

**REEDY CREEK IMPROVEMENT DISTRICT  
Lake Buena Vista, Florida**



**SECONDARY MARKET DISCLOSURE**

Year Ended September 30, 2014

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### 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 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, and the Utilities Revenue Bonds Series 2005-2, 2011-1, 2011-2, 2013-1 and 2013-2, 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 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 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 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 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 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2;
- (g) Modification to rights of Bondholders;
- (h) Redemptions of the Series 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 Bonds other than pursuant to a mandatory sinking fund redemption;
- (i) Defeasance of the Bond Resolution or any Series 2005A, 2005B, 2010A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 Bonds in whole or in part;
- (j) Release, substitution, or sale of property pledged under the Bond Resolution for repayment of the Series 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2;
- (k) Deannexation of lands comprising the District; and
- (l) Rating changes on the Series 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 Bonds.

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

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### **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 2005A, 2005B, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 or 2013-2 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 2005A, 2010A, 2011A, 2013A, 2013B, 2005-2, 2011-1, 2011-2, 2013-1 and 2013-2 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, 2014. 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").

## REEDY CREEK IMPROVEMENT DISTRICT

### SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

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

- 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”).
- 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”).

The 1991 Resolution, as amended, thru the 2013 Resolutions 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. For the Fiscal Year ended September 30, 2014, the District levied Ad Valorem Taxes at the rate of 11.8053 mills, of which 4.3008 mills is for the payment of debt service on outstanding bonds and 7.5045 mills is for the payment of the general operations of the District. For the Fiscal Year ending September 30, 2015, the District has set an Ad Valorem Tax rate of 12.5749 mills, of which 4.7131 mills is for the payment of debt service on outstanding bonds and 7.8618 mills is for the 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.

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### **AD VALOREM TAX BONDS - Continued**

#### 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, homesteads and other types of property are by law exempt from Ad Valorem Taxes.

In June, 2007 the State of Florida Legislature passed House Bill 1B which limits county, city and special district property taxes in fiscal year 2007-2008 and will limit growth in these taxes in future years to the growth in Florida's economy. These limits pertain only to the levy of the operating portion of the District's ad valorem tax millage. In January, 2008 the State of Florida passed Amendment 1 to the Constitution which pertains primarily to exemptions on the assessed values of residential real estate and contains certain exemptions for tangible personal property. Due to the fact that the District's tax roll consists primarily of commercial real estate, there have been no material effects, from this legislation, on the District's property assessments.

##### **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.

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, 2005 through 2015 (for information concerning total Ad Valorem Taxes collected, see "Taxation--Collection of District Taxes"):

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### Basis of Valuation – Continued

#### 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) %	
2005	5,826,815	4.3356	5.9144	59,725	87.2	12.8	99.99
2006	6,068,352	4.6745	6.0755	65,235	87.6	12.4	99.99
2007	6,577,694	3.8331	6.2669	66,435	87.6	12.4	99.99
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	7,714,279	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	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 2014 and 2015, total assessed valuation of taxable property within the District in Orange County is \$7,163,266,721 and \$7,719,153,287, 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 2014 and 2015, total assessed valuation of taxable property within the District in Osceola County is \$551,011,927 and \$562,497,625, 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

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### Assessed Valuations; Description of Properties – Continued

#### Assessed Valuation of Major Taxpayers

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

<u>Taxpayer</u>	<u>Type of Business</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Walt Disney Company and Affiliates	Theme park/ Resort	\$ 6,205,432	\$ 6,375,464	\$ 6,518,857	\$ 6,869,578	\$ 7,372,512
Dolphin	Lodging	195,210	195,463	207,077	222,517	239,143
Palace Resort & Spa	Lodging	92,802	81,392	76,838	77,707	71,512
Swan	Lodging	89,272	89,297	91,347	97,164	101,466
Hilton	Lodging	84,173	87,989	76,343	76,914	79,108
Wyndham	Lodging	30,511	28,941	29,311	31,382	29,327
Smart City Telecommunications	Utility	22,612	18,237	21,223	20,362	21,188
Century Golf Partners	Sports/Recreation	-	-	16,740	19,462	14,552
Doubletree	Lodging	16,930	16,798	16,654	16,742	14,877
AMC Theatres	Entertainment	16,500	16,359	17,611	16,224	15,169
Crown Castle Solutions Corp	Utility	-	-	501	15,609	27,938
Harvest Power Orlando	Utility	-	-	-	-	18,827
Royal Plaza	Lodging	16,474	15,201	13,529	13,863	13,799
Best Western	Lodging	14,200	12,708	13,147	13,201	14,089
IBM	Leasing	12,706	18,258	30,364	35,274	6,436
Holiday Inn	Lodging	12,231	12,313	13,512	13,845	15,252
Landry's Restaurants, Inc	Dining	21,171	19,802	14,554	14,950	14,744
Levy Brothers, Inc	Dining	10,484	10,239	10,358	10,901	10,836
Duke Energy	Utility	8,773	9,432	8,094	9,583	10,366
Macquarie Equipment Financing	Leasing	-	-	-	-	11,714
Planet Hollywood	Dining	10,289	9,977	9,742	9,576	9,808
FS Orlando Golf	Sports/Recreation	7,135	7,741	8,315	9,126	10,240
House of Blues	Entertainment	9,688	9,316	9,021	9,029	8,938
Others	Various	72,272	66,342	94,715	111,268	149,811
<b>TOTAL</b>		<b>\$ 6,948,863</b>	<b>\$ 7,101,269</b>	<b>\$ 7,297,853</b>	<b>\$ 7,714,279</b>	<b>\$ 8,281,651</b>

Source: District Tax Records

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

### 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, 2005 through 2014 (for information concerning the total taxable assessed property within the District, see "Taxation--Basis of Valuation"):

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### Collection of District Taxes – Continued

#### Collection of District Taxes

Fiscal Year Ended September 30,	Total Tax Levy (\$ in thousands)	Collections as a Percent of Total Tax Levy (%)	Adjustments (1) and Discounts (\$ in thousands)	Total Net Tax Collections (\$ in thousands)	Collections (2) as a Percent of Net Tax Levy (%)
2005	59,725	95.88	2,456	57,263	99.99
2006	65,235	96.03	2,592	62,643	99.99
2007	66,435	95.82	2,779	63,656	99.99
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

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

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>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Walt Disney Company and Affiliates	\$ 67,706,847	\$ 72,737,666	\$ 72,237,409	\$ 81,097,426	\$ 92,708,597
Dolphin	2,129,917	2,230,043	2,294,679	2,626,878	3,007,200
Palace Resort & Spa	1,012,553	928,597	851,463	917,349	899,261
Swan	974,034	1,018,788	1,012,249	1,147,052	1,275,925
Hilton	918,402	1,003,869	845,983	907,997	994,773
Wyndham	332,901	330,186	324,805	370,478	368,785
Smart City Telecommunications	246,714	208,062	235,173	240,383	266,441
Century Golf Partners	-	-	185,502	229,751	182,987
Doubletree	184,717	191,654	184,544	197,642	187,079
AMC Theatres	180,026	186,643	195,153	191,532	190,748
Crown Castle Solutions Corp	-	-	5,553	184,274	351,322
Harvest Power Orlando	-	-	-	-	236,744
Royal Plaza	179,741	173,433	149,916	163,662	173,516
Best Western	154,933	144,985	145,685	155,841	177,173
IBM	138,635	208,305	336,475	416,424	80,931
Holiday Inn	133,449	140,484	149,734	163,443	191,786
Landry's Restaurant, Inc	230,990	225,916	161,277	176,493	185,405
Levy Brothers, Inc	114,392	116,820	114,785	128,694	136,256
Duke Energy	95,721	107,606	89,696	113,126	130,354
MacQuarie Equipment Financing	-	-	-	-	147,300
Planet Hollywood	112,266	113,825	107,957	113,053	123,330
FS Orlando Golf	77,853	88,317	92,136	107,733	128,766
House of Blues	105,705	106,287	99,962	106,589	112,398
Others	788,548	756,892	1,049,561	1,313,552	1,883,855
<b>TOTAL</b>	<b>\$ 75,818,344</b>	<b>\$ 81,018,378</b>	<b>\$ 80,869,697</b>	<b>\$ 91,069,372</b>	<b>\$ 104,140,932</b>

Source: District Comptroller's Office.

- (1) These 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

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### AD VALOREM TAX BONDS

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>					
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>Budget 2015</b>
<b>REVENUES:</b>					
Ad Valorem Taxes - Net (1)	\$ 72,806,513	\$ 77,538,181	\$ 77,507,628	\$ 87,220,226	\$ 100,396,471
Intergovernmental	2,674,229	2,119,843	2,344,356	2,963,900	1,818,994
Building Permits and Fees	1,942,261	1,964,516	1,665,178	2,460,993	1,500,000
Drainage Fees	156,852	210,588	158,202	118,097	-
Interest from Investments	274,026	122,822	15,261	273,933	200,000
Post Office	178,901	105,109	-	-	-
Emergency Service Fees	252,997	227,559	279,746	262,472	-
Other	323,503	940,013	307,533	490,064	200,000
Total Revenues	<u>78,609,282</u>	<u>83,228,631</u>	<u>82,277,904</u>	<u>93,789,685</u>	<u>104,115,465</u>
<b>EXPENDITURES:</b>					
Administrative	3,037,230	3,385,463	4,105,509	3,850,191	4,225,575
Human Resources	430,815	701,364	756,902	695,455	1,088,617
Information Systems & Technology	1,674,241	1,611,609	1,939,729	1,676,152	3,110,693
Post Office	407,200	413,052	-	-	-
Property Management	2,252,673	2,324,906	2,978,834	3,605,754	3,903,670
Contracts & Risk Management	-	-	493,852	527,620	784,539
Building and Safety	2,455,998	2,446,805	2,596,382	3,088,497	3,361,624
Emergency Services	24,958,252	24,017,610	25,721,191	27,442,198	29,222,602
Water Control & Roadway Maintenance	8,389,394	12,910,386	11,480,480	8,820,371	12,357,350
Planning and Engineering	1,616,347	1,724,661	1,919,438	2,067,990	2,907,805
Groves	13,838	10,501	-	-	-
Capital Outlay	3,162,288	1,690,257	1,408,527	2,328,879	3,425,450
Debt Service	18,711,488	26,475,215	26,685,830	38,495,829	38,945,252
Total Expenditures	<u>67,109,764</u>	<u>77,711,829</u>	<u>80,086,674</u>	<u>92,598,936</u>	<u>103,333,177</u>
Excess (Deficiency) of Revenues					
Over (Under) Expenditures	<u>11,499,518</u>	<u>5,516,802</u>	<u>2,191,230</u>	<u>1,190,749</u>	<u>782,288</u>
Other Financing Sources (Uses):					
Bond Proceeds	47,715,000	-	54,264,567	-	-
Payments to Escrow Agents	(53,714,220)	-	(44,035,093)	-	-
Lease Proceeds	2,367,640	-	-	-	-
Operating Transfers Out	(2,872,028)	(2,936,074)	(3,148,767)	(3,484,716)	(3,976,579)
Total Other Financing Sources (Uses)	<u>(6,503,608)</u>	<u>(2,936,074)</u>	<u>7,080,707</u>	<u>(3,484,716)</u>	<u>(3,976,579)</u>
Excess (Deficiency) of Revenues					
and Other Financing Sources					
Over (Under) Expenditures					
and Other Financing Uses	4,995,910	2,580,728	9,271,937	(2,293,967)	(3,194,291)
Fund Balance, Beginning of Year	18,501,717	23,497,627	26,078,355	35,350,292	33,056,325
Fund Balance, End of Year (2) (3)	<u>\$ 23,497,627</u>	<u>\$ 26,078,355</u>	<u>\$ 35,350,292</u>	<u>\$ 33,056,325</u>	<u>\$ 29,862,034</u>

Source: District Comptroller's Office.

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

(2) It is the goal of the District 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 some large capital purchases are postponed, a deficiency in the next year's operations is planned to reduce the fund balance to the 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

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### 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, 2014:

#### AD VALOREM BONDS OUTSTANDING

<u>Debt</u>	<u>Principal Amount Outstanding</u>
Series 2005A Bonds	\$ 18,925,000
Series 2005B Bonds	45,410,000
Series 2010 Bonds	4,980,000
Series 2011 Bonds	31,125,000
Series 2013A Bonds	344,960,000
Series 2013B Bonds	40,380,000
Source: District Comptroller's Office.	<u>\$ 485,780,000</u>

#### 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

# REEDY CREEK IMPROVEMENT DISTRICT

## SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

### AD VALOREM TAX BONDS - Continued

#### Osceola Parkway Bonds - Continued

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.

#### 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 2005A	Series 2005B	Series 2010	Series 2011	Series 2013A	Series 2013B	Aggregate Total Debt Service
2015	\$ 938,150	\$ 9,852,390	\$ 2,548,684	\$ 6,750,938	\$ 17,435,540	\$ 5,062,850	\$ 42,588,552
2016	938,150	9,848,895	2,549,658	6,748,825	17,435,540	5,059,800	42,580,868
2017	938,150	12,695,645	-	6,747,313	17,435,540	5,063,750	42,880,398
2018	938,150	12,690,145	-	6,746,263	17,435,540	5,064,400	42,874,498
2019	938,150	7,211,350	-	6,745,538	17,435,540	5,064,200	37,394,778
2020	2,938,150	-	-	-	28,690,540	5,058,000	36,686,690
2021	2,918,150	-	-	-	28,692,790	5,060,800	36,671,740
2022	2,914,150	-	-	-	28,691,790	5,062,350	36,668,290
2023	2,915,150	-	-	-	28,691,290	5,060,750	36,667,190
2024	2,910,650	-	-	-	28,694,790	5,066,250	36,671,690
2025	8,365,650	-	-	-	28,690,540	-	37,056,190
2026	-	-	-	-	28,692,290	-	28,692,290
2027	-	-	-	-	28,690,525	-	28,690,525
2028	-	-	-	-	28,695,525	-	28,695,525
2029	-	-	-	-	28,690,775	-	28,690,775
2030	-	-	-	-	28,692,438	-	28,692,438
2031	-	-	-	-	28,695,375	-	28,695,375
2032	-	-	-	-	28,692,650	-	28,692,650
2033	-	-	-	-	28,692,400	-	28,692,400
2034	-	-	-	-	28,691,000	-	28,691,000
2035	-	-	-	-	28,692,000	-	28,692,000
2036	-	-	-	-	28,691,750	-	28,691,750
2037	-	-	-	-	28,692,500	-	28,692,500
2038	-	-	-	-	28,691,250	-	28,691,250
Totals	<u>\$ 27,652,650</u>	<u>\$ 52,298,425</u>	<u>\$ 5,098,342</u>	<u>\$ 33,738,877</u>	<u>\$ 632,329,918</u>	<u>\$ 50,623,150</u>	<u>\$ 801,741,362</u>

#### Individual Bond Series

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

## REEDY CREEK IMPROVEMENT DISTRICT

### SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

#### 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 1) a Supplemental Trust Indenture dated June 1, 1990, between the District and Sun Bank, National Association as trustee; 2) a Second Supplemental Trust Indenture dated November 15, 1991; 3) a Third Supplemental Trust Indenture dated November 15, 1991; 4) a Fourth Supplemental Trust Indenture dated January 1, 1994; 5) a Fifth Supplemental Trust Indenture dated August 1, 1997; 6) a Sixth and Seventh Supplemental Trust Indenture both dated September 15, 1999; 7) an Eighth and Ninth Supplemental Trust Indenture both dated June 15, 2003; 8) a Tenth and Eleventh Supplemental Trust Indenture both dated May 1, 2005; 9) a Twelfth Supplemental Trust Indenture dated August 1, 2011; 10) a Thirteenth Supplemental Trust Indenture dated December 1, 2011; 11) a Fourteenth Supplemental Trust Indenture dated July 1, 2013; and 12) a Fifteenth Supplemental Trust Indenture dated November 1, 2013. 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 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.

**REEDY CREEK IMPROVEMENT DISTRICT**

SECONDARY MARKET DISCLOSURE

Year Ended September 30, 2014

**UTILITIES REVENUE BONDS - Continued**

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, 2014:

**Largest Customers of the System  
Fiscal Year Ended September 30, 2014  
(\$ 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	\$ 159,999	82.9%
Dolphin.....	Lodging	5,392	2.8%
Buena Vista Palace.....	Lodging	2,912	1.5%
Swan.....	Lodging	2,628	1.4%
Hilton.....	Lodging	2,071	1.1%
Landry's Restaurants, Inc.....	Dining	1,734	0.9%
Shades of Green.....	Lodging	1,638	0.8%
Wyndham Lake Buena Vista Resort....	Lodging	1,368	0.7%
Reedy Creek Improvement District .....	Government	1,198	0.6%
Four Seasons.....	Lodging	1,110	0.6%
Turner Construction.....	Construction	750	0.4%
Holiday Inn .....	Lodging	675	0.4%
Best Western.....	Lodging	646	0.3%
B Resort.....	Lodging	599	0.3%
Planet Hollywood.....	Dining	583	0.3%
Doubletree.....	Lodging	544	0.3%
Others		8,966	4.7%
<b>Total</b>		<b>\$ 192,813</b>	<b>100.0%</b>

(1) Does not include interdepartmental sales of \$20,421

**REEDY CREEK IMPROVEMENT DISTRICT**

**SECONDARY MARKET DISCLOSURE**

Year Ended September 30, 2014

**UTILITIES REVENUE BONDS – Continued**

**Summary of Results of Operations**

	2010	2011	2012	2013	2014
System Revenues: (1)					
Electric	\$ 128,903,131	\$ 126,118,597	\$ 123,910,974	\$ 122,534,989	\$ 123,843,052
Gas	17,127,963	15,968,205	14,629,394	14,303,084	13,615,718
Water	9,167,829	9,255,062	9,473,661	9,443,975	9,030,969
Chilled Water	21,721,896	20,409,298	21,488,423	20,654,776	22,882,885
Hot Water	6,045,279	5,041,207	4,848,883	4,988,666	4,907,684
Wastewater	22,642,323	22,507,767	24,059,110	24,249,910	25,079,209
Solid Waste	10,229,469	11,404,934	11,286,054	10,962,091	11,250,280
Reclaimed Water	2,445,312	2,709,435	2,625,491	2,569,393	2,524,751
Total System Revenues	<u>218,283,202</u>	<u>213,414,505</u>	<u>212,321,990</u>	<u>209,706,884</u>	<u>213,134,548</u>
Other Revenues					
Interest Income (2)	589,701	320,833	158,914	-	89,590
Connection Fees	2,867	-	56,301	144,952	-
Other Operating Revenues	219,662	134,514	349,097	224,510	194,897
Total Other Revenues	<u>812,230</u>	<u>455,347</u>	<u>564,312</u>	<u>369,462</u>	<u>284,487</u>
Total Revenues	<u>219,095,432</u>	<u>213,869,852</u>	<u>212,886,302</u>	<u>210,076,346</u>	<u>213,419,035</u>
Operating Expenses (3)					
Electric	109,778,691	105,034,245	101,258,143	100,443,086	95,737,032
Gas	15,834,021	14,685,712	13,423,793	13,336,553	12,242,282
Water	5,508,790	4,637,901	4,402,617	4,276,136	4,345,387
Chilled Water	18,825,993	18,031,512	18,626,230	19,027,628	19,066,287
Hot Water	5,094,645	5,012,591	4,375,985	3,974,845	4,082,766
Wastewater	10,110,127	9,849,316	10,024,219	10,780,475	12,558,439
Solid Waste	8,532,845	7,758,657	7,957,842	8,903,548	9,682,018
Reclaimed Water	724,759	897,870	718,169	909,291	837,935
Total Operating Expenses	<u>174,409,871</u>	<u>165,907,804</u>	<u>160,786,998</u>	<u>161,651,562</u>	<u>158,552,146</u>
Net Revenues	<u>44,685,561</u>	<u>47,962,048</u>	<u>52,099,304</u>	<u>48,424,784</u>	<u>54,866,889</u>
Debt Service					
Series 1997-1	61,500	56,375	-	-	-
Series 2003-1	5,316,173	5,316,485	5,316,435	3,989,850	-
Series 2003-2	23,684,096	23,685,663	23,688,900	23,686,713	21,749,099
Series 2005-1	1,346,500	1,346,500	1,346,500	1,009,875	-
Series 2005-2	8,256,987	8,253,737	8,252,738	8,468,237	8,468,737
Series 2011-1	-	5,762	35,160	35,160	35,160
Series 2011-2	-	-	875,500	1,047,000	1,047,000
Series 2013-1	-	-	-	1,477,928	5,987,500
Series 2013-2	-	-	-	-	466,467
Total Debt Service	<u>38,665,256</u>	<u>38,664,522</u>	<u>39,515,233</u>	<u>39,714,763</u>	<u>37,753,963</u>
Debt Service Coverage Ratio	1.16	1.24	1.32	1.22	1.45
Capital Contributions	260,619	123,889	36,401	230,801	721,461
Balance Available for Capital Improvements					
Lease Payments and Other Lawful Purposes	<u>6,280,924</u>	<u>9,421,415</u>	<u>12,620,472</u>	<u>8,940,822</u>	<u>17,834,387</u>
Renewal & Replacement Expenditure	8,501,812	7,996,737	9,354,173	8,249,204	11,938,490
Transfer to Renewal & Replacement	43,572	(52,856)	190,765	202,215	(67,708)
Inventory	367,397	780,274	552,240	372,233	1,360,427
Balance Available for Other Lawful Purposes	<u>\$ (2,631,857)</u>	<u>\$ 697,260</u>	<u>\$ 2,523,294</u>	<u>\$ 117,170</u>	<u>\$ 4,603,178</u>

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

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

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

**REEDY CREEK IMPROVEMENT DISTRICT**

**SECONDARY MARKET DISCLOSURE**

Year Ended September 30, 2014

**UTILITIES REVENUE BONDS – Continued**

**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 2012.

**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, 2014:

**Utilities Revenue Improvement and Refunding Bonds**

<u>Debt</u>	<u>Principal Amount Outstanding</u>
Series 2005-2 Bonds	\$ 40,185,000
Series 2011-1 Bonds	1,200,000
Series 2011-2 Bonds	30,000,000
Series 2013-1 Bonds	54,050,000
Series 2013-2 Bonds	111,595,000
Source: District Comptroller's Office.	<u>\$ 237,030,000</u>

**REEDY CREEK IMPROVEMENT DISTRICT**

**SECONDARY MARKET DISCLOSURE**

Year Ended September 30, 2014

**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 2005-2	Series 2011-1	Series 2011-2	Series 2013-1	Series 2013-2	Aggregate Total Debt Service
2015	\$ 12,116,237	\$ 35,160	\$ 1,047,000	\$ 2,538,250	\$ 21,593,014	\$ 37,329,661
2016	5,757,500	35,160	1,047,000	2,538,250	27,960,611	37,338,521
2017	1,724,250	35,160	1,047,000	6,398,250	27,962,460	37,167,120
2018	1,721,850	35,160	1,047,000	6,400,250	27,961,050	37,165,310
2019	17,813,250	1,235,160	1,047,000	6,402,500	10,667,983	37,165,893
2020	-	-	5,547,000	7,419,500	-	12,966,500
2021	-	-	5,589,950	7,415,000	-	13,004,950
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>\$ 39,133,087</b>	<b>\$ 1,375,800</b>	<b>\$ 39,021,650</b>	<b>\$ 70,012,750</b>	<b>\$ 116,145,118</b>	<b>\$ 265,688,405</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 and 2013-1. The requirement is currently \$37,338,521.

**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, 2014

**\$18,925,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Bonds, Series 2005A**

**Purpose:**

The Series 2004A Bonds were issued by the District (i) to finance road improvements and construct a new fire station and replace an existing fire station, and (ii) to pay a portion of the costs of issuance of the Series 2005 Bonds.

**Bonds Refunded:**

None

**Key Dates:**

Dated: May 11, 2005

Delivered: June 6, 2005

**Issued As:**

\$18,925,000 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

Insurer – AMBAC Assurance Corporation

**Ratings:**

Moody's - Aaa

Standard & Poor's - AAA

**Call Provisions:**

*Mandatory Redemption*

None

*Optional Redemption*

The Series 2005 Bonds maturing on and after June 1, 2016 are subject to redemption by the District prior to maturity in whole or in part on any date on or after June 1, 2015 at a redemption 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	Rate	Principal	Interest	Total
Sept. 30,				
2015		\$ -	\$ 938,150	\$ 938,150
2016		-	938,150	938,150
2017		-	938,150	938,150
2018		-	938,150	938,150
2019		-	938,150	938,150
2020	5.00%	2,000,000	938,150	2,938,150
2021	5.00%	2,080,000	838,150	2,918,150
2022	5.00%	2,180,000	734,150	2,914,150
2023	5.00%	2,290,000	625,150	2,915,150
2024	5.00%	2,400,000	510,650	2,910,650
2025	4.25 - 5.0%	7,975,000	390,650	8,365,650
Totals		\$ 18,925,000	\$ 8,727,650	\$ 27,652,650

**\$90,310,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Bonds, Series 2005B**

**Purpose:**

The Series 2004B Bonds were issued by the District (i) to advance refund the Series 1995C Bonds maturing after June 1, 2008 and the Series 1998A Bonds maturing after June 1, 2009, and (ii) to pay a portion of the costs of issuance of the Series 2005 Bonds.

**Bonds Refunded:**

- Series 1995C Bonds maturing on or after June 1, 2008
- Series 1998A Bonds maturing on or after June 1, 2009

**Key Dates:**

Dated: May 11, 2005  
 Delivered: June 6, 2005

**Issued As:**

\$90,310,000 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  
 Insurer – AMBAC Assurance Corporation

**Ratings:**

Moody's - Aaa  
 Standard & Poor's - AAA

**Call Provisions:**

*Mandatory Redemption*  
 None

*Optional Redemption*

The Series 2005 Bonds maturing on and after June 1, 2016 are subject to redemption by the District prior to maturity in whole or in part on any date on or after June 1, 2015 at a redemption 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	Rate	Principal	Interest	Total
Sept. 30,				
2015	3.7 - 5.0%	\$ 7,600,000	\$ 2,252,390	\$ 9,852,390
2016	5.00%	7,965,000	1,883,895	9,848,895
2017	5.00%	11,210,000	1,485,645	12,695,645
2018	3.9 - 5.0%	11,765,000	925,145	12,690,145
2019	4.0 - 5.0%	6,870,000	341,350	7,211,350
Totals		<u>\$ 45,410,000</u>	<u>\$ 6,888,425</u>	<u>\$ 52,298,425</u>

**\$12,150,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Ad Valorem Tax Refunding Bonds, Series 2010A**

**Purpose:**

The Series 2010 Bonds were issued by the District to refund the Series 1998B Bonds maturing on or after June 1, 2011 and to pay the costs of issuance.

**Bonds Refunded:**

Series 1998B Bonds maturing on or after June 1, 2011.

**Key Dates:**

Dated: September 23, 2011

Delivered: September 23, 2011

**Issued As:**

\$12,150,000 Qualified Bank Note

**Agents:**

Bank – Bank of America, N.A.

Paying Agent – RCID

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

**Ratings:**

Moody's - Aaa

Standard & Poor's - AAA

**Call Provisions:**

None

**Debt Service Requirements:**

Fiscal Year				
Ended				
Sept. 30,	Rate	Principal	Interest	Total
2015	1.58%	\$ 2,470,000	\$ 78,684	\$ 2,548,684
2016	1.58%	2,510,000	39,658	2,549,658
Totals		<u>\$ 4,980,000</u>	<u>\$ 118,342</u>	<u>\$ 5,098,342</u>

**\$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
2015	2.75%	\$ 5,895,000	\$ 855,938	\$ 6,750,938
2016	2.75%	6,055,000	693,825	6,748,825
2017	2.75%	6,220,000	527,313	6,747,313
2018	2.75%	6,390,000	356,263	6,746,263
2019	2.75%	6,565,000	180,538	6,745,538
Totals		<u>\$ 31,125,000</u>	<u>\$ 2,613,875</u>	<u>\$ 33,738,875</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	Amortization Installments
2034	\$ 22,480,000
2035	23,605,000
2036	24,785,000
2037	26,025,000
2038	27,325,000

*Optional Redemption*

The Series 2013A Bonds maturing on and after 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	Rate	Principal	Interest	Total
Sept. 30,				
2015		\$ -	\$ 17,435,540	\$ 17,435,540
2016		-	17,435,540	17,435,540
2017		-	17,435,540	17,435,540
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	10,367,438	28,692,438
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>\$ 287,369,918</u>	<u>\$ 632,329,918</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	Rate	Principal	Interest	Total
Sept. 30,				
2015	3.00%	\$ 3,435,000	\$ 1,627,850	\$ 5,062,850
2016	3.00%	3,535,000	1,524,800	5,059,800
2017	3.00%	3,645,000	1,418,750	5,063,750
2018	4.00%	3,755,000	1,309,400	5,064,400
2019	4.00%	3,905,000	1,159,200	5,064,200
2020	4.00%	4,055,000	1,003,000	5,058,000
2021	4.0 - 5.0%	4,220,000	840,800	5,060,800
2022	4.00%	4,415,000	647,350	5,062,350
2023	5.00%	4,590,000	470,750	5,060,750
2024	5.00%	4,825,000	241,250	5,066,250
Totals		<u>\$ 40,380,000</u>	<u>\$ 10,243,150</u>	<u>\$ 50,623,150</u>

**APPENDIX B**

UTILITIES REVENUE BONDS

Year Ended September 30, 2014



**\$73,045,000**  
**REEDY CREEK IMPROVEMENT DISTRICT**  
**Utilities Revenue Bonds, Series 2005-2**

**Purpose:**

The 2005-2 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 (i) Series 1997-1 bonds maturing in 2009 (\$10,515,000) and 2019 (\$9,375,000) (ii) Series 1999-1 Bonds maturing 2010 thru 2019 (iii) Series 1999-2 Bonds maturing 2010 thru 2015 (iv) 2003-1 Bonds maturing in 2015 and 2016, and (ii) pay costs of issuance of the Series 2005-2 Bonds.

**Bonds Refunded:**

- Series 1997-1 Bonds maturing on October 1, 2009 (\$10,515,000) and October 1, 2019 (\$9,375,000).
- Series 1999-1 Bonds maturing between October 1, 2010 and October 1, 2019.
- Series 1999-2 Bonds maturing between October 1, 2010 and October 1, 2015.
- Series 2003-1 Bonds maturing October 1, 2015 and October 1, 2016.

**Key Dates:**

Dated: May 11, 2005  
 Delivered: June 6, 2005

**Issued As:**

\$ 73,045,000 Serial Bonds

**Agents:**

Registrar and Paying Agent – U.S. Bank, Central Florida, National Association, Orlando, Florida  
 Trustee – None  
 Bond Counsel – Greenberg Traurig, P.A., Miami, Florida  
 Insurer – AMBAC Assurance Corporation

**Ratings:**

Moody's - Aaa  
 Standard & Poor's - AAA

**Call Provisions:**

*Optional Redemption*

Series 2005-1 Bonds maturing on or after October 1, 2016 are subject to redemption prior to maturity on or after October 1, 2015, in whole or in part on any date, at a redemption price equal to 100% of the principal amount being redeemed, plus accrued interest to the date of redemption.

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2015	4.5 - 5.25%	\$ 10,450,000	\$ 1,666,237	\$ 12,116,237
2016	4.0 - 5.0%	4,620,000	1,137,500	5,757,500
2017	4.00%	810,000	914,250	1,724,250
2018	4.00%	840,000	881,850	1,721,850
2019	5.00%	16,965,000	848,250	17,813,250
Totals		\$ 33,685,000	\$ 5,448,087	\$ 39,133,087

**\$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.

**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

**Debt Service Requirements:**

Fiscal Year	Sept. 30,	Rate	Principal	Interest	Total
2015			\$ -	\$ 35,160	\$ 35,160
2016			-	35,160	35,160
2017			-	35,160	35,160
2018			-	35,160	35,160
2019		2.93%	1,200,000	35,160	1,235,160
Totals			<u>\$ 1,200,000</u>	<u>\$ 175,800</u>	<u>\$ 1,375,800</u>

**\$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
2015		\$ -	\$ 1,047,000	\$ 1,047,000
2016		-	1,047,000	1,047,000
2017		-	1,047,000	1,047,000
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		\$ 30,000,000	\$ 9,021,650	\$ 39,021,650

**\$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
2015		\$ -	\$ 2,538,250	\$ 2,538,250
2016		-	2,538,250	2,538,250
2017	5.00%	3,860,000	2,538,250	6,398,250
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		\$ 50,765,000	\$ 19,247,750	\$ 70,012,750

**\$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.

**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

**Debt Service Requirements:**

Fiscal Year				
Sept. 30,	Rate	Principal	Interest	Total
2015	1.71%	\$ 19,840,000	\$ 1,753,014	\$ 21,593,014
2016	1.71%	26,600,000	1,360,611	27,960,611
2017	1.71%	27,060,000	902,460	27,962,460
2018	1.71%	27,525,000	436,050	27,961,050
2019	1.71%	10,570,000	97,983	10,667,983
Totals		\$ 111,595,000	\$ 4,550,118	\$ 116,145,118