c) Unscheduled draws on the Sinking Fund;
- (d) Unscheduled draws on any credit enhancements securing any Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds, if any, reflecting financial difficulties;
- (e) Substitution of credit or liquidity providers, or their failure to perform;
- (f) Adverse tax opinions or events affecting the tax-exempt status of the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2;
- (g) Modification to rights of Bondholders;
- (h) Redemptions of the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds other than pursuant to a mandatory sinking fund redemption;
- (i) Defeasance of the Bond Resolution or any Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds in whole or in part;
- (j) Release, substitution, or sale of property pledged under the Bond Resolution for repayment of the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2;
- (k) Deannexation of lands comprising the District; and
- (l) Rating changes on the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### **INTRODUCTION – Continued**

The District from time to time may choose to provide notice of the occurrence of certain other events, in addition to those listed above, if, in its judgment, any such other event is material with respect to the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 or 2015-2 Bonds, but the District has not covenanted to provide any such notice of the occurrence of any material event except those listed above.

In addition to the District's covenanted disclosures under the Series 2011A, 2013A, 2013B, 2015A, 2016A, 2011-1, 2011-2, 2013-1, 2013-2, 2015-1 and 2015-2 Bonds, management of the District has elected to include in this document similar disclosure for all outstanding issues of the District.

To the extent that certain portions of this report constitute summaries of documents, reports, resolutions or other agreements relating to the operations or outstanding debt of the District, this report is qualified by reference to each such document, report, resolution or agreement, copies of which may be obtained from the District. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Bond Resolution.

### **AUDITED FINANCIAL STATEMENTS**

Included as a separate document to this report are the financial statements of the District for the fiscal year ended September 30, 2017. These statements have been audited by Ernst & Young LLP, independent auditors, as stated in their report on page 1.

### **AD VALOREM TAX BONDS**

#### AUTHORITY OF ISSUANCE

The Ad Valorem Tax Bonds are issued pursuant to the Constitution and laws of the State of Florida, particularly Chapter 67-764, Laws of Florida, Special Acts of 1967, effective May 12, 1967 (the "Enabling Act").

- The Board of Supervisors of the District adopted a resolution on April 4, 1972, providing for the issuance of its \$20,000,000 Ad Valorem Tax Bonds dated June 1, 1972 (the "1972 Resolution").
- On November 15, 1991, the District adopted Resolution No. 245 amending, supplementing, and restating the 1972 Resolution (the "1991 Resolution") and authorizing the issuance of its Ad Valorem Tax Bonds, Series 1991A.
- On April 29, 1992, the District adopted Resolution No. 259 providing for the issuance of Ad Valorem Tax Bonds, Series 1992A and Ad Valorem Tax Refunding Bonds, Series 1992B (Taxable) (the "1992 Resolution").
- On April 21, 1995, the District adopted Resolution No. 313 supplementing and amending the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Bonds, Series 1995A (the "1995A Resolution").
- On September 13, 1995, the District adopted Resolution No. 321 supplementing the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Bonds, Series 1995C (the "1995C Resolution").
- On July 29, 1998, the District adopted Resolution No. 353 supplementing the 1991 Resolution and providing for the issuance of the Series 1998A and Series 1998B Bonds (the "1998 Resolution").

## REEDY CREEK IMPROVEMENT DISTRICT

### CONTINUING DISCLOSURE

Year Ended September 30, 2017

#### **AD VALOREM TAX BONDS – Continued**

- On April 11, 2001, the District adopted Resolution No. 398 supplementing the 1991 Resolution and providing for the issuance of the Series 2001A bonds (the “2001A Resolution”).
- On November 19, 2003, the District adopted Resolution No. 441 supplementing the 1991 Resolution and providing for the issuance of the Series 2003A and Series 2003B Bonds (the “2003 Resolution”).
- On April 27, 2005, the District adopted Resolution No. 450 supplementing the 1991 Resolution and providing for the issuance of the Series 2005A and Series 2005B Bonds (the “2005 Resolution”).
- On September 22, 2010, the District adopted Resolution No. 516 supplementing the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Refunding Bonds, Series 2010 (the “2010 Resolution”).
- On January 26, 2011, the District adopted Resolution No. 519 supplementing the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Refunding Bonds, Series 2011 (the “2011 Resolution”).
- On February 27, 2013, the District adopted Resolution no. 546 supplementing the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Refunding Bonds, Series 2013B (the “2013B Resolution”).
- On July 24, 2013, the District adopted Resolution No. 551 supplementing the 1991 Resolution and providing for the issuance of the Series 2013A Bonds (the “2013A Resolution”).
- On March 25, 2015, the District adopted Resolution No. 567 supplementing the 1991 Resolution and providing for the issuance of the Series 2015A Bonds (the “2015A Resolution”).
- On April 27, 2016, the District adopted Resolution No. 579 supplementing the 1991 Resolution and providing for the issuance of the Series 2016A Bonds (the “2016A Resolution”).
- On October 26, 2016, the District adopted Resolution No. 584 providing for the issuance of the 2017 Transportation Bonds.
- On December 14, 2016, the District adopted Resolution No. 587 to authorize the issuance of the District’s Bond Anticipation Note Series 2017.
- On August 23, 2017, the District adopted Resolution No. 594 supplementing the 1991 Resolution and providing for the issuance of its Ad Valorem Tax Bonds, Series 2017A (together with Resolutions No. 584 and 587 comprising the “2017 Resolution”).

The 1991 Resolution, as amended, thru the 2017 Resolution are herein collectively referred to as the “Bond Resolution”.

#### **SECURITY AND SOURCE OF PAYMENT FOR THE BONDS**

Payment of principal and interest and premium, if any, on the District’s Ad Valorem Tax Bonds is secured by an irrevocable prior lien on the first proceeds, collected by the District, from Ad Valorem Taxes levied at a rate not exceeding 30 mills on the dollar, per annum, on the assessed value of all taxable property in the District. The Ad Valorem Tax Bonds are issued on a parity. The District’s outstanding Ad Valorem Tax Bonds have equal lien on the Ad Valorem Taxes collected by the District, and with any subsequent series of Additional Bonds as authorized under the Bond Resolution.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### **AD VALOREM TAX BONDS – Continued**

For the Fiscal Year ended September 30, 2017, the District levied Ad Valorem Taxes at the rate of 12.3993 mills, of which 4.8993 mills was for payment of debt service on outstanding bonds and 7.5000 mills was for payment of the general operations of the District. For the Fiscal Year ending September 30, 2018, the District has set an Ad Valorem Tax rate of 12.0300 mills, of which 5.0670 mills is for payment of debt service on outstanding bonds and 6.9630 mills is for payment of the general operations of the District.

The District covenants to levy each year such millage, not exceeding 30 mills on each dollar of assessed valuation of the property within the District, as will produce a sum equal to the amounts required to be deposited in the Sinking Fund in such Fiscal Year. If, in any Fiscal Year, the Ad Valorem Taxes actually collected shall be less than the amount required, then the amount of the deficit shall be added to the amount of Ad Valorem Taxes required to be levied in the next succeeding year or years; such tax, however, shall not exceed 30 mills in any Fiscal Year.

### TAXATION

#### **Ad Valorem Taxes**

The Board of Supervisors of the District has the power, under the Enabling Act, to levy and assess an ad valorem tax on all taxable real and tangible personal property in the District, to provide for sinking or other funds in connection therewith, and to defray the cost of the District projects and activities. Such taxes are in addition to any county or municipal ad valorem taxes.

The Board of Supervisors of the District sets the millage rate to be applied against taxable property in the District. The bills are mailed to property owners on or about November 1 each year. The taxpayer is entitled to a 4% discount if taxes are paid in November; a 3% discount if paid in December; a 2% discount if paid in January next following; and a 1% discount if paid in February. Taxes may also be paid in installments over a four-month period ending in the March next following the November levy; in such cases the taxpayer is not allowed a discount. Taxes unpaid as of April 1 become delinquent and are subject to penalty, interest and the issuance of a tax deed and foreclosure in accordance with laws of the State of Florida. Delinquent District taxes, tax sales certificates, and penalties and costs relating thereto constitute a lien in favor of the District of equal dignity with the liens of state and county taxes.

Ad Valorem Taxes of the District are based on the assessed valuation for county taxes of tangible real and tangible personal property in the District. Property is valued for tax purposes as of January 1 of each year. Valuation is based on the fair market value of the property, taking into account actual use (agriculture, commercial, etc.) and applicable zoning and other use restrictions. Certain property, including property owned by the District itself, by law, have exemptions from Ad Valorem Taxes.

#### **Basis of Valuation**

Property owners are notified of increases in valuation on or before each July 1, and may take an appeal to the County Value Adjustment Board which meets the following September. Assessments are subject to review and adjustment by the County Value Adjustment Board, and by the Department of Revenue of the State of Florida.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

#### Basis of Valuation – Continued

The following table sets forth total taxable assessed property for the District as well as millage rates and total tax levies for the District for the Fiscal Years ended and ending September 30, 2008 through 2018 (for information concerning total Ad Valorem Taxes collected, see “Taxation--Collection of District Taxes”):

#### Taxable Assessed Property

Fiscal Year Ended September 30,	Assessed Value of Property Within District (\$ in thousands)	Debt Service Millage Rates (mills)	General Operating Millage Rates (mills)	(2) Tax Bill Amount (\$ in thousands)	Percentage of Tax Roll		Percent Collected %
					The Walt Disney Company Related %	Other (1) %	
2008	7,103,895	3.7307	5.9148	68,521	88.0	12.0	99.99
2009	7,486,965	3.4895	6.3962	74,014	87.3	12.7	99.99
2010	7,197,469	3.6247	6.7180	74,441	88.8	11.2	99.99
2011	6,948,863	3.8609	7.0500	75,818	89.3	10.7	99.99
2012	7,101,269	3.6850	7.7240	81,018	89.8	10.2	99.99
2013	7,297,853	3.4813	7.6000	80,870	89.3	10.7	99.99
2014	7,714,277	4.3008	7.5045	91,069	89.1	10.9	99.99
2015	8,281,651	4.7131	7.8618	104,141	89.0	11.0	99.99
2016	9,425,741	4.9323	7.3388	115,664	84.7	15.3	99.99
2017	10,002,224	4.8993	7.5000	124,021	85.2	14.8	99.99
2018	10,747,707	5.0670	6.9630	129,295	85.0	15.0	n/a

Source: District Tax Records

(1) The majority of taxpayers in this category are lessees of property owned by companies that are affiliated with the Walt Disney Company.

(2) Tax bills are mailed to property owners on or about November 1st and payments are due by March 31st.

#### Assessed Valuations; Description of Properties

Taxable property within the District in Orange County consists of substantially all of the developed property within the District. For Fiscal Year 2017 and 2018, total assessed valuation of taxable property within the District in Orange County is \$9,378,833,276 and \$10,097,696,983, respectively.

Taxable property within the District in Osceola County consists principally of land set aside for conservation areas, water storage areas and agricultural uses. For Fiscal Year 2017 and 2018, total assessed valuation of taxable property within the District in Osceola County is \$623,390,977 and \$650,010,436, respectively.

The following table identifies the major taxpayers of the District, including those related to The Walt Disney Company, and indicates their type of business and assessed valuation for the Fiscal Years indicated (for information concerning the gross ad valorem tax revenues generated from the major taxpayers of the District, see “Taxation--Collection of District Taxes”):

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

#### Assessed Valuations; Description of Properties – Continued

##### Assessed Valuation of Major Taxpayers

Total Gross Assessed Valuation (1)  
for Fiscal Year Ended September 30,  
(\$ in thousands)

Taxpayer	Type of Business	2014	2015	2016	2017	2018
Walt Disney Company and Affiliates	Theme park/ Resort	\$ 6,869,578	\$ 7,372,512	\$ 7,986,982	\$ 8,520,352	\$ 9,140,798
FS Orlando Hotel & Golf	Lodging/Sports	9,126	10,240	462,202	429,083	416,115
Dolphin	Lodging	222,517	239,143	262,330	290,632	317,915
Swan	Lodging	97,164	101,466	115,712	129,319	140,246
Hilton	Lodging	76,914	79,108	85,987	93,317	101,371
Palace Resort & Spa	Lodging	77,707	71,512	76,115	79,032	95,390
JL-FX Hotel Development, LLC	Lodging	-	4,662	4,613	11,786	50,519
Wyndham	Lodging	31,382	29,327	31,418	34,818	37,202
Sunbelt Rentals	Leasing	-	-	23,752	29,510	26,481
Holiday Inn	Lodging	13,845	15,252	16,863	18,546	25,647
Crown Castle Solutions Corp	Utility	15,609	27,938	32,488	26,628	25,346
B Resort and Spa	Lodging	13,863	13,799	20,264	21,146	22,773
Duke Energy	Utility	9,583	10,366	11,908	13,735	22,018
Landry's Restaurants, Inc	Dining	14,950	14,744	20,329	20,130	20,925
Smart City Telecommunications	Utility	20,362	21,188	21,326	16,907	19,479
Doubletree	Lodging	16,742	14,877	15,896	17,706	18,990
AMC Theatres	Entertainment	16,224	15,169	16,104	16,637	17,718
Best Western	Lodging	13,201	14,089	15,206	16,022	17,298
AT&T Mobility	Communications	3,822	22,965	21,982	22,093	15,923
Century Golf Partners	Sports/Recreation	19,462	14,552	15,820	15,796	15,492
Harvest Power Orlando	Utility	-	18,827	18,461	17,864	15,123
ATOS IT Outsourcing Serv	Technology	-	-	-	6,092	11,879
House of Blues	Entertainment	9,029	8,938	9,978	10,472	10,593
Levy Brothers, Inc	Dining	10,901	10,836	10,432	10,069	10,550
Planet Hollywood	Dining	9,576	9,808	9,884	9,589	9,570
Coca Cola Co	Food & Beverage	-	-	-	1,925	6,111
IBM	Leasing	35,274	6,436	5,748	4,844	4,099
Others	Various	107,446	133,897	113,942	118,174	132,135
<b>TOTAL</b>		<b>\$ 7,714,277</b>	<b>\$ 8,281,651</b>	<b>\$ 9,425,741</b>	<b>\$ 10,002,224</b>	<b>\$ 10,747,707</b>

Source: District Tax Records

(1) As of January 1 of the previous year.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

#### Direct and Overlapping Taxes

The following table identifies governmental units authorized to levy ad valorem taxes on taxable real and tangible personal property in the District, and the millage levied for Fiscal Year ending September 30, 2017.

<u>Governmental Unit</u>	<u>Millage</u>	<u>Total Millage</u>
Reedy Creek Improvement District:		
General Operating	7.5000	
Debt Service	<u>4.8993</u>	
Total Millage		12.3993
City of Bay Lake <sup>(1)</sup>		1.1035
City of Lake Buena Vista <sup>(1)</sup>		1.1933
Orange County:		
Commission	4.4347	
School	7.8110	
South Florida Water Management District	0.3307	
Library	<u>0.3748</u>	
Total Millage		12.9512
Osceola County:		
Commission	6.7000	
School	6.9050	
South Florida Water Management District	0.3307	
Library	<u>0.3000</u>	
Total Millage		14.2357

Source: Reedy Creek Improvement District, City of Bay Lake, City of Lake Buena Vista, Orange County and Osceola County

<sup>(1)</sup> The Cities of Bay Lake and Lake Buena Vista are located in Orange County.

#### Collection of District Taxes

The Assessed Valuations within the District are certified to the District by the Property Appraisers of Orange and Osceola Counties. The District levies its Ad Valorem Taxes based on these Values. The District then collects its taxes in like manner as prescribed by law for the collection of county taxes.

The following table identifies total District Ad Valorem Taxes collected for the Fiscal Years ending September 30, 2008 through 2017 (for information concerning the total taxable assessed property within the District, see "Taxation--Basis of Valuation"):

<u>Collection of District Taxes</u>					
<u>Fiscal Year Ended September 30,</u>	<u>Total Tax Levy (\$ in thousands)</u>	<u>Collections as a Percent of Total Tax Levy (%)</u>	<u>Adjustments (1) and Discounts (\$ in thousands)</u>	<u>Total Net Tax Collections (\$ in thousands)</u>	<u>Collections (2) as a Percent of Net Tax Levy (%)</u>
2008	68,521	96.08	2,687	65,834	99.99
2009	74,014	96.00	2,960	71,054	99.99
2010	74,441	95.53	3,324	71,117	99.99
2011	75,818	96.03	3,012	72,806	99.99
2012	81,018	95.71	3,475	77,543	99.99
2013	80,870	95.84	3,363	77,507	99.99
2014	91,069	95.77	3,849	87,220	99.99
2015	104,141	96.03	4,132	100,009	99.99
2016	115,664	94.44	6,436	109,228	99.99
2017	124,021	94.84	6,394	117,627	99.99

Source: District Tax Records

(1) Adjustments resulting from changes made in assessed values by the Orange and Osceola County Tax Assessors after taxes were levied and unpaid levees resulting from ongoing tax disputes.

(2) Net Tax Levy includes reductions for adjustments described in (1) and discounts for early payment.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

#### Collection of District Taxes – Continued

The following table identifies gross ad valorem tax revenues generated from each of the major taxpayers of the District:

#### Gross Ad Valorem Tax Revenues by Major Taxpayer

<u>Major Taxpayer (1)</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Walt Disney Company and Affiliates	81,097,426	\$ 92,708,597	\$ 98,009,055	\$ 105,646,398	\$ 109,963,794
FS Orlando Golf	107,733	128,766	5,671,721	5,320,333	5,005,862
Dolphin	2,626,878	3,007,200	3,219,080	3,603,639	3,824,522
Swan	1,147,052	1,275,925	1,419,916	1,603,469	1,687,155
Hilton	907,997	994,773	1,055,160	1,157,068	1,219,493
Palace Resort & Spa	917,349	899,261	934,013	979,942	1,147,544
JL-FX Hotel Development, LLC	-	58,625	56,601	146,136	607,743
Wyndham	370,478	368,785	385,536	431,719	447,540
Sunbelt Rentals	-	-	291,466	365,899	318,561
Holiday Inn	163,443	191,786	206,926	229,960	308,530
Crown Castle Solutions Corp	184,274	351,322	398,665	330,166	304,914
B Resort and Spa	163,662	173,516	248,658	262,191	273,965
Duke Energy	113,126	130,354	146,122	170,302	264,874
Landry's Restaurants, Inc	176,493	185,405	249,460	249,603	251,734
Smart City Telecommunications	240,383	266,441	261,695	209,639	234,337
Doubletree	197,642	187,079	195,066	219,545	228,453
AMC Theatres	191,532	190,748	197,613	206,284	213,145
Best Western	155,841	177,173	186,597	198,663	208,096
AT&T Mobility	45,118	288,786	269,741	273,935	191,550
Century Golf Partners	229,751	182,987	194,124	195,855	186,371
Harvest Power Orlando	-	236,744	226,537	221,501	181,933
ATOS IT Outsourcing Serv	-	-	-	75,537	142,904
House of Blues	106,589	112,398	122,444	129,840	127,438
Levy Brothers, Inc	128,694	136,256	128,010	124,850	126,918
Planet Hollywood	113,053	123,330	121,285	118,897	115,125
Coca Cola Co	-	-	-	23,871	73,517
IBM	416,424	80,931	70,532	60,063	49,315
Others	1,268,434	1,683,744	1,398,187	1,465,276	1,589,585
<b>Total</b>	<b>91,069,372</b>	<b>\$ 104,140,932</b>	<b>\$ 115,664,210</b>	<b>\$ 124,020,581</b>	<b>\$ 129,294,918</b>

Source: District Comptroller's Office.

(1) Certain taxpayers, other than Walt Disney Company and Affiliates, pay Ad Valorem Taxes as lessees of property owned by companies related to the Walt Disney Company. In the event these lessees fail to pay such Ad Valorem Taxes under their leases, the owners of the property would still be required under law to make payment.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

The following table identifies the financial condition of the District:

<b>Financial Condition of the District</b>					
<b>Summary Statements of Revenues, Expenditures and Changes</b>					
<b>in the Fund Balance of the General and Debt Service Funds</b>					
<b>For the Fiscal Year Ended September 30,</b>					
	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>Budget 2018</u>
<b>REVENUES:</b>					
Ad Valorem Taxes - Net (1)	\$ 87,220,226	\$ 99,995,406	\$ 110,004,108	\$ 118,319,215	\$ 125,968,319
Intergovernmental	2,963,900	3,149,128	3,616,705	4,680,245	3,319,646
Building Permits and Fees	2,460,993	2,959,784	3,509,678	5,342,138	4,200,000
Drainage Fees	118,097	309,122	360,080	385,979	-
Interest from Investments	273,933	354,407	256,444	516,442	300,000
Emergency Service Fees	262,472	286,089	349,424	306,355	-
Other	490,064	396,140	489,204	388,460	300,000
Total Revenues	<u>93,789,685</u>	<u>107,450,076</u>	<u>118,585,643</u>	<u>129,938,834</u>	<u>134,087,965</u>
<b>EXPENDITURES:</b>					
Administrative	3,850,191	4,236,970	4,949,473	5,494,801	5,783,297
Human Resources	695,455	783,149	786,501	843,682	849,456
Information Systems & Technology	1,676,152	1,859,181	2,303,480	2,884,165	3,831,253
Property Management	3,605,754	2,762,805	3,442,686	4,638,162	6,208,397
Contracts & Risk Management	527,620	671,760	819,093	998,027	1,121,379
Building and Safety	3,088,497	3,382,082	3,641,851	3,930,345	4,872,048
Emergency Services	27,442,198	28,276,922	30,604,470	30,796,803	33,607,609
Water Control & Roadway Maintenance	8,820,371	11,685,218	10,910,014	14,391,953	13,385,859
Planning and Engineering	2,067,990	2,118,876	2,386,955	2,529,703	6,506,787
Capital Outlay	2,328,879	4,087,145	3,264,070	1,880,885	7,165,000
Debt Service	38,495,829	35,632,917	42,879,748	50,450,652	56,152,649
Total Expenditures	<u>92,598,936</u>	<u>95,497,025</u>	<u>105,988,341</u>	<u>118,839,178</u>	<u>139,483,734</u>
Excess (Deficiency) of Revenues					
Over (Under) Expenditures	<u>1,190,749</u>	<u>11,953,051</u>	<u>12,597,302</u>	<u>11,099,656</u>	<u>(5,395,769)</u>
<b>Other Financing Sources (Uses):</b>					
Bond Proceeds	-	57,119,062	-	-	-
Payments to Escrow Agents	-	(64,662,922)	-	-	-
Lease Proceeds	-	1,197,607	924,766	-	-
Operating Transfers Out	(3,484,716)	(3,846,027)	(4,247,032)	(3,899,923)	(4,805,306)
Total Other Financing Sources (Uses)	<u>(3,484,716)</u>	<u>(10,192,280)</u>	<u>(3,322,266)</u>	<u>(3,899,923)</u>	<u>(4,805,306)</u>
Excess (Deficiency) of Revenues					
and Other Financing Sources					
Over (Under) Expenditures					
and Other Financing Uses	(2,293,967)	1,760,771	9,275,036	7,199,733	(10,201,075)
Fund Balance, Beginning of Year	<u>35,350,292</u>	<u>33,056,325</u>	<u>34,817,096</u>	<u>44,092,132</u>	<u>51,291,865</u>
Fund Balance, End of Year (2) (3)	<u>\$ 33,056,325</u>	<u>\$ 34,817,096</u>	<u>\$ 44,092,132</u>	<u>\$ 51,291,865</u>	<u>\$ 41,090,790</u>

Source: District Comptroller's Office.

(1) Net of prepayment discounts and other deductions. See "Taxation -- Ad Valorem Taxes".

(2) The District's goal is to maintain an ending fund balance to provide adequate funds to operate the following year until taxes are collected. If in one year a major project or large capital purchase is postponed, a deficiency in the next year's operations is planned to reduce the fund balance to a desired level.

(3) Consists of the combined fund balances of the General Fund and Debt Service Funds. Certain amounts are reserved for specific purposes such as capital projects and debt service. Refer to the Annual Financial Report for details.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continued

#### Debt Service

The following table summarizes the type and principal amount of the Bonds secured by Ad Valorem Taxes the District has outstanding as of September 30, 2017:

<u>Debt</u>	<u>Principal Amount Outstanding</u>
Series 2011 Bonds	\$ 12,955,000
Series 2013A Bonds	344,960,000
Series 2013B Bonds	29,765,000
Series 2015A Bonds	32,535,000
Series 2016A Bonds	165,500,000
Series 2017 BAN (1)	8,750,000
Source: District Comptroller's Office.	<u>\$ 594,465,000</u>

- (1) The 2017 BAN was subsequently refunded with a portion of the proceeds of the 2017A Ad Valorem Tax Bonds, which were issued October 12, 2017.

#### Osceola Parkway Bonds

In July of 1992, Osceola County issued \$149,999,313 Osceola County, Florida Transportation Improvement Bonds (“the Prior Osceola Bonds”) for the construction of the Osceola Parkway, a toll road that was constructed to improve the transportation systems in certain areas of Osceola County and the District. In connection with the issuance of the bonds, the District entered into a Bond Guaranty Agreement which required the District to make certain funds available for debt service on the Prior Osceola Bonds if operations of the toll road were insufficient to meet scheduled debt service.

In January 2004, the Series 2004A Bonds were issued by the District to refinance, together with proceeds from the Osceola County Transportation Improvement Refunding Bonds (Osceola Parkway Project), Series 2004 (the “Series 2004 Osceola Bonds”) and the Prior Osceola Bonds. In September 2013, the District issued the 2013B Ad Valorem Tax Refunding Bonds. The proceeds were used to refinance, in part, the 2004A Bonds.

In September 2014, Osceola County issued Transportation Improvement Refunding Bonds (the “2014 Osceola Bonds”) to refinance the remainder of the Series 2004 Osceola Bonds. The District entered into a new Bond Guaranty Agreement dated September 9, 2014, and an Additional Bonds Consent Agreement dated September 1, 2014. The Bond Guaranty Agreement is a continuing guaranty of payment and not of collection. The obligations of the District under the Bond Guaranty Agreement are stated to be absolute and unconditional and to remain in full force and effect until the entire principal of and interest on the Series 2014 Osceola Bonds are paid. The obligation of the District to make the payments required by the Bond Guaranty Agreement is junior and subordinate to the obligations of the District with respect to its Bonds, and any other obligations issued on parity therewith by the District as permitted by the Bond Guaranty Agreement.

Pursuant to an Amended and Restated Osceola Parkway Development Agreement (the “Parkway Agreement”) dated as of December 1, 2003 by and among Osceola County, the District and other landowners, Osceola County agreed to repay from excess toll revenues, if any, when they become available, the 1) debt service of the District’s 2013B Ad Valorem Tax Refunding Bonds, 2) any guaranty payments that are required, along with 3) accrued interest. The reimbursement payments will terminate on April 1, 2034 unless Osceola County decides to continue to collect tolls on the Osceola Parkway.

# REEDY CREEK IMPROVEMENT DISTRICT

## CONTINUING DISCLOSURE

Year Ended September 30, 2017

### AD VALOREM TAX BONDS – Continue

#### Aggregate Ad Valorem Debt Service Schedule

The following table identifies the debt service for Outstanding Bonds issued by the District and payable from Ad Valorem Taxes:

#### Aggregate Ad Valorem Debt Service Schedule

Fiscal Year Ended September 30,	Series 2011	Series 2013A	Series 2013B	Series 2015A	Series 2016A	BAN Series 2017	Aggregate Total Debt Service
2018	6,746,262	17,435,540	5,064,400	12,851,250	7,833,000	8,835,839	58,766,291
2019	6,745,538	17,435,540	5,064,200	7,369,250	9,488,000	-	46,102,528
2020	-	28,690,540	5,058,000	2,158,250	10,195,250	-	46,102,040
2021	-	28,692,790	5,060,800	2,142,000	10,208,000	-	46,103,590
2022	-	28,691,790	5,062,350	2,138,000	10,209,000	-	46,101,140
2023	-	28,691,290	5,060,750	2,136,000	10,213,500	-	46,101,540
2024	-	28,694,790	5,066,250	2,130,500	10,211,000	-	46,102,540
2025	-	28,690,540	-	7,586,250	9,826,500	-	46,103,290
2026	-	28,692,290	-	-	17,408,750	-	46,101,040
2027	-	28,690,525	-	-	17,410,000	-	46,100,525
2028	-	28,695,525	-	-	17,405,000	-	46,100,525
2029	-	28,690,775	-	-	17,412,750	-	46,103,525
2030	-	28,692,437	-	-	17,407,550	-	46,099,987
2031	-	28,695,375	-	-	17,407,050	-	46,102,425
2032	-	28,692,650	-	-	17,410,050	-	46,102,700
2033	-	28,692,400	-	-	17,409,800	-	46,102,200
2034	-	28,691,000	-	-	17,409,800	-	46,100,800
2035	-	28,692,000	-	-	17,406,600	-	46,098,600
2036	-	28,691,750	-	-	17,409,600	-	46,101,350
2037	-	28,692,500	-	-	-	-	28,692,500
2038	-	28,691,250	-	-	-	-	28,691,250
Totals	<u>\$ 13,491,800</u>	<u>\$ 580,023,297</u>	<u>\$ 35,436,750</u>	<u>\$ 38,511,500</u>	<u>\$ 269,681,200</u>	<u>\$ 8,835,839</u>	<u>\$ 945,980,386</u>

#### Individual Bond Series

For complete details on each individual series of Ad Valorem Bonds outstanding see Appendix A.

## REEDY CREEK IMPROVEMENT DISTRICT

### CONTINUING DISCLOSURE

Year Ended September 30, 2017

#### UTILITIES REVENUE BONDS

##### AUTHORITY OF ISSUANCE

The Utilities Revenue Bonds are issued pursuant to the Constitution and laws of the State of Florida, particularly Chapter 67-764, Laws of Florida, Special Acts of 1967, effective May 12, 1967 (the "Enabling Act"), the Bond Resolutions and the Indenture (as hereafter defined). The instruments securing and governing the issuance of the District's Utilities Revenue Bonds include a Trust Indenture dated November 1, 1987, as supplemented by:

- Supplemental Trust Indenture dated June 1, 1990, between the District and Sun Bank, National Association as trustee;
- Second and Third Supplemental Trust Indenture both dated November 15, 1991;
- Fourth Supplemental Trust Indenture dated January 1, 1994;
- Fifth Supplemental Trust Indenture dated August 1, 1997;
- Sixth and Seventh Supplemental Trust Indenture both dated September 15, 1999;
- Eighth and Ninth Supplemental Trust Indenture both dated June 15, 2003;
- Tenth and Eleventh Supplemental Trust Indenture both dated May 1, 2005;
- Twelfth Supplemental Trust Indenture dated August 1, 2011;
- Thirteenth Supplemental Trust Indenture dated December 1, 2011;
- Fourteenth Supplemental Trust Indenture dated July 1, 2013;
- Fifteenth Supplemental Trust Indenture dated November 1, 2013;
- Sixteenth Supplemental Trust Indenture dated March 1, 2015;
- Seventeenth Supplemental Trust Indenture dated March 27, 2015, and;
- Eighteenth Supplemental Trust Indenture dated July 1, 2015.

The original indenture and all supplements are collectively referred to as the "Indenture".

##### SECURITY AND SOURCE OF PAYMENT FOR THE BONDS

Payment of principal or premium, if any, or interest on the District's Utilities Revenue Bonds is secured by and payable solely from the Net Revenues derived by the District from the ownership or operation of the System and from the amounts deposited in certain funds and accounts established under the Indenture. The District's outstanding Utilities Revenue Bonds have equal lien on the net revenues of the system, and with any additional bonds issued pursuant to Section 7.10 of the Indenture.

Pursuant to the Indenture, the District has covenanted that it will take all lawful measures to fix, establish, maintain and collect such fees, rates, rentals, and other charges for the services and facilities of the System. Revenues together with investment earnings and other funds shall be sufficient to pay for the normal operation and maintenance of the System, to pay the annual debt service on all outstanding bonds, to meet the obligations for the Renewal and Replacement Fund and the Emergency Repair Fund, to fund additional capital improvements from revenues, and to produce surplus revenues available for other lawful purposes. The District has covenanted to set such fees and charges to permit all such required debt service payments, payments of related costs, and deposits to be made from Net Revenues, as defined in the Indenture.

Neither the faith and credit nor the taxing power of the District or the State of Florida or of any political subdivision thereof is pledged to the payment of the principal of or premium, if any, or interest on the District's Utilities Revenue Bonds. The District's Utilities Revenue Bonds shall not be deemed to

**REEDY CREEK IMPROVEMENT DISTRICT**

CONTINUING DISCLOSURE

Year Ended September 30, 2017

**UTILITIES REVENUE BONDS - Continued**

constitute a general indebtedness, liability or obligation of the District or the State of Florida or any political subdivision thereof. The District is not obligated to levy any Ad Valorem Taxes thereof or to use any other funds of the District to pay the principal of or premium, if any, or interest on the Bonds.

THE SYSTEM

**General**

The District presently owns and operates a wastewater collection and treatment system, a reclaimed water storage, pumping and distribution system, an electric generation and distribution system, a water production and distribution system, a chilled water system, a hot water system, a natural gas distribution system, and a solid waste and recyclables collection and disposal system.

**Operations**

In the opinion of the District, the System has been operated in accordance with usual utility practices and in compliance with appropriate operational and safety guidelines and requirements.

The Board of Supervisors of the District is responsible for establishing rates to be charged for the individual utility services and ensuring adequate revenues are generated to meet all operating expenses, debt service requirements, and provide for renewals and replacements of assets for the System. The Director of Utility Operations is responsible for the safe and efficient operation of the System, in accordance with applicable laws and regulations.

**Historical Sales / Largest Customers**

The following is a summary of the largest customers of the System for the Fiscal Year ended September 30, 2017:

**Largest Customers of the System  
Fiscal Year Ended September 30, 2017  
(\$ in thousands)**

<u>Customers</u>	<u>Type of Business</u>	<u>Operating Revenues (1)</u>	<u>Percent</u>
The Walt Disney Company			
Affiliates.....	Theme Park/Lodging	\$ 138,014	81.6%
Dolphin.....	Lodging	4,052	2.4%
Four Seasons.....	Lodging	2,697	1.6%
Buena Vista Palace.....	Lodging	2,114	1.2%
Swan.....	Lodging	1,957	1.1%
Hilton.....	Lodging	1,851	1.1%
Landry's Restaurants, Inc.....	Dining	1,545	0.9%
Shades of Green.....	Lodging	1,485	0.9%
Reedy Creek Improvement District .....	Government	1,460	0.8%
Wyndham Lake Buena Vista Resort.....	Lodging	1,163	0.7%
Orange County .....	Government	1,018	0.6%
B Resort.....	Lodging	678	0.4%
Holiday Inn .....	Lodging	551	0.3%
AMC.....	Entertainment	518	0.3%
Best Western.....	Lodging	507	0.3%
Century Golf.....	Entertainment	479	0.3%
House of Blues.....	Entertainment	433	0.3%
Doubletree.....	Lodging	417	0.2%
Levy Brothers.....	Dining	368	0.2%
Others		8,181	4.8%
<b>Total</b>		<b>\$ 169,120</b>	<b>100.0%</b>

(1) Does not include interdepartmental sales of \$14,871

**REEDY CREEK IMPROVEMENT DISTRICT**

CONTINUING DISCLOSURE

Year Ended September 30, 2017

**UTILITIES REVENUE BONDS – Continued**

**Summary of Results of Operations**

	2013	2014	2015	2016	2017
System Revenues: (1)					
Electric	\$ 122,534,989	\$ 123,843,052	\$ 114,361,605	\$ 98,139,183	\$ 97,321,843
Gas	14,303,084	13,615,718	13,185,953	12,288,937	12,110,427
Water	9,443,975	9,030,969	8,792,972	8,707,485	8,900,876
Chilled Water	20,654,776	22,882,885	21,362,594	20,640,212	19,071,835
Hot Water	4,988,666	4,907,684	5,018,109	4,095,582	3,537,866
Wastewater	24,249,910	25,079,209	24,482,960	24,279,449	25,343,584
Solid Waste	10,962,091	11,250,280	12,849,741	13,812,989	14,776,090
Reclaimed Water	2,569,393	2,524,751	2,279,743	2,393,590	2,701,024
Total System Revenues	<u>209,706,884</u>	<u>213,134,548</u>	<u>202,333,677</u>	<u>184,357,427</u>	<u>183,763,545</u>
Other Revenues					
Interest Income (2)	-	89,590	273,849	367,354	442,846
Connection Fees	144,952	-	231,665	-	4,000
Other Operating Revenues	224,510	194,897	854,328	446,338	494,878
Total Other Revenues	<u>369,462</u>	<u>284,487</u>	<u>1,359,842</u>	<u>813,692</u>	<u>941,724</u>
Total Revenues	<u>210,076,346</u>	<u>213,419,035</u>	<u>203,693,519</u>	<u>185,171,119</u>	<u>184,705,269</u>
Operating Expenses (3)					
Electric	100,443,086	95,737,032	94,392,605	71,515,101	69,788,326
Gas	13,336,553	12,242,282	12,041,698	11,265,627	11,020,707
Water	4,276,136	4,345,387	4,253,493	4,305,210	4,681,666
Chilled Water	19,027,628	19,066,287	17,644,616	15,844,895	15,924,692
Hot Water	3,974,845	4,082,766	4,320,870	4,090,214	3,198,857
Wastewater	10,780,475	12,558,439	11,656,430	11,772,732	12,002,086
Solid Waste	8,903,548	9,682,018	10,688,788	12,082,246	12,152,312
Reclaimed Water	909,291	837,935	665,245	641,999	668,645
Total Operating Expenses	<u>161,651,562</u>	<u>158,552,146</u>	<u>155,663,745</u>	<u>131,518,024</u>	<u>129,437,291</u>
Net Revenues	<u>48,424,784</u>	<u>54,866,889</u>	<u>48,029,774</u>	<u>53,653,095</u>	<u>55,267,978</u>
Debt Service					
Series 2003-1	3,989,850	-	-	-	-
Series 2003-2	23,686,713	21,749,099	-	-	-
Series 2005-1	1,009,875	-	-	-	-
Series 2005-2	8,468,237	8,468,737	12,701,070	-	-
Series 2011-1	35,160	35,160	35,160	35,160	35,160
Series 2011-2	1,047,000	1,047,000	1,047,000	1,047,000	1,047,000
Series 2013-1	1,477,928	5,987,500	2,538,250	2,538,250	6,398,250
Series 2013-2	-	466,467	21,593,014	27,960,611	27,962,460
Series 2015-1	-	-	281,348	550,464	550,464
Series 2015-2	-	-	248,900	5,025,800	1,503,800
Total Debt Service	<u>39,714,763</u>	<u>37,753,963</u>	<u>38,444,742</u>	<u>37,157,285</u>	<u>37,497,134</u>
Debt Service Coverage Ratio	1.22	1.45	1.25	1.44	1.47
Capital Contributions	230,801	721,461	1,572,756	2,215,716	10,621,267
Balance Available for Capital Improvements					
Lease Payments and Other Lawful Purposes	<u>8,940,822</u>	<u>17,834,387</u>	<u>11,157,788</u>	<u>18,711,526</u>	<u>28,392,111</u>
Renewal & Replacement Expenditure	8,249,204	11,938,490	11,385,075	12,715,029	19,958,659
Transfer to Renewal & Replacement	202,215	(67,708)	304,784	6,464	42,491
Inventory	372,233	1,360,427	(390,881)	2,181,164	984,237
Balance Available for Other Lawful Purposes	<u>\$ 117,170</u>	<u>\$ 4,603,178</u>	<u>\$ (141,190)</u>	<u>\$ 3,808,869</u>	<u>\$ 7,406,724</u>

(1) Revenues include interdepartmental sales. These interdepartmental sales are eliminated in the audited financial statements.

(2) Amounts shown include investment income on balances excluding the restricted construction funds.

(3) Amounts include interdepartmental expenses (see (1) above), and do not include depreciation or amortization expenses.

**REEDY CREEK IMPROVEMENT DISTRICT**

**CONTINUING DISCLOSURE**

Year Ended September 30, 2017

**UTILITIES REVENUE BONDS – Continued**

**Management Discussion of the District's Summary of Historical Operations**

Beginning on October 1, 1987, the District began operating the utilities of the System. Revenues from the System were approximately \$210 million in Fiscal Year 2013, \$213 million in Fiscal Year 2014, \$204 million in Fiscal Year 2015 and \$185 million in Fiscal Years 2016 and 2017. Annual revenues decreased 4.6%, 9.1% and .6% in Fiscal Years 2015, 2016 and 2017, respectively. Revenues increased 1.6% in Fiscal Year 2014. Operating Expenses decreased 1.9%, 1.8%, 15.5% and 1.6% in Fiscal Years 2014 through 2017, respectively. Debt service coverage for Fiscal Years 2013 through 2017 was 1.22, 1.45, 1.25, 1.44 and 1.47, respectively. Average utility rate changes for the District from Fiscal Years 2013 through 2017 have been approximately 6%, 1%, .8%, -4.3% and 1.9%, respectively.

**Condition of the System**

The District represents, and as reviewed by the Consulting Engineer based on general field observations and the age and intended use of the System, the existing production, transmission, distribution, treatment and collection facilities of the System appear to be in good condition and well operated and maintained in accordance with usual utility practice. In addition, the District has represented that plant staff is at a reasonable level and is receiving adequate training for operation of the system.

Pursuant to the Indenture, the District is required to cause the System to be surveyed by the Consulting Engineer at the end of every third Fiscal Year to the extent necessary for the Consulting Engineer to be able to report whether the System as a whole, based on general industry standards, is in good condition. The District had the System surveyed in accordance with such requirements at the end of every third Fiscal Year. The most recent survey was conducted at the end of Fiscal Year 2015.

**Debt Service**

The following table summarizes the type and principal amount of the Bonds secured by Utility Revenues of the District outstanding as of September 30, 2017:

**Utilities Revenue Improvement and Refunding Bonds**

<u>Debt</u>	<u>Principal Amount Outstanding</u>
Series 2011-1 Bonds	\$ 1,200,000
Series 2011-2 Bonds	30,000,000
Series 2013-1 Bonds	46,905,000
Series 2013-2 Bonds	38,095,000
Series 2015-1 Bonds	30,080,000
Series 2015-2 Bonds	15,540,000
Source: District Comptroller's Office.	<u>\$ 161,820,000</u>

**REEDY CREEK IMPROVEMENT DISTRICT**

CONTINUING DISCLOSURE

Year Ended September 30, 2017

**UTILITIES REVENUE BONDS – Continued**

**Aggregate Utilities Revenue Bonds Debt Service Schedule**

The following table summarizes the debt service for the Outstanding Bonds issued by the District and payable from the Net Revenues of the System:

**Aggregate Utilities Revenue Bonds Debt Service Schedule**

Fiscal Year Ended September 30,	Series 2011-1	Series 2011-2	Series 2013-1	Series 2013-2	Series 2015-1	Series 2015-2	Aggregate Total Debt Service
2018	\$ 35,160	\$ 1,047,000	\$ 6,400,250	\$ 27,961,050	\$ 550,464	\$ 1,502,200	\$ 37,496,124
2019	1,235,160	1,047,000	6,402,500	10,667,983	550,464	15,540,000	35,443,107
2020	-	5,547,000	7,419,500	-	15,460,464	-	28,426,964
2021	-	5,589,950	7,415,000	-	15,447,611	-	28,452,561
2022	-	5,625,920	7,417,000	-	-	-	13,042,920
2023	-	5,654,910	7,419,500	-	-	-	13,074,410
2024	-	5,676,920	8,031,750	-	-	-	13,708,670
2025	-	5,691,950	8,032,500	-	-	-	13,724,450
<b>Totals</b>	<b>\$ 1,270,320</b>	<b>\$ 35,880,650</b>	<b>\$ 58,538,000</b>	<b>\$ 38,629,033</b>	<b>\$ 32,009,003</b>	<b>\$ 17,042,200</b>	<b>\$ 183,369,206</b>

**Debt Service Reserve**

The District's Debt Service Reserve, which is derived of the highest Annual Debt Service Requirement for Utilities Revenue Bonds in any of the current or future fiscal years, has been fully funded from bond proceeds of the Utilities Revenue Bonds, Series 1991-1, 1994-1, 1999-1, 2003-1, 2005-1, 2013-1 and 2015-2. The requirement is currently \$37,496,124.

**Individual Bond Series**

For complete details on each individual series of Utilities Revenue Bonds outstanding see Appendix B.

**APPENDIX A**

AD VALOREM TAX BONDS

Year Ended September 30, 2017

**\$47,715,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Refunding Bonds, Series 2011A**

**Purpose:**

The Series 2011A Bonds were issued by the District to refund the Series 2001A Bonds maturing on or after June 1, 2011 and to pay the costs of issuance.

**Bonds Refunded:**

Series 2001A Bonds maturing on or after June 1, 2011.

**Key Dates:**

Dated: April 20, 2011

Delivered: April 20, 2011

**Issued As:**

\$47,715,000 Serial Bonds

**Agents:**

Bank – J P Morgan Chase Bank, N.A.

Paying Agent – RCID

Bond Counsel – Bryant Miller Olive P.A., Orlando, Florida

**Call Provisions:**

None

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2018	2.75%	\$ 6,390,000	\$ 356,263	\$ 6,746,263
2019	2.75%	6,565,000	180,538	6,745,538
Totals		<u>\$ 12,955,000</u>	<u>\$ 536,800</u>	<u>\$ 13,491,800</u>

**\$344,960,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Bonds, Series 2013A**

**Purpose:**

The Series 2013A Bonds were issued by the District (i) to finance the costs to design, construct, equip and improve roadways and parking facilities within and outside the District and (ii) to pay of the costs of issuance of the Series 2013A Bonds.

**Bonds Refunded:**

None

**Key Dates:**

Dated: September 5, 2013

Delivered: September 5, 2013

**Issued As:**

\$344,960,000 Serial Bonds

**Agents:**

Registrar – U.S. Bank, Central Florida, National Association, Orlando, Florida

Paying Agent - U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee - None

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – Aa3

Standard & Poor's – A+

Fitch – AA-

**Call Provisions:**

*Mandatory Redemption*

The Series 2013A Bonds maturing on June 1, 2038 shall be subject to mandatory redemption prior to maturity, by lot, at a redemption price equal to the principal amount thereof plus interest accrued to the date of redemption, on June 1, 2034, and on each June 1 thereafter, from Amortization Installments deposited in the Sinking Fund, in the following principal amounts in the years specified:

Date	Installments
2034	\$ 22,480,000
2035	23,605,000
2036	24,785,000
2037	26,025,000
2038	27,325,000

**Debt Service Requirements:**

Fiscal Year Ended	Rate	Principal	Interest	Total
Sept. 30,				
2018		\$ -	\$ 17,435,540	\$ 17,435,540
2019		-	17,435,540	17,435,540
2020	5.00%	11,255,000	17,435,540	28,690,540
2021	5.00%	11,820,000	16,872,790	28,692,790
2022	5.00%	12,410,000	16,281,790	28,691,790
2023	5.00%	13,030,000	15,661,290	28,691,290
2024	5.00%	13,685,000	15,009,790	28,694,790
2025	5.00%	14,365,000	14,325,540	28,690,540
2026	4.1 - 5.0%	15,085,000	13,607,290	28,692,290
2027	5.00%	15,800,000	12,890,525	28,690,525
2028	5.00%	16,595,000	12,100,525	28,695,525
2029	4.5 - 5.25%	17,420,000	11,270,775	28,690,775
2030	5.25%	18,325,000	10,367,437	28,692,437
2031	5.25%	19,290,000	9,405,375	28,695,375
2032	4.75 - 5.25%	20,300,000	8,392,650	28,692,650
2033	5.25%	21,360,000	7,332,400	28,692,400
2034	5.00%	22,480,000	6,211,000	28,691,000
2035	5.00%	23,605,000	5,087,000	28,692,000
2036	5.00%	24,785,000	3,906,750	28,691,750
2037	5.00%	26,025,000	2,667,500	28,692,500
2038	5.00%	27,325,000	1,366,250	28,691,250
Totals		<u>\$ 344,960,000</u>	<u>\$ 235,063,297</u>	<u>\$ 580,023,297</u>

**\$40,950,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Refunding Bonds, Series 2013B**

**Purpose:**

The Series 2013B Bonds were issued by the District to refund the Series 2004A and 2004B Bonds maturing on or after June 1, 2015 and to pay the costs of issuance.

**Bonds Refunded:**

Series 2004A and Series 2004B Bonds maturing on or after June 1, 2015.

**Key Dates:**

Dated: September 5, 2013

Delivered: September 5, 2013

**Issued As:**

\$40,950,000 Serial Bonds

**Agents:**

Registrar – U.S. Bank, Central Florida, National Association, Orlando, Florida

Paying Agent - U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee - None

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – Aa3

Standard & Poor's – A+

Fitch – AA-

**Call Provisions:**

*Mandatory Redemption*

None

*Optional Redemption*

The Series 2013B Bonds maturing on June 1, 2024 are subject to redemption by the District prior to maturity in whole or in part on any date on or after June 1, 2023 at a redemption price equal to 100% of the principal amount being redeemed (without premium) plus accrued interest to the date fixed for redemption.

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2018	4.0%	\$ 3,755,000	\$ 1,309,400	\$ 5,064,400
2019	4.0%	3,905,000	1,159,200	5,064,200
2020	4.0%	4,055,000	1,003,000	5,058,000
2021	4.0 - 5.0%	4,220,000	840,800	5,060,800
2022	4.0%	4,415,000	647,350	5,062,350
2023	5.0%	4,590,000	470,750	5,060,750
2024	5.0%	4,825,000	241,250	5,066,250
Totals		<u>\$ 29,765,000</u>	<u>\$ 5,671,750</u>	<u>\$ 35,436,750</u>

**\$50,925,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Refunding Bonds, Series 2015A**

**Purpose:**

The Series 2015A Bonds were issued by the District to refund the Series 2005A and 2005B Bonds maturing on or after June 1, 2015 and to pay the costs of issuance.

**Bonds Refunded:**

Series 2005A and Series 2005B Bonds maturing on or after June 1, 2015.

**Key Dates:**

Dated: April 23, 2015

Delivered: April 23, 2015

**Issued As:**

\$50,925,000 Serial Bonds

**Agents:**

Registrar – U.S. Bank, Central Florida, National Association, Orlando, Florida

Paying Agent - U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee - None

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – Aa3

Standard & Poor's – A+

Fitch – AA-

**Call Provisions:**

None

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2018	5.0%	\$ 11,240,000	\$ 1,611,250	\$ 12,851,250
2019	5.0%	6,320,000	1,049,250	7,369,250
2020	5.0%	1,425,000	733,250	2,158,250
2021	5.0%	1,480,000	662,000	2,142,000
2022	4.0%	1,550,000	588,000	2,138,000
2023	5.0%	1,610,000	526,000	2,136,000
2024	5.0%	1,685,000	445,500	2,130,500
2025	5.0%	7,225,000	361,250	7,586,250
Totals		<u>\$ 32,535,000</u>	<u>\$ 5,976,500</u>	<u>\$ 38,511,500</u>

**\$165,500,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Bonds, Series 2016A**

**Purpose:**

The Series 2016A Bonds were issued by the District to finance the costs to (i) design, construct, equip and improve roadways and parking facilities within and outside the District, (ii) design, construct, equip and improve certain administrative and/or operational facilities within the District, and (iii) to pay of the costs of issuance of the Series 2016A Bonds.

**Bonds Refunded:**

None

**Key Dates:**

Dated: July 7, 2016

Delivered: July 7, 2016

**Issued As:**

\$165,500,000 Serial Bonds

**Agents:**

Registrar – U.S. Bank, Central Florida, National Association, Orlando, Florida

Paying Agent - U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee - None

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – Aa3

Standard & Poor's – AA-

Fitch – AA-

**Call Provisions:**

*Optional Redemption*

The Series 2016A Bonds maturing on and after June 1, 2027 are subject to redemption by the District prior to maturity in whole or in part on any date on or after June 1, 2026, at a redemption price equal to 100% of the principal amount being redeemed (without premium) plus accrued interest to the date fixed for redemption.

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2018		\$ -	\$ 7,833,000	\$ 7,833,000
2019		1,655,000	7,833,000	9,488,000
2020	5.00%	2,445,000	7,750,250	10,195,250
2021	5.00%	2,580,000	7,628,000	10,208,000
2022	5.00%	2,710,000	7,499,000	10,209,000
2023	5.00%	2,850,000	7,363,500	10,213,500
2024	5.00%	2,990,000	7,221,000	10,211,000
2025	5.00%	2,755,000	7,071,500	9,826,500
2026	5.00%	10,475,000	6,933,750	17,408,750
2027	5.00%	11,000,000	6,410,000	17,410,000
2028	5.00%	11,545,000	5,860,000	17,405,000
2029	4.00%	12,130,000	5,282,750	17,412,750
2030	5.00%	12,610,000	4,797,550	17,407,550
2031	5.00%	13,240,000	4,167,050	17,407,050
2032	5.00%	13,905,000	3,505,050	17,410,050
2033	5.00%	14,600,000	2,809,800	17,409,800
2034	4.00%	15,330,000	2,079,800	17,409,800
2035	5.00%	15,940,000	1,466,600	17,406,600
2036	4.00%	16,740,000	669,600	17,409,600
Totals		<u>\$ 165,500,000</u>	<u>\$ 104,181,200</u>	<u>\$ 269,681,200</u>

**\$175,000,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Bond Anticipation Note, Series 2017**

**Purpose:**

The Series 2017 Bond Anticipation Note was issued by the District to finance a portion of Districtwide Transportation Improvements in anticipation of a future ad valorem tax bond issuance.

**Bonds Refunded:**

None

**Key Dates:**

Dated: February 1, 2017

Delivered: February 1, 2017

**Issued As:**

\$175,000,000 Bank Line of Credit

**Agents:**

Bank – J P Morgan Chase Bank, N.A.

Paying Agent – RCID

Bond Counsel – Greenburg Traurig P.A., Miami, Florida

**Call Provisions:**

None

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2018	Note 1	\$ 8,750,000	\$ 85,839	\$ 8,835,839
Totals		\$ 8,750,000	\$ 85,839	\$ 8,835,839

Note 1 Line of Credit of \$175 million. Tax exempt interest on borrowed amount of 72% of one month LIBOR, plus 1.02% per annum, paid monthly. Unutilized fee of 17 BPS, paid quarterly.

**APPENDIX B**

UTILITIES REVENUE BONDS

Year Ended September 30, 2017

**\$1,200,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Bonds, Series 2011-1**

**Purpose:**

The 2011-1 Bonds were issued for the purpose of providing money which together with other available moneys of the District, will be sufficient to refund the outstanding Series 1997-1 bonds maturing in 2019 and pay costs of issuance of the Series 2011-1 Bonds.

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018		\$ -	\$ 35,160	\$ 35,160
2019	2.93%	1,200,000	35,160	1,235,160
Totals		<u>\$ 1,200,000</u>	<u>\$ 70,320</u>	<u>\$ 1,270,320</u>

**Bonds Refunded:**

Series 1997-1 Bonds maturing on October 1, 2019.

**Key Dates:**

Dated: August 2, 2011

Delivered: August 2, 2011

**Issued As:**

\$ 1,200,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee – U.S. Bank, Central Florida, National Association, Orlando, Florida

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**\$30,000,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Bonds, Series 2011-2**

**Purpose:**

The 2011-2 Bonds were issued for the purpose of (i) providing money to finance certain construction and acquisition of improvements to the utility system, and (ii) pay costs of issuance of the Series 2011-2 Bonds.

**Bonds Refunded:**

None.

**Key Dates:**

Dated: December 1, 2011

Delivered: December 1, 2011

**Issued As:**

\$ 30,000,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank, Central Florida, National Association, Orlando, Florida

Trustee – U.S. Bank, Central Florida, National Association, Orlando, Florida

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018		\$ -	\$ 1,047,000	\$ 1,047,000
2019		-	1,047,000	1,047,000
2020	3.49%	4,500,000	1,047,000	5,547,000
2021	3.49%	4,700,000	889,950	5,589,950
2022	3.49%	4,900,000	725,920	5,625,920
2023	3.49%	5,100,000	554,910	5,654,910
2024	3.49%	5,300,000	376,920	5,676,920
2025	3.49%	5,500,000	191,950	5,691,950
Totals		<u>\$ 30,000,000</u>	<u>\$ 5,880,650</u>	<u>\$ 35,880,650</u>

**\$54,915,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Refunding Bonds, Series 2013-1**

**Purpose:**

The 2013-1 Bonds were issued for the purpose of (i) providing moneys which, together with other available moneys of the District, to refund the outstanding Series 2003-1 and 2005-1 Bonds maturing between 2013 and 2025 and (ii) pay costs of issuance of the Series 2013-1 Bonds.

**Bonds Refunded:**

- Series 2003-1 Bonds maturing between October 1, 2013 and October 1, 2023.
- Series 2005-1 Bonds maturing between October 1, 2020 and October 1, 2025.

**Key Dates:**

Dated: July 10, 2013  
 Delivered: July 10, 2013

**Issued As:**

\$ 54,915,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank National Association, Orlando, Florida  
 Trustee – U.S. Bank National Association, Orlando, Florida  
 Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – A1  
 Standard & Poor's – A  
 Fitch – A

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018	5.00%	\$ 4,055,000	\$ 2,345,250	\$ 6,400,250
2019	5.00%	4,260,000	2,142,500	6,402,500
2020	5.00%	5,490,000	1,929,500	7,419,500
2021	5.00%	5,760,000	1,655,000	7,415,000
2022	5.00%	6,050,000	1,367,000	7,417,000
2023	5.00%	6,355,000	1,064,500	7,419,500
2024	5.00%	7,285,000	746,750	8,031,750
2025	5.00%	7,650,000	382,500	8,032,500
Totals		<u>\$ 46,905,000</u>	<u>\$ 11,633,000</u>	<u>\$ 58,538,000</u>

**\$111,595,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Refunding Bonds, Series 2013-2**

**Purpose:**

The 2013-2 Bonds were issued for the purpose of providing money, which together with other available moneys of the District, will be sufficient to advance refund the outstanding Series 2003-2 bonds maturing between 2014 and 2019 and pay costs of issuance of the Series 2013-2 Bonds.

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018	1.71%	\$ 27,525,000	\$ 436,050	\$ 27,961,050
2019	1.71%	10,570,000	97,983	10,667,983
Totals		<u>\$ 38,095,000</u>	<u>\$ 534,033</u>	<u>\$ 38,629,033</u>

**Bonds Refunded:**

- Series 2003-2 Bonds maturing between October 1, 2014 and October 1, 2019.

**Key Dates:**

Dated: July 3, 2014  
 Delivered: July 3, 2014

**Issued As:**

\$ 111,595,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank National Association, Orlando, Florida  
 Trustee – U.S. Bank National Association, Orlando, Florida  
 Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**\$30,080,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Bonds, Series 2015-1**

**Purpose:**

The 2015-1 Bonds were issued for the purpose of (i) providing money to finance certain construction and acquisition of improvements to the utility system, and (ii) pay costs of issuance of the Series 2015-1 Bonds.

**Bonds Refunded:**

None

**Key Dates:**

Dated: March 27, 2015

Delivered: March 27, 2015

**Issued As:**

\$ 30,080,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank National Association, Orlando, Florida

Trustee – U.S. Bank National Association, Orlando, Florida

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018		\$ -	\$ 550,464	\$ 550,464
2019		-	550,464	550,464
2020	1.83%	14,910,000	550,464	15,460,464
2021	1.83%	15,170,000	277,611	15,447,611
Totals		<u>\$ 30,080,000</u>	<u>\$ 1,929,003</u>	<u>\$ 32,009,003</u>

**\$20,300,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Refunding Bonds, Series 2015-2**

**Purpose:**

The 2015-2 Bonds were issued for the purpose of providing money, which together with other available moneys of the District, will be sufficient to currently refund the outstanding Series 2005-2 bonds maturing between 2016 and 2019 and pay costs of issuance of the Series 2015-2 Bonds.

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2018	3.0%	\$ 740,000	\$ 762,200	\$ 1,502,200
2019	5.0%	14,800,000	740,000	15,540,000
Totals		<u>\$ 15,540,000</u>	<u>\$ 1,502,200</u>	<u>\$ 17,042,200</u>

**Bonds Refunded:**

- Series 2005-2 Bonds maturing between October 1, 2016 and October 1, 2019.

**Key Dates:**

Dated: July 23, 2015

Delivered: July 23, 2015

**Issued As:**

\$ 20,300,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank National Association, Orlando, Florida

Trustee – U.S. Bank National Association, Orlando, Florida

Bond Counsel – Greenberg Traurig, P.A., Miami, Florida

**Ratings:**

Moody's – A1

Standard & Poor's – A

Fitch – A