

\$2,193,000  
VINTAGE TOWNSHIP PUBLIC FACILITIES CORPORATION  
SPECIAL REVENUE BONDS, SERIES 2007A

And

\$1,279,000  
VINTAGE TOWNSHIP PUBLIC FACILITIES CORPORATION  
SPECIAL REVENUE BONDS, SERIES 2007B

(VINTAGE TOWNSHIP PUBLIC IMPROVEMENT DISTRICT PROJECT)

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

Attn: Keenan Rice  
MuniCap, Inc.  
1825 W. Walnut Hill Lane, Suite 120  
Irving, TX 75038

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement"), dated as of May 1, 2008, by and between (i) The City of Lubbock, Texas (the "City") (ii) The Vintage Township Public Facilities Corporation (the "Corporation") (iii) Vintage Land Company, Ltd. (the "Developer"), and (iv) MuniCap, Inc. (the "Administrator"), the developer hereby provides the following information as of July 1 2009. All terms having initial capitalization and not defined herein shall have the same meanings set forth in a Limited Offering Memorandum dated April 24, 2007. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement the information provided in the Limited Offering Memorandum. This report responds to the specific requirements of the continuing disclosure agreement. No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of July 1, 2009, unless otherwise stated, and no representation is made that the information contained herein is indicative of information that may pertain since the end of the period covered by this report or in the future.

1) Completion of the Public Improvements

A) Public Improvements Budget:

**Improvement Project A**

Public Improvement	Original Budget	Budget Changes	Revised Budget	Spent to Date	Percent Complete
Site Preparation	\$288,511	\$355,780	\$644,291	\$644,291	100%
Drainage	\$136,232	(\$136,232)	\$0	\$0	0%
Lighting and street signs	\$154,683	(\$25,693)	\$128,990	\$128,990	100%
Signage and monumentation	\$9,795	(\$9,475)	\$320	\$320	100%
Park features	\$1,081,340	(\$7,593)	\$1,073,747	\$1,073,747	100%
Roundabouts	\$67,795	\$19,517	\$87,312	\$87,312	100%
Street trees and irrigation	\$412,091	(\$213,590)	\$198,501	\$198,501	100%
<b>Sub-total hard costs</b>	<b>\$2,150,447</b>	<b>(\$17,286)</b>	<b>\$2,133,161</b>	<b>\$2,133,161</b>	<b>100%</b>
Project administration	\$84,884	\$529	\$85,413	\$85,413	100%
Master planning	\$67,012	\$199,424	\$266,436	\$266,436	100%
Architectural design	\$102,862	(\$102,862)	\$0	\$0	0%
Engineering (civil)	\$239,216	\$169,311	\$408,527	\$408,527	100%
Engineering (other)	\$4,210	\$3,464	\$7,674	\$7,674	100%
Legal fees	\$7,720	\$5,640	\$13,360	\$13,360	100%
Regulatory and impact fees	\$8,032	(\$5,902)	\$2,130	\$2,130	100%
Insurance and bonding	\$0	\$4,107	\$4,107	\$4,107	100%
<b>Sub-total soft costs</b>	<b>\$513,936</b>	<b>\$273,711</b>	<b>\$787,647</b>	<b>\$787,647</b>	<b>100%</b>
Contingency	\$266,439	(\$266,439)	\$0	\$0	0%
Total Improvement Cots	\$2,930,822	(\$10,014)	\$2,920,808	\$2,920,808	100%
Less: Private Funds	(\$814,380)	\$10,014	(\$804,366)	(\$804,366)	100%
<b>Total Bond-Funded Improvements</b>	<b>\$2,116,442</b>	<b>\$0</b>	<b>\$2,116,442</b>	<b>\$2,116,442</b>	<b>100%</b>

**Improvement Project B**

Public Improvement	Original Budget	Budget Changes	Revised Budget	Spent to Date	Percent Complete
Land	\$390,000		\$390,000	\$390,000	100%
Site preparation	\$79,906		\$79,906	\$141,857	178%
Drainage	\$136,232		\$136,232		0%
Streets and Alleys	\$706,430		\$706,430	\$459,586	65%
Walkways	\$59,523		\$59,523		0%
Water & Sewer	\$752,265		\$752,265	\$373,753	50%
Lighting & Street Signs	\$4,107		\$4,107		0%
<b>Sub-total hard costs</b>	<b>\$2,128,463</b>	<b>\$0</b>	<b>\$2,128,463</b>	<b>\$1,365,196</b>	<b>64%</b>
Project administration	\$11,577		\$11,577		0%
Master planning			\$0		0%
Architectural design	\$130		\$130		0%
Engineering (civil)	\$235,905		\$235,905	\$153,404	65%
Engineering (other)	\$8,952		\$8,952		0%
Legal fees	\$1,278		\$1,278		0%
Regulatory and impact fees	\$20,563		\$20,563		0%
Insurance and bonding			\$0		0%
<b>Sub-total soft costs</b>	<b>\$278,405</b>	<b>\$0</b>	<b>\$278,405</b>	<b>\$153,404</b>	<b>55%</b>
Contingency	\$248,901		\$248,901		0%
Total Improvement Cots	\$2,655,769	\$0	\$2,655,769	\$1,518,600	57%
Less: Private Funds	(\$1,660,589)		(\$1,660,589)	(\$1,518,600)	91%
<b>Total Bond-Funded Improvements</b>	<b>\$995,180</b>	<b>\$0</b>	<b>\$995,180</b>	<b>\$0</b>	<b>0%</b>

**B) Status of Construction of the Public Improvement:**

**(i) Status of Site Preparation:**

- Site preparations for Phase 1 have been completed
- Site preparations for Phase 2 began in the 4<sup>th</sup> quarter of 2008 and are 100% complete. Site preparations included significant excavation and embankment of soils necessary for proper street, building, park and amenity improvements.

**(ii) Status of Drainage Improvements:**

- Drainage improvements for Phase 1 have been completed.
- Drainage for Phase 2 began in the 4<sup>th</sup> quarter of 2008 and is 100% complete. Drainage improvements were in accordance with the master drainage plan for Vintage and were approved by the City of Lubbock.

**(iii) Status of Streets, Alleys, Walkways, Lighting and Street Signs:**

Street and Alley Improvements:

- Street and alley improvements for Phase 1 have been completed.
- Street and alley improvements for Phase 2 began in December 2008 and are 100% complete.

Walkway Improvements:

- Walkway improvements for Phase 1 have been completed.
- Walkway improvements for Phase 2 have been completed.

Lighting and Street Sign Improvements:

- Lighting and street sign improvements for Phase 1 have been completed.
- Lighting and street sign improvements for Phase 2 are 95% complete with some miscellaneous punch list items remaining for the contractor to complete such as light heads straightened, light bulbs installed etc..

**(iv) Status of Water and Sewer System Improvements:**

Water System Improvements:

- Municipal water improvements for Phase 1 have been completed.
- Municipal water improvements for Phase 2 are 100% complete.

Sewer System Improvements:

- Sanitary sewer improvements for Phase 1 have been completed.
- Sanitary Sewer improvements for Phase 2 are 100% complete.

**(v) Status of Street Trees and Irrigation:**

- Street tree installation is ongoing in Phase 1, being installed as each home is completed and the home's private irrigation system is installed. Approximately 22 home sites need trees in Phase 1. Phase 2 street tree installation is underway as homes are being constructed and will extend into 2010.
- Irrigation of common areas in Phase 1 is complete. Phase 2 common area irrigation installation is complete as well.

**(vi) Status of Signage and Monumentation:**

Signage:

- Signage improvements for Phase 1 have been completed.
- Signage improvements for Phase 2 have been completed.

Monumentation:

- Monumentation by and large is reflected in signage above for Phase 1 and has been completed.
- Monumentation improvements to be located in Phase 2 is completed.

**(vii) Status of Park Features and Roundabouts:**

Park Features:

- Improvements to be located in Founder's Park, the Bungalow Court, the roundabout and the 114<sup>th</sup> Street Parkway have been installed.
- Improvements to be located in the Commons, Market Park and the Town Hall Plaza have been completed.

Roundabouts:

- The roundabout in Phase 1 is completed.

2) Status of Financing

A) Loans Secured by Property within the District:

Land Loan

- Loan Amount: \$3,350,000
- Amount drawn through 07/01/09: \$3,350,000
- Amount repaid through 07/01/09: \$ 60,000
- Balance at 07/01/09: \$3,290,000
- Interest rate: (Prime adjusted quarterly – 3.25% currently)

PlainsCapital Bank Loan:

- Loan Amount: \$4,821,175
- Amount drawn through 07/01/09: \$4,821,175
- Amount repaid through 07/01/09: \$718,276
- Balance at 07/01/09: \$4,102,899
- Interest rate: (6.50% fixed)

B) **Event of Default on any Loan:** The developer has not received formal written notice and is not aware of any default or passage of time on any loan.

C) **Liens:** There exist no other liens for borrowed money secured by the property owned by the developer in the district other than those shown under 2 (A) above.

D) **Availability of Funds to Complete the District Development:** There are sufficient funds available to complete the development of the district for both bond financed and non-bond financed development subject to assessment undertaken by the developer or any affiliate as contemplated.

3) Government Permits and Approvals:

Permit/Approval	Approval Status	Actual/Projected Date of Approval	Permitting Agency
Zoning approval	Approved	4/28/08	City of Lubbock
Land Development Permits:			
• Preplat	Approved	2005	City of Lubbock
• Cut & Fill Plans	Approved	10/1/08	City of Lubbock
• Water & Sewer Plans	Approved	10/17/08	City of Lubbock
• Paving & Drainage Plans	Approved	11/19/08	City of Lubbock

3) Status of Lot and Home Sales and Closings

A) Status of Lot Sales and Closings with Builders on lots developed to date.

Lot Type	Phase 1 & 2 Lots	Lots Settled	Lots U/C	Phase 1 & 2 Avail lots
Townhome	7	7	0	0
Cottage	45	29	5	11
Village	39	17	4	18
Neighborhood	37	17	6	14
Lg. Neighborhood	28	18	2	8
Manor	17	12	1	4
Estate	0	0	0	0
<b>Total</b>	<b>173</b>	<b>100</b>	<b>18</b>	<b>55</b>

B) Status of Building Permits, Home Sales and Closings: [Utilizing the table below, please provide the status of building permits, home sales and closings with home buyers within the district.]

Neighborhood	Planned Number of Units	Number of Homes Completed	Number of Homes Under Construction	Number of Homes Sold	Number of Homes Closed
Townhouse	7	7	0	6	6
Cottage	45	21	3	34	20
Village	39	16	6	27	16
Neighborhood	37	11	1	19	11
Neighborhood Large	28	6	1	9	6
Manor	17	6	0	8	6
Estate	0	0	0	0	0
<b>Total</b>	<b>173</b>	<b>67</b>	<b>11</b>	<b>103</b>	<b>65</b>

C) **Developer's Absorption Estimates:**

Type	Projected Number of Units Sold (As of July 1, 2009)	Actual Number of Units Sold (As of July 01, 2009)
Townhouse	7	6
Cottage	30	34
Village	28	27
Neighborhood	22	19
Neighborhood Large	10	9
Manor	8	8
Estate		
<b>Total Units</b>	<b>105</b>	<b>103</b>

- 5) **Material Changes in the Form, Organization or Controlling Ownership of the Developer:** There have been no material changes in the form, organization or controlling ownership of the developer as described on the Limited Offering Memorandum.
- 6) **Legislative, Administrative or Judicial Challenges:** There have been no legislative, administrative, or judicial challenges to the construction of the improvements projects within the district or the validity of the duly recorded plat or other public approvals for any section of the development of the developer within the district known to the developer.
- 7) **Amendments or Supplements to the Development Agreement:** There have been no amendments or supplements to the Development Agreement dated as of \_\_\_\_\_.
- 8) **Event of Default on Subdividers Agreement:** The developer has no knowledge of any default with respect to subdividers agreement.
- 9) **Other Comments:** None
- 10) **Reporting of Significant Events:** The developer has not obtained actual knowledge of the occurrence of any significant events attached hereto.

VINTAGE LAND COMPANY, LTD.

By: Vintage Land Company, Ltd.

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

### Significant Events

- (i) failure to pay any real property taxes or assessments levied within the district on a parcel owned by the developer, an affiliate of other owner;
- (ii) material damage to or destruction of any development or improvements within the district;
- (iii) material default by the developer or any affiliate on any loan with respect to the development or permanent financing of district development undertaken by the developer or any affiliate;
- (iv) material default by the developer or any affiliate on any loan secured by property within the district owned by the developer or any affiliate;
- (v) payment default by the developer on any loan to such developer or by any affiliate on any loan to such affiliate (whether or not such loan is secured by the property within the district);
- (vi) payment default by the developer or any affiliate or any owner of more than 25% interest in the developer or any affiliate in bankruptcy or any determination that the developer or any affiliate or any owner of more than 25% in the developer or any affiliate is unable to pay its debts as they become due;
- (vii) the filing of any lawsuit with the claim for damage, in excess of \$1,000,000 against the developer or any affiliate which may adversely affect the completion of the district development or litigation which would materially adversely affect the financial conditions of the developer or affiliate); and
- (viii) any change in the legal structure, chief executive officer or controlling ownership of the developer or any affiliate.