

OFFICIAL STATEMENT DATED MAY 11, 2022

IN THE OPINION OF BOND COUNSEL, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES UNDER EXISTING LAW AND IS NOT INCLUDED IN THE ALTERNATIVE MINIMUM TAXABLE INCOME OF INDIVIDUALS. SEE "TAX MATTERS" FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

*The Bonds are designated as "qualified tax-exempt obligations" for financial institutions. See "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions."*

NEW ISSUE – Book-Entry-Only

S&P Global Ratings (BAM Insured) ..... "AA"

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9

(A political subdivision of the State of Texas, located in Denton County, Texas)

**\$1,380,000**  
**UNLIMITED TAX UTILITY BONDS**  
**SERIES 2022**

**\$2,940,000**  
**UNLIMITED TAX ROAD BONDS**  
**SERIES 2022**

**Dated: June 1, 2022**

**Due: September 1, as shown on the inside cover**

**Interest Accrues From: June 14, 2022**

The \$1,380,000 Denton County Municipal Utility District No. 9 Unlimited Tax Utility Bonds, Series 2022 (the "Utility Bonds") and the \$2,940,000 Denton County Municipal Utility District No. 9 Unlimited Tax Road Bonds, Series 2022 (the "Road Bonds," and together with the Utility Bonds, the "Bonds") are obligations of Denton County Municipal Utility District No. 9 (the "District") and are not obligations of the State of Texas ("Texas"); Denton County, Texas (the "County"); or any political subdivision or entity other than the District. Neither the full faith and credit nor the taxing power of Texas; the County; nor any entity other than the District is pledged to the payment of the principal of or the interest on the Bonds.

The Bonds are dated June 1, 2022, and mature on September 1 in the years and in the principal amounts shown on the inside cover. Interest on the Bonds accrues from the initial date of delivery (on or about June 14, 2022), with interest payable on September 1, 2022, and each March 1 and September 1 thereafter (the "Interest Payment Date") until the earlier of stated maturity or prior redemption. Principal of the Bonds is payable to the registered owners of the Bonds (the "Registered Owners") at the principal payment office of the paying agent/registrars, initially, BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"), upon surrender of the Bonds for payment at the stated maturity or upon prior redemption. Unless otherwise agreed between the Paying Agent/Registrar and a Registered Owner, interest on the Bonds is dated as of the Interest Payment Date and payable to each Registered Owner, as shown on the records of the Paying Agent/Registrar on the close of business on the 15<sup>th</sup> day of the calendar month next preceding each Interest Payment Date. The Bonds will be issued only in fully registered form in the denomination of \$5,000 of principal amount, or any integral multiple thereof.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, principal of and interest on the Bonds will be paid by the Paying Agent/Registrar directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds as discussed under "THE BONDS – Book-Entry-Only System."

**See "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL REOFFERING YIELDS, AND CUSIPS" on the inside cover.**

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under separate municipal bond insurance policies to be issued concurrently with the delivery of the Bonds by **BUILD AMERICA MUTUAL ASSURANCE COMPANY ("BAM")**.



The Utility Bonds constitute the second series of unlimited tax utility bonds issued by the District for the purpose of acquiring or constructing water, sewer, and drainage facilities to serve the District and the Road Bonds constitute the second series of unlimited tax road bonds issued by the District for the purpose of acquiring or constructing road improvements to serve the District. The Bonds, when issued, will constitute valid and binding obligations of the District, payable from the proceeds of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied against all taxable property in the District. See "THE BONDS – Source of Payment."

THE BONDS ARE SUBJECT TO CERTAIN INVESTMENT RISKS AS DISCUSSED UNDER "RISK FACTORS."

The Bonds are offered subject to prior sale, when, as, and if issued by the District and accepted by the Initial Purchasers (herein defined), subject to the approval of the Attorney General of Texas and Coats Rose, P.C., Dallas, Texas, Bond Counsel. Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about June 14, 2022.

**MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL REOFFERING YIELDS, AND CUSIPS**

**\$1,380,000 Denton County Municipal Utility District No. 9 Unlimited Tax Utility Bonds, Series 2022**

**\$185,000 Serial Bonds**

Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 24880U (b)	Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 24880U (b)
2023	\$ 45,000	6.500%	2.500%	BY3	2025	\$ 45,000	6.500%	2.800%	CA4
2024	45,000	6.500%	2.600%	BZ0	2026	50,000	6.500%	3.000%	CB2

**\$1,195,000 Term Bonds**

\$250,000 Term Bond Due September 1, 2031 (c)(d), Interest Rate: 6.000% (Price: \$113.000) (a), CUSIP No. 24880U CG1 (b)  
 \$210,000 Term Bond Due September 1, 2035 (c)(d), Interest Rate: 4.000% (Price: \$100.895) (a), CUSIP No. 24880U CL0 (b)  
 \$235,000 Term Bond Due September 1, 2039 (c)(d), Interest Rate: 4.000% (Price: \$100.000) (a), CUSIP No. 24880U CQ9 (b)  
 \$200,000 Term Bond Due September 1, 2042 (c)(d), Interest Rate: 4.000% (Price: \$98.629) (a), CUSIP No. 24880U CT3 (b)  
 \$300,000 Term Bond Due September 1, 2046 (c)(d), Interest Rate: 4.000% (Price: \$96.973) (a), CUSIP No. 24880U CX4 (b)

**\$2,940,000 Denton County Municipal Utility District No. 9 Unlimited Tax Road Bonds, Series 2022**

**\$230,000 Serial Bonds**

Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 24880U (b)	Maturity September 1	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 24880U (b)
2023	\$ 75,000	6.500%	2.500%	CY2	2025	\$ 80,000	6.500%	2.800%	DA3
2024	75,000	6.500%	2.600%	CZ9					

**\$2,710,000 Term Bonds**

\$555,000 Term Bond Due September 1, 2031 (c)(d), Interest Rate: 6.500% (Price: \$115.281) (a), CUSIP No. 24880U DG0 (b)  
 \$215,000 Term Bond Due September 1, 2033 (c)(d), Interest Rate: 4.250% (Price: \$102.700) (a), CUSIP No. 24880U DJ4 (b)  
 \$235,000 Term Bond Due September 1, 2035 (c)(d), Interest Rate: 4.000% (Price: \$100.895) (a), CUSIP No. 24880U DL9 (b)  
 \$255,000 Term Bond Due September 1, 2037 (c)(d), Interest Rate: 4.000% (Price: \$100.446) (a), CUSIP No. 24880U DN5 (b)  
 \$275,000 Term Bond Due September 1, 2039 (c)(d), Interest Rate: 4.000% (Price: \$100.000) (a), CUSIP No. 24880U DQ8 (b)  
 \$465,000 Term Bond Due September 1, 2042 (c)(d), Interest Rate: 4.000% (Price: \$98.629) (a), CUSIP No. 24880U DT2 (b)  
 \$710,000 Term Bond Due September 1, 2046 (c)(d), Interest Rate: 4.000% (Price: \$96.973) (a), CUSIP No. 24880U DX3 (b)

- (a) Information with respect to the initial reoffering yields of the Bonds is the responsibility of the Initial Purchasers. Initial reoffering yields represent the initial offering price, which may be changed for subsequent purchasers. The initial yield indicated above represents the lower of the yields resulting when priced to maturity or to the first call date.
- (b) CUSIP numbers have been assigned to this issue by the CUSIP Global Services, managed by FactSet Research Systems Inc. on behalf of the American Bankers Association, and are included solely for the convenience of the owners of the Bonds.
- (c) The Bonds maturing on September 1, 2027, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on June 1, 2027, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption Provisions – *Optional Redemption*."
- (d) Subject to mandatory sinking fund redemption by lot or other customary method of random selection on September 1 in the years and amounts as set forth under "THE BONDS – Redemption Provisions – *Mandatory Redemption*."

**USE OF INFORMATION IN OFFICIAL STATEMENT**

No dealer, broker, salesman, or other person has been authorized to give any information, or to make any representations, other than those contained herein, and, if given or made, such other information or representations must not be relied upon as having been authorized by the District or the Initial Purchasers.

All of the summaries of the statutes, resolutions, orders, contracts, audits, and engineering and other related reports set forth herein are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents, copies of which are available from Bond Counsel (herein defined) upon payment of duplication costs, for further information.

This Official Statement is not to be used in connection with an offer to sell or the solicitation of an offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

This Official Statement contains, in part, estimates, assumptions, and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates, assumptions, or matters of opinion, or as to the likelihood that they will be realized. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District or other matters discussed herein since the date hereof. The District has agreed to keep this Official Statement current by amendment or sticker to reflect material changes in the affairs of the District and to the extent such information actually comes to its attention, the other matters discussed herein, until delivery of the Bonds to the Initial Purchasers and thereafter only as discussed under "OFFICIAL STATEMENT – Updating of Official Statement."

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under "MUNICIPAL BOND INSURANCE" and "APPENDIX B."

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for any purpose.

**TABLE OF CONTENTS**

	<u>Page</u>		<u>Page</u>
USE OF INFORMATION IN OFFICIAL STATEMENT.....	1	Tax Collection Limitations.....	14
SALE AND DISTRIBUTION OF THE BONDS.....	3	Registered Owners' Remedies.....	14
Award of the Bonds .....	3	Bankruptcy Limitation to Registered Owners'	
Prices and Marketability .....	3	Rights .....	15
Securities Laws .....	3	Marketability.....	15
MUNICIPAL BOND INSURANCE.....	4	Future Debt.....	16
Bond Insurance Policy.....	4	Continuing Compliance with Certain Covenants.....	16
Build America Mutual Assurance Company.....	4	Approval of the Bonds.....	16
RATINGS.....	5	Environmental Regulations .....	16
OFFICIAL STATEMENT SUMMARY .....	6	Potential Impact of Natural Disaster .....	18
SELECTED FINANCIAL INFORMATION .....	10	Bond Insurance Risk Factors.....	19
INTRODUCTION.....	12	Changes in Tax Legislation .....	19
RISK FACTORS.....	12	THE BONDS.....	20
General.....	12	General.....	20
Infectious Disease Outlook (COVID-19).....	12	Book-Entry-Only System.....	20
Factors Affecting Taxable Values and Tax		Successor Paying Agent/Registrar .....	22
Payments.....	13	Record Date .....	22
Competitive Nature of Residential Housing		Registration, Transfer, and Exchange .....	22
Market .....	14	Mutilated, Lost, Stolen or Destroyed Bonds.....	23
Operating Funds.....	14	Redemption Provisions.....	23

Outstanding Bonds.....	25	Additional Penalties.....	47
Short-Term Debt.....	25	Historical Tax Collections.....	47
Authority for Issuance.....	25	Tax Rate Distribution.....	48
Funds.....	26	Analysis of Tax Base.....	48
Source of Payment.....	26	Principal Taxpayers.....	48
Issuance of Additional Debt.....	27	Tax Rate Calculations.....	49
No Arbitrage.....	27	Estimated Overlapping Taxes.....	49
Consolidation.....	27	LEGAL MATTERS.....	49
Defeasance.....	28	Legal Opinions.....	49
Legal Investment and Eligibility to Secure Public		No-Litigation Certificate.....	50
Funds in Texas.....	28	No Material Adverse Change.....	50
Registered Owners' Remedies.....	29	TAX MATTERS.....	50
Use and Distribution of Utility Bond Proceeds.....	30	Tax Exemption.....	50
Use and Distribution of Road Bond Proceeds.....	31	Federal Income Tax Accounting Treatment of	
THE DISTRICT.....	31	Original Issue Discount.....	51
General.....	31	Collateral Federal Income Tax Consequences.....	51
Description.....	32	Qualified Tax-Exempt Obligations for Financial	
Location.....	32	Institutions.....	52
Management of the District.....	32	CONTINUING DISCLOSURE OF INFORMATION.....	52
Investment Policy.....	32	Annual Reports.....	53
Consultants.....	32	Event Notices.....	53
General Fund Operating Statement.....	33	Availability of Information from EMMA.....	54
DEVELOPMENT OF THE DISTRICT.....	34	Limitations and Amendments.....	54
Status of Development in the District.....	34	Compliance with Prior Undertaking.....	54
Homebuilder in the District.....	34	OFFICIAL STATEMENT.....	54
PHOTOGRAPHS TAKEN IN THE DISTRICT.....	35	General.....	54
PHOTOGRAPHS TAKEN IN THE DISTRICT.....	36	Experts.....	55
PRINCIPAL LANDOWNER/DEVELOPER.....	37	Certification as to Official Statement.....	55
Role of the Developer.....	37	Updating of Official Statement.....	55
Developer and Principal Landowner.....	37	CONCLUDING STATEMENT.....	55
Lot-Sales Contracts.....	37		
THE SYSTEM.....	37	APPENDIX A: FINANCIAL STATEMENTS OF THE DISTRICT	
General.....	37		
Description of the System.....	38	APPENDIX B: SPECIMEN MUNICIPAL BOND INSURANCE	
DISTRICT DEBT.....	39	POLICY	
Debt Service Requirement Schedule.....	40		
Direct and Estimated Overlapping Debt			
Statement.....	41		
Debt Ratios.....	41		
TAXING PROCEDURES.....	41		
Authority to Levy Taxes.....	41		
Property Tax Code and County-Wide Appraisal			
District.....	42		
Property Subject to Taxation by the District.....	42		
Tax Abatement.....	43		
Valuation of Property for Taxation.....	43		
Reappraisal of Property After Disaster.....	44		
Agricultural, Open Space, Timberland, and			
Inventory Deferment.....	44		
District and Taxpayer Remedies.....	44		
Levy and Collection of Taxes.....	44		
Rollback of Operation and Maintenance Tax			
Rate.....	45		
District's Rights in the Event of Tax			
Delinquencies.....	46		
TAX DATA.....	46		
General.....	46		
Tax Rate Limitation.....	46		
Debt Service Taxes.....	47		
Maintenance Taxes.....	47		
Tax Exemption.....	47		

## **SALE AND DISTRIBUTION OF THE BONDS**

### **Award of the Bonds**

After requesting competitive bids for the Utility Bonds, the District has accepted the lowest bid, resulting in the lowest net interest cost to the District, which was tendered by SAMCO Capital Markets, Inc. (the "Utility Bond Initial Purchaser") to purchase the Utility Bonds bearing the interest rates shown under "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL REOFFERING YIELDS, AND CUSIPS" on the inside cover at a price of 97.103351% of the par value thereof, which resulted in a net effective interest rate of 4.464330%, as calculated pursuant to Chapter 1204 of the Texas Government Code.

After requesting competitive bids for the Road Bonds, the District has accepted the lowest bid, resulting in the lowest net interest cost to the District, which was tendered by SAMCO Capital Markets, Inc. (the "Road Bond Initial Purchaser") to purchase the Road Bonds bearing the interest rates shown under "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, INITIAL REOFFERING YIELDS, AND CUSIPS" on the inside cover at a price of 97.000000% of the par value thereof, which resulted in a net effective interest rate of 4.467997%, as calculated pursuant to Chapter 1204 of the Texas Government Code.

Throughout this Official Statement, the term "Initial Purchasers" refers to the Utility Bond Initial Purchaser in its capacity as the purchaser of the Utility Bonds and the Road Bond Initial Purchaser in its capacity as the purchaser of the Road Bonds.

### **Prices and Marketability**

The District has no control over the reoffering yields or prices of the Bonds or over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked prices of the Bonds may be greater than the difference between the bid and asked prices of bonds of comparable maturity and quality issued by more traditional municipal entities, as bonds of such entities are more generally bought, sold, or traded in the secondary market.

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchasers on or before the date of delivery of the Bonds stating the prices at which a substantial amount of the Bonds of each maturity has been sold to the public. For this purpose, the term "public" shall not include any person who is a bond house, broker, dealer, or similar person or organization acting in the capacity of underwriter or wholesaler. Otherwise, the District has no understanding with the Initial Purchasers regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchasers.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Initial Purchasers after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE INITIAL PURCHASERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

### **Securities Laws**

No registration statement relating to the Bonds has been filed with the United States Securities and Exchange Commission under the Securities Act of 1933 in reliance upon exemptions provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities acts of any other jurisdictions. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be offered, sold, or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds should not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions in such other jurisdiction.

## MUNICIPAL BOND INSURANCE

### **Bond Insurance Policy**

Concurrently with the issuance of the Bonds, BAM will issue separate Municipal Bond Insurance Policies for the Bonds (each a "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as "APPENDIX B."

The Policy is not covered by any insurance security or guaranty fund established under New York, California, Connecticut, or Florida insurance law.

### **Build America Mutual Assurance Company**

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure obligations of states, political subdivisions, integral parts of states or political subdivisions or entities otherwise eligible for the exclusion of income under section 115 of the U.S. Internal Revenue Code of 1986, as amended. No member of BAM is liable for the obligations of BAM.

The address of the principal executive offices of BAM is: 200 Liberty Street, 27<sup>th</sup> Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: [www.buildamerica.com](http://www.buildamerica.com).

BAM is licensed and subject to regulation as a financial guaranty insurance corporation under the laws of the State of New York and in particular Articles 41 and 69 of the New York Insurance Law.

BAM's financial strength is rated "AA/Stable" by S&P Global Ratings, a business unit of Standard & Poor's Financial Services LLC ("S&P"). An explanation of the significance of the rating and current reports may be obtained from S&P at [www.standardandpoors.com](http://www.standardandpoors.com). The rating of BAM should be evaluated independently. The rating reflects the S&P's current assessment of the creditworthiness of BAM and its ability to pay claims on its policies of insurance. The above rating is not a recommendation to buy, sell or hold the Bonds, and such rating is subject to revision or withdrawal at any time by S&P, including withdrawal initiated at the request of BAM in its sole discretion. Any downward revision or withdrawal of the above rating may have an adverse effect on the market price of the Bonds. BAM only guarantees scheduled principal and scheduled interest payments payable by the issuer of the Bonds on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the Policy), and BAM does not guarantee the market price or liquidity of the Bonds, nor does it guarantee that the rating on the Bonds will not be revised or withdrawn.

### *Capitalization of BAM*

BAM's total admitted assets, total liabilities, and total capital and surplus, as of March 31, 2022, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$466.8 million, \$172.1 million, and \$294.7 million, respectively.

BAM is party to a first loss reinsurance treaty that provides first loss protection up to a maximum of 15% of the par amount outstanding for each policy issued by BAM, subject to certain limitations and restrictions.

BAM's most recent Statutory Annual Statement, which has been filed with the New York State Insurance Department and posted on BAM's website at [www.buildamerica.com](http://www.buildamerica.com), is incorporated herein by reference and may be obtained, without charge, upon request to BAM at its address provided above (Attention: Finance Department). Future financial statements will similarly be made available when published.

BAM makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under "MUNICIPAL BOND INSURANCE."

*Additional Information Available from BAM*

**Credit Insights Videos.** For certain BAM-insured issues, BAM produces and posts a brief Credit Insights video that provides a discussion of the obligor and some of the key factors BAM's analysts and credit committee considered when approving the credit for insurance. The Credit Insights videos are easily accessible on BAM's website at [www.buildamerica.com/videos](http://www.buildamerica.com/videos). (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

**Credit Profiles.** Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that includes bonds insured by BAM, any pre-sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at [www.buildamerica.com/credit-profiles](http://www.buildamerica.com/credit-profiles). BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

**Disclaimers.** The Credit Profiles and the Credit Insights videos and the information contained therein are not recommendations to purchase, hold or sell securities or to make any investment decisions. Credit-related and other analyses and statements in the Credit Profiles and the Credit Insights videos are statements of opinion as of the date expressed, and BAM assumes no responsibility to update the content of such material. The Credit Profiles and Credit Insight videos are prepared by BAM; they have not been reviewed or approved by the issuer or the underwriter for the Bonds, and the issuer and underwriter assume no responsibility for their content.

BAM receives compensation (an insurance premium) for the insurance that it is providing with respect to the Bonds. Neither BAM nor any affiliate of BAM has purchased, or committed to purchase, any of the Bonds, whether at the initial offering or otherwise.

## **RATINGS**

The Bonds will receive an insured rating of "AA" from S&P solely in reliance upon the issuance of the Policy. An explanation of the ratings of S&P may only be obtained from S&P. S&P is located at 55 Water Street, New York, New York 10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present, S&P assigns long-term debt ratings with symbols "AAA" (the highest rating) through "D" (the lowest rating). The ratings express only the view of S&P at the time the ratings are given. Furthermore, a security rating is not a recommendation to buy, sell or hold securities. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by S&P, if in its judgment, circumstances so warrant.

The District is not aware of any rating assigned to the Bonds other than the rating discussed above.

*[Remainder of this page intentionally left blank.]*

**OFFICIAL STATEMENT SUMMARY**

The following material is a summary of certain information contained herein and is qualified in its entirety by the more detailed information and financial statements appearing elsewhere herein. The summary should not be detached and should be used in conjunction with the more complete information contained herein. A full review should be made of this entire Official Statement and of the documents summarized or discussed herein.

**THE BONDS**

- Issuer .....Denton County Municipal Utility District No. 9 (the “District”), a political subdivision of the State of Texas (“Texas”), located in Denton County, Texas (the “County”). See “THE DISTRICT.”
- Issues .....The \$1,380,000 Denton County Municipal Utility District No. 9 Unlimited Tax Utility Bonds, Series 2022 (the “Utility Bonds”) and the \$2,940,000 Denton County Municipal Utility District No. 9 Unlimited Tax Road Bonds, Series 2022 (the “Road Bonds,” and together with the Utility Bonds, the “Bonds”) are dated June 1, 2022, and mature on September 1 in the years and in the principal amounts shown on the inside cover. Interest on the Bonds accrues from the initial date of delivery (on or about June 14, 2022), with interest payable on September 1, 2022, and each March 1 and September 1 thereafter until the earlier of stated maturity or prior redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 of principal amount for any one (1) maturity. See “THE BONDS.”
- Redemption Provisions .....The Bonds maturing on September 1, 2027, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on June 1, 2027, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See “THE BONDS – Redemption Provisions – *Optional Redemption.*”
- The Utility Bonds maturing on September 1 in the years 2031, 2035, 2039, 2042, and 2046 are term bonds that are also subject to mandatory sinking fund redemption provisions set out under “THE BONDS – Redemption Provisions – *Mandatory Redemption.*”
- The Road Bonds maturing on September 1 in the years 2031, 2033, 2035, 2037, 2039, 2042, and 2046 are term bonds that are also subject to mandatory sinking fund redemption provisions set out under “THE BONDS – Redemption Provisions – *Mandatory Redemption.*”
- Source of Payment .....The Bonds are payable from the proceeds of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied against all taxable property in the District. The Bonds are obligations of the District and are not obligations of Texas; the County; or any political subdivision or entity other than the District. See “THE BONDS – Source of Payment.”
- Payment Record.....The District has never defaulted on the timely payment of principal or interest on its bonded indebtedness.
- Authority for Issuance.....The Utility Bonds constitute the second series of unlimited tax utility bonds issued by the District for the purpose of acquiring or constructing water, sewer, and drainage facilities to serve the District (the “Utility System”) and the Road Bonds constitute the second series of unlimited tax road bonds issued by the District for



the purpose of acquiring or constructing road improvements to serve the District (the "Road System"). Voters in the District have authorized a total of \$14,430,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and \$14,129,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing the Road System.

The Utility Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an order authorizing the issuance of the Utility Bonds adopted by the Board of Directors of the District (the "Board") on the date of the sale of the Utility Bonds (the "Utility Bond Order"); (iv) an election held in the District on May 5, 2018; and (v) an approving order of the Texas Commission on Environmental Quality (the "TCEQ").

The Road Bonds are issued pursuant to (i) Article III, Section 52 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an order authorizing the issuance of the Road Bonds adopted by the Board on the date of the sale of the Road Bonds (the "Road Bond Order"); and (iv) an election held in the District on May 5, 2018.

Outstanding Bonds ..... The District has previously issued one (1) series of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and one (1) series of unlimited tax road bonds for the purpose of acquiring or constructing the Road System. At the delivery of the Bonds, \$2,400,000 principal amount of such previously issued debt for the Utility System and \$1,495,000 principal amount of such previously issued debt for the Road System will remain outstanding (collectively, the "Outstanding Bonds").

Short-Term Debt..... In connection with the Utility Bonds, the District issued its \$1,135,000 Bond Anticipation Note, Series 2021 (the "BAN"), dated September 30, 2021. The BAN accrues interest at a rate of 2.00% per year (computed on the basis of a 360-day year and the actual days elapsed) and matures on September 29, 2022. Proceeds from the Utility Bonds will be used to redeem the BAN.

Use of Utility Bond Proceeds..... Proceeds from the sale of the Utility Bonds will be used to redeem the BAN, the proceeds of which were used to reimburse the Developer (herein defined) for a portion of the projects and related costs shown under "THE BONDS – Use and Distribution of Utility Bond Proceeds." Additionally, proceeds from the sale of the Utility Bonds, along with available funds in the Utility System capital projects fund, will be used to reimburse the Developer for the projects and related costs not reimbursed by the BAN and to pay developer interest; capitalized interest; BAN interest; creation costs; operating advances; and certain other costs associated with the issuance of the BAN and the Utility Bonds. See "THE BONDS – Use and Distribution of Utility Bond Proceeds."

Use of Road Bond Proceeds ..... Proceeds from the sale of the Road Bonds will be used to reimburse the Developer for the projects and related costs shown under "THE BONDS – Use and Distribution of Road Bond Proceeds." Additionally, proceeds from the sale of the Road Bonds will be used to pay

developer interest; six (6) months of capitalized interest; and certain other costs associated with the issuance of the Road Bonds. See “THE BONDS – Use and Distribution of Road Bond Proceeds.”

Qualified Tax-Exempt Obligations .....	The Bonds are designated as “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS – Qualified Tax-Exempt Obligations for Financial Institutions.”
Municipal Bond Insurance .....	Build America Mutual Assurance Company (“BAM”). See “MUNICIPAL BOND INSURANCE.”
Ratings.....	S&P Global Ratings (BAM Insured): “AA.” See “RATINGS.”
General and Bond Counsel .....	Coats Rose, P.C., Dallas, Texas.
Disclosure Counsel .....	McCall, Parkhurst & Horton L.L.P., Dallas, Texas.
Financial Advisor.....	Robert W. Baird & Co. Incorporated, Houston, Texas.
Engineer .....	Kimley-Horn and Associates, Inc., Dallas, Texas.
Paying Agent/Registrar .....	BOKF, NA, Dallas, Texas.

### **INFECTIOUS DISEASE OUTLOOK (COVID-19)**

Infectious Disease Outlook (COVID-19)..... In March 2020, the World Health Organization and the President of the United States separately declared the outbreak of a respiratory disease caused by a novel coronavirus (“COVID-19”) to be a public health emergency. On March 13, 2020, the Governor of Texas (the “Governor”) declared a state of disaster for all counties in Texas because of the effects of COVID-19. Subsequently, in response to a rise in COVID-19 infections in Texas, and pursuant to the Chapter 418 of the Texas Government Code, the Governor issued a number of executive orders intended to help limit the spread of COVID-19 and mitigate injury and the loss of life, including limitations imposed on business operations, social gatherings, and other activities.

There are currently no COVID-19 related operating limits imposed by executive order of the Governor for any business or other establishment in Texas. The Governor retains the right to impose additional restrictions on activities if needed to mitigate the effects of COVID-19. Additional information regarding executive orders issued by the Governor is accessible on the website of the Governor at <https://gov.texas.gov/>. Neither the information on, nor accessed through, such website of the Governor is incorporated by reference into this Official Statement.

The District has not experienced any decrease in property values, unusual tax delinquencies, or interruptions to service as a result of COVID-19; however, the District cannot predict the long-term economic effect of COVID-19 or a similar virus should there be a reversal of economic activity and re-imposition of restrictions.

### **THE DISTRICT**

Description..... The District was created by Act of the 85<sup>th</sup> Texas Legislature, Regular Session, H.B. 2566 (codified at Texas Special Districts Local Laws Code Ann. Chapter 7977), on September 1, 2017, as a municipal utility district. The rights, powers, privileges, authority, and functions of the District are established by the general laws of Texas permitting to municipal utility districts, particularly Chapters 49 and 54 of the Texas Water Code, as amended; Article XVI, Section 59

and Article III, Section 52 of the Texas Constitution; and the applicable Special Districts Local Laws. The District is subject to the continuing supervision of the TCEQ. The District consists of approximately 230.43 acres.

- Location ..... The District is in the County, approximately ten (10) miles west of the City of Denton, Texas. The District is south of U.S. Highway 380, near the intersections of U.S. Highway 380 and George Foster Road. The District is not located in the corporate limits or extraterritorial jurisdiction of any city, town, or village.
- Developer and Principal Landowner ..... Midway/380, LLC, a Texas limited liability corporation (the "Developer"), is the sole developer, and the principal landowner, in the District. See "PRINCIPAL LANDOWNER/DEVELOPER."
- Development ..... The District is being developed as the single-family community of Midway Ridge. As of March 15, 2022, development in the District included 164 single-family residential lots (approximately 166 acres), developed as Midway Ridge, Phases 1-3, and consisted of 138 completed homes (137 occupied; 0 unoccupied; and 1 model) and 26 homes under construction. No vacant developed lots remain in the District. Additionally, the District contains approximately 64 undevelopable acres. No undeveloped but developable land remains in the District. See "DEVELOPMENT OF THE DISTRICT – Status of Development in the District."
- Homebuilder ..... Riverside Homebuilders Ltd. is the sole homebuilder in the District. Homes in the District range in size from approximately 1,850 square feet to approximately 3,250 square feet and in price from approximately \$300,000 to approximately \$580,000.

**RISK FACTORS**

THE BONDS ARE SUBJECT TO CERTAIN INVESTMENT RISKS. PROSPECTIVE PURCHASERS SHOULD REVIEW THIS ENTIRE OFFICIAL STATEMENT BEFORE MAKING AN INVESTMENT DECISION, PARTICULARLY "RISK FACTORS."

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**SELECTED FINANCIAL INFORMATION  
(UNAUDITED)**

2021 Assessed Taxable Valuation.....	\$ 36,542,983	(a)
Estimated Assessed Taxable Valuation as of March 15, 2022.....	\$ 64,704,000	(b)
Direct Debt:		
The Outstanding Bonds (at the Delivery of the Bonds).....	\$ 3,895,000	
The Utility Bonds .....	\$ 1,380,000	
The Road Bonds .....	<u>\$ 2,940,000</u>	
Total.....	\$ 8,215,000	
Estimated Overlapping Debt .....	<u>\$ 1,327,455</u>	(c)
Total Direct and Estimated Overlapping Debt .....	\$ 9,542,455	(c)
Direct Debt Ratios:		
As a Percentage of the 2021 Assessed Taxable Valuation.....	22.48	%
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	12.70	%
Direct and Estimated Overlapping Debt Ratios:		
As a Percentage of the 2021 Assessed Taxable Valuation.....	26.11	%
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	14.75	%
Utility System Debt Service Fund Balance (as of April 22, 2022).....	\$ 179,538	(d)
Road System Debt Service Fund Balance (as of April 22, 2022) .....	\$ 95,223	(e)
Utility System Capital Projects Fund Balance (as of April 22, 2022) .....	\$ 195,917	(f)
Road System Capital Projects Fund Balance (as of April 22, 2022).....	\$ 28,209	
Operating Fund Balance (as of April 22, 2022) .....	\$ 198,837	(g)
2021 Tax Rate per \$100 of Assessed Taxable Valuation:		
Utility System Debt Service.....	\$ 0.385	(h)
Road System Debt Service .....	\$ 0.245	(h)
Maintenance and Operation .....	<u>\$ 0.370</u>	
Total.....	\$ 1.000	
Average Annual Debt Service Requirement (2022-2046).....	\$ 499,295	(i)
Maximum Annual Debt Service Requirement (2023).....	\$ 551,695	(i)
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Average Annual Debt Service Requirement (2022-2046) at 95%		
Tax Collections:		
Based on the 2021 Assessed Taxable Valuation .....	\$ 1.44	
Based on the Estimated Assessed Taxable Valuation as of March 15, 2022 .....	\$ 0.82	
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Maximum Annual Debt Service Requirement (2023) at 95%		
Tax Collections:		
Based on the 2021 Assessed Taxable Valuation .....	\$ 1.59	
Based on the Estimated Assessed Taxable Valuation as of March 15, 2022 .....	\$ 0.90	
Single-Family Homes (including 26 under construction) as of March 15, 2022 .....	164	(j)

(a) Represents the assessed valuation of all taxable property within the District as of January 1, 2021, as provided by the Denton Central Appraisal District (the "Appraisal District"). See "TAX DATA" and "TAXING PROCEDURES."

(b) Provided by the Appraisal District for informational purposes only, this amount represents an estimate of all taxable property within the District as of March 15, 2022, and includes an estimate of values resulting from the construction of taxable improvements from January 1, 2021, through March 15, 2022. No taxes will be levied against this amount. See "TAX DATA" and "TAXING PROCEDURES."

(c) See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement."

(d) At the delivery of the Utility Bonds, capitalized interest on the Utility Bonds will be deposited into the Utility System Debt Service Fund (herein defined). Neither Texas law nor the Utility Bond Order requires that the District maintain any particular sum in the

Utility System Debt Service Fund. Funds in the Utility System Debt Service Fund are not available to pay debt service on bonds issued for the Road System, including the Road Bonds.

- (e) At the delivery of the Road Bonds, six (6) months of capitalized interest on the Road Bonds will be deposited into the Road System Debt Service Fund (herein defined). Neither Texas law nor the Road Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued for the Utility System, including the Utility Bonds.
- (f) \$185,000 of such funds will be used, as surplus funds, to finance projects being financed with proceeds from the Utility Bonds.
- (g) See "RISK FACTORS – Operating Funds."
- (h) The District is authorized to levy separate taxes to pay debt service on bonds issued for the Utility System and to pay debt service on bonds issued for the Road System; both such taxes are unlimited as to rate or amount.
- (i) Requirement of debt service on the Outstanding Bonds and the Bonds. See "DISTRICT DEBT – Debt Service Requirement Schedule."
- (j) Includes 137 occupied homes and one (1) model home.

**DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9**

(A political subdivision of the State of Texas, located in Denton County, Texas)

**\$1,380,000**  
**UNLIMITED TAX UTILITY BONDS**  
**SERIES 2022**

**\$2,940,000**  
**UNLIMITED TAX ROAD BONDS**  
**SERIES 2022**

**INTRODUCTION**

This Official Statement provides certain information in connection with the issuance by Denton County Municipal Utility District No. 9 (the "District") of the \$1,380,000 Denton County Municipal Utility District No. 9 Unlimited Tax Utility Bonds, Series 2022 (the "Utility Bonds") and the \$2,940,000 Denton County Municipal Utility District No. 9 Unlimited Tax Road Bonds, Series 2022 (the "Road Bonds," and together with the Utility Bonds, the "Bonds").

The Utility Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of the State of Texas ("Texas"), particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an order authorizing the issuance of the Utility Bonds adopted by the Board of Directors of the District (the "Board") on the date of the sale of the Utility Bonds (the "Utility Bond Order"); (iv) an election held in the District on May 5, 2018; and (v) an approving order of the Texas Commission on Environmental Quality (the "TCEQ").

The Road Bonds are issued pursuant to (i) Article III, Section 52 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an order authorizing the issuance of the Road Bonds adopted by the Board on the date of the sale of the Road Bonds (the "Road Bond Order," and together with the Utility Bond Order, the "Bond Orders"); and (iv) an election held in the District on May 5, 2018.

Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Orders, except as otherwise indicated herein.

This Official Statement also includes information about the District and certain reports and other statistical data. The summaries and references to all documents, statutes, reports, and other instruments referred to herein do not purport to be complete, comprehensive, or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report, or instrument.

**RISK FACTORS**

**General**

The Bonds are obligations of the District and are not obligations of Texas; Denton County, Texas (the "County"); or any political subdivision or entity other than the District. The Bonds are payable from the proceeds of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied against all taxable property in the District. See "THE BONDS – Source of Payment."

The ultimate security for payment of the principal of and interest on the Bonds depends upon the ability of the District to collect from the property owners within the District taxes levied against all taxable property located within the District or, in the event taxes are not collected and foreclosure proceedings are instituted by the District, upon the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. The District makes no representations that over the life of the Bonds the property within the District will maintain a value sufficient to justify continued payment of taxes by the property owners. The potential increase in taxable valuation of District property is directly related to the economics of the residential, commercial, retail, and multi-family housing industry, not only due to general economic conditions, but also due to the particular factors discussed below.

**Infectious Disease Outlook (COVID-19)**

In March 2020, the World Health Organization and the President of the United States separately declared the outbreak of a respiratory disease caused by a novel coronavirus ("COVID-19") to be a public health emergency. On March 13, 2020, the Governor of Texas (the "Governor") declared a state of disaster for all counties in Texas

because of the effects of COVID-19. Subsequently, in response to a rise in COVID-19 infections in Texas, and pursuant to the Chapter 418 of the Texas Government Code, the Governor issued a number of executive orders intended to help limit the spread of COVID-19 and mitigate injury and the loss of life, including limitations imposed on business operations, social gatherings, and other activities.

There are currently no COVID-19 related operating limits imposed by executive order of the Governor for any business or other establishment in Texas. The Governor retains the right to impose additional restrictions on activities if needed to mitigate the effects of COVID-19. Additional information regarding executive orders issued by the Governor is accessible on the website of the Governor at <https://gov.texas.gov/>. Neither the information on, nor accessed through, such website of the Governor is incorporated by reference into this Official Statement.

The District has not experienced any decrease in property values, unusual tax delinquencies, or interruptions to service as a result of COVID-19; however, the District cannot predict the long-term economic effect of COVID-19 or a similar virus should there be a reversal of economic activity and re-imposition of restrictions.

### **Factors Affecting Taxable Values and Tax Payments**

**Economic Factors:** The District is situated in the City of Dallas, Texas (“Dallas”), area, and the rate of development of the District is directly related to the vitality of the residential housing industry in said metropolitan area. New residential housing construction can be significantly affected by factors such as interest rates, construction costs, and consumer demand. Decreased levels of home construction activity would restrict the growth of property values in the District. The District cannot predict the pace or magnitude of any future development or home construction in the District.

**Principal Landowner/Developer:** There is no commitment by, or legal requirement of, the principal landowners, the Developer (herein defined), or any other landowner in the District to proceed at any particular rate or according to any specified plan with the development of land in the District, or of any homebuilder to proceed at any particular pace with the construction of homes in the District. Moreover, there is no restriction on any landowner’s right to sell its land. Therefore, the District can make no representation about the probability of future development, if any, or the rate of future home construction activity in the District. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable values in the District and result in higher tax rates. See “DEVELOPMENT OF THE DISTRICT,” “PRINCIPAL LANDOWNER/DEVELOPER,” and “TAX DATA – Principal Taxpayers.”

**Dependence on Principal Taxpayers and the Developer:** The District’s tax base is concentrated in a small number of taxpayers. The top ten (10) principal taxpayers represent approximately 23.36% of the 2021 assessed taxable valuation, which represents ownership as of January 1, 2021. The Developer represents approximately 3.49% of such value. If these or other principal taxpayers were to default in the payment of taxes in an amount which exceeds the District’s debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds would be dependent on its ability to enforce and liquidate its tax lien, which is a time-consuming process, or to sell tax anticipation notes. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Orders to maintain any specified amount of surplus in its debt service fund. See “TAX DATA – Principal Taxpayers” and “TAXING PROCEDURES – Levy and Collection of Taxes.”

**Maximum Impact on District Tax Rates:** Assuming no further development or home construction, the value of the land and improvements currently in the District will be the major determinant of the ability or willingness of property owners to pay their taxes. The 2021 assessed taxable valuation is \$36,542,983 and the estimated assessed taxable valuation as of March 15, 2022, is \$64,704,000. See “TAX DATA.”

After issuance of the Bonds, the maximum annual debt service requirement on the Outstanding Bonds (herein defined) and the Bonds will be \$551,695 (2023) and the average annual debt service requirement on the Outstanding Bonds and the Bonds will be \$499,295 (2022-2046). Assuming no decrease from the 2021 assessed taxable valuation, tax rates of \$1.59 and \$1.44 per \$100 of assessed valuation at 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no decrease to the estimated assessed taxable valuation as of March 15, 2022, tax rates of \$0.90 and \$0.82 per \$100 of assessed valuation at 95% tax collection rate would

be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively.

The District can make no representation that the taxable property values in the District will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners. For the 2021 tax year, the District levied a Utility System (herein defined) debt service tax rate of \$0.385 per \$100 of assessed taxable valuation; a Road System (herein defined) debt service tax rate of \$0.245 per \$100 of assessed taxable valuation; and a maintenance and operation tax rate of \$0.370 per \$100 of assessed taxable valuation.

### **Competitive Nature of Residential Housing Market**

The housing industry in the Dallas area is very competitive, and the District can give no assurance that the building programs which are planned by any homebuilder(s) will be continued or completed. The respective competitive position of the homebuilders listed herein and any other developer or homebuilder(s) which might attempt future homebuilding or development projects in the District, the sale of developed lots or the construction and sale of single-family residential units are affected by most of the factors discussed in this section, and such competitive positions are directly related to tax revenues received by the District and the growth and maintenance of taxable values in the District.

### **Operating Funds**

The District's only source of operating revenue is maintenance tax revenue. The District does not collect water and wastewater revenues from its residents. For the 2021 tax year, the District levied a maintenance and operation tax rate of \$0.370 per \$100 of assessed taxable valuation. The District's general fund balance as of April 22, 2022, was \$198,837. The revenue produced from the current maintenance and operation tax rate, or a reduced maintenance tax rate in subsequent years, may not be sufficient to offset the operating expenses of the District. Continued maintenance of a positive general fund balance will depend upon (1) cash subsidies from the Developer and (2) continued development and increased amounts of maintenance tax revenues. If funds from these sources are not forthcoming, the District would have to increase its maintenance tax rate.

### **Tax Collection Limitations**

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other state and local taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming and expensive collection procedures, (b) a bankruptcy court's stay of tax collection procedures against a taxpayer, (c) market conditions limiting the proceeds from a foreclosure sale of taxable property, or (d) the taxpayer's right to redeem the property within two (2) years of foreclosure for residential homestead and agricultural use property and within six (6) months of foreclosure for other property. While the District has a lien on taxable property within the District for taxes levied against such property, such lien can be foreclosed only in a judicial proceeding. Moreover, the value of property to be sold for delinquent taxes and thereby the potential sales proceeds available to pay debt service on the Bonds, may be limited by among other factors, the existence of other tax liens on the property, by the current aggregate tax rate being levied against the property, or by the taxpayers' right to redeem residential or agricultural use property within two (2) years of foreclosure and all other property within six (6) months of foreclosure. Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. See "TAXING PROCEDURES."

### **Registered Owners' Remedies**

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Orders, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Orders, the registered owners of the Bonds (the "Registered Owners") have the right to seek of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants,



obligations, or conditions prescribed in the Bond Orders. Except for mandamus, the Bond Orders do not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners.

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Orders may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District.

### **Bankruptcy Limitation to Registered Owners' Rights**

Subject to the requirements of Texas law, the District may voluntarily proceed under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Section 901-946, if the District: (1) is authorized to file for federal bankruptcy protection by Texas law; (2) is insolvent or unable to meet its debts as they mature; (3) desired to effect a plan to adjust such debts; and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Under Texas law, the District must also obtain the approval of the TCEQ prior to filing bankruptcy. Such law requires that the TCEQ investigate the financial conditions of the District and authorize the District to proceed only if the District has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

Notwithstanding noncompliance by the District with Texas law requirements, the District could file a voluntary bankruptcy petition under Chapter 9, thereby invoking the protection of the automatic stay until the bankruptcy court, after a hearing, dismisses the petition. A federal bankruptcy court is a court of equity and federal bankruptcy judges have considerable discretion in the conduct of bankruptcy proceedings and in making the decision of whether to grant the petitioning district relief from its creditors. While such a decision might be applicable, the concomitant delay and loss of remedies to the Registered Owner could potentially and adversely impair the value of the Registered Owner's claim.

If the District decides in the future to proceed voluntarily under the federal Bankruptcy Code, the District could develop and file a plan for the adjustment of its debts. If such a plan was confirmed by the bankruptcy court, it could, among other things, affect the Beneficial Owners by reducing or eliminating the interest rate or the principal amount, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of such Beneficial Owners' claims against the District.

The District may not be placed into bankruptcy involuntarily.

### **Marketability**

The District has no understanding with the winning bidders (or bidder) of the Bonds (the "Initial Purchasers") regarding the reoffering yields or prices of the Bonds and has no control over trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made in the Bonds. If there is a secondary market, the difference between the bid and asked price for the Bonds may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers as such bonds are more generally bought, sold, or traded in the secondary market. See "SALE AND DISTRIBUTION OF THE BONDS."

## **Future Debt**

At an election held in the District on May 5, 2018, District voters authorized the issuance of \$14,430,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing water, sewer, and drainage facilities to serve the District (the "Utility System") and \$14,129,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing road improvements to serve the District (the "Road System").

The Utility Bonds constitute the second series of unlimited tax utility bonds issued by the District for the purpose of acquiring or constructing the Utility System and the Road Bonds constitute the second series of unlimited tax road bonds issued by the District for the purpose of acquiring or constructing the Road System. Following the issuance of the Bonds, \$10,650,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and \$9,694,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing the Road System will remain authorized and unissued. The District may also issue any additional bonds as may hereafter be approved by both the Board of Directors and voters of the District as well as certain additional bonds, revenue bonds, special project bonds, and other obligations as described in the Bond Orders. See "THE BONDS – Issuance of Additional Debt."

The issuance of the remaining \$10,650,867 principal amount of unlimited tax utility bonds authorized for the Utility System is subject to approval by the TCEQ.

Following the issuance of the Bonds, the District will have fully reimbursed the Developer for expenditures advanced to construct the Utility System and the Road System. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-to-property-valuation ratios and thereby adversely affect the investment quality or security of the Bonds.

## **Continuing Compliance with Certain Covenants**

The Bond Orders contain covenants by the District intended to preserve the exclusion from gross income of interest on the Bonds. Failure of the District to comply with such covenants on a continuous basis prior to maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "TAX MATTERS."

## **Approval of the Bonds**

The Attorney General of Texas must approve the legality of the Bonds prior to their delivery. The Attorney General of Texas, however, does not pass upon or guarantee the safety of the Bonds as an investment or the adequacy or accuracy of the information contained herein.

## **Environmental Regulations**

Wastewater treatment, water supply, storm sewer facilities and construction activities within the District are subject to complex environmental laws and regulations at the federal, state, and local levels that may require or prohibit certain activities that affect the environment, such as:

- Requiring permits for construction and operation of water wells, wastewater treatment and other facilities;
- Restricting the manner in which wastes are treated and released into the air, water, and soils;
- Restricting or regulating the use of wetlands or other properties; or
- Requiring remedial action to prevent or mitigate pollution.

Sanctions against a municipal utility district or other type of special purpose district for failure to comply with environmental laws and regulations may include a variety of civil and criminal enforcement measures, including assessment of monetary penalties, imposition of remedial requirements and issuance of injunctions to ensure future compliance. Environmental laws and compliance with environmental laws and regulations can increase the cost of planning, designing, constructing, and operating water production and wastewater treatment facilities. Environmental laws can also inhibit growth and development within the District. Further, changes in regulations occur frequently, and any changes that result in more stringent and costly requirements could materially impact the District.

*Air Quality Issues:* Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the TCEQ may impact new industrial, commercial, and residential development in the Dallas-Fort Worth (“DFW”) area. Under the Clean Air Act (“CAA”) Amendments of 1990, a nine (9)-county DFW area (“1997 DFW Area”)—Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, and Tarrant Counties—has been designated an attainment area under the one-hour (124 parts per billion (“ppb”)) and eight (8)-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”).

However, a ten (10)-county DFW area (“2008 DFW Area”) – Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall, Tarrant, and Wise Counties – has been designated a “moderate” nonattainment area under the eight (8)-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the “2008 Ozone Standard”), with an attainment deadline of July 20, 2018. If the EPA ultimately determines that the 2008 DFW Area has failed to meet the attainment deadline based on the relevant data, the area is subject to reclassification to a nonattainment classification that provides for more stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

Further, a nine (9)-county DFW area (“2015 DFW Area”) – Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Tarrant, and Wise Counties has been designated a “marginal” nonattainment area under the eight (8)-hour ozone standard of 75 ppb promulgated by the EPA in 2015 (the “2015 Ozone Standard”), with an attainment deadline of August 3, 2021.

In order to demonstrate progress toward attainment of the EPA’s ozone standards, the TCEQ has established a state implementation plan (“SIP”) for the 2008 and 2015 DFW Areas setting emission control requirements, some of which regulate the inspection and use of automobiles. These types of measures could impact how people travel, what distances people are willing to travel, where people choose to live and work, and what jobs are available in the area. These SIP requirements can negatively impact business due to the additional permitting/regulatory constraints that accompany this designation and because of the community stigma associated with a nonattainment designation. It is possible that additional controls will be necessary to allow the 2008 and 2015 DFW Areas to reach attainment with the ozone standards by the EPA’s attainment deadlines. These additional controls could have a negative impact on the area’s economic growth and development.

*Water Supply & Discharge Issues:* Water supply and discharge regulations that municipal utility districts, including the District, may be required to comply with involve: (1) groundwater well permitting and surface water appropriation; (2) public water supply systems; (3) wastewater discharges from treatment facilities; (4) storm water discharges; and (5) wetlands dredge and fill activities. Each of these is addressed below:

Certain governmental entities regulate groundwater usage in the DFW Area. A municipal utility district or other type of special purpose district that (i) is located within the boundaries of such an entity that regulates groundwater usage, and (ii) relies on local groundwater as a source of water supply, may be subject to requirements and restrictions on the drilling of water wells and/or the production of groundwater that could affect both the engineering and economic feasibility of district water supply projects.

Pursuant to the federal Safe Drinking Water Act (“SDWA”) and the EPA’s National Primary Drinking Water Regulations (“NPDWRs”), which are implemented by the TCEQ’s Water Supply Division, a municipal utility district’s provision of water for human consumption is subject to extensive regulation as a public water system. Municipal utility districts must generally provide treated water that meets the primary and secondary drinking water quality standards adopted by the TCEQ, the applicable disinfectant residual and inactivation standards, and the other regulatory action levels established under the agency’s rules. The EPA has established NPDWRs for more than 90 contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

Texas Pollutant Discharge Elimination System (“TPDES”) permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit (TXR150000), with an effective date of March 5, 2018, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain non-stormwater discharges into surface water in the state. It has a 5-year permit term, and is then subject to renewal. Moreover, the Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater

treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district's ability to obtain and maintain compliance with TPDES permits.

Operations of utility districts, including the District, are also potentially subject to requirements and restrictions under the CWA regarding the use and alteration of wetland areas that are within the "waters of the United States." The District must obtain a permit from the United States Army Corps of Engineers ("USACE") if operations of the District require that wetlands be filled, dredged, or otherwise altered.

In 2015, the EPA and USACE promulgated a rule known as the Clean Water Rule ("CWR") aimed at redefining "waters of the United States" over which the EPA and USACE have jurisdiction under the CWA. The CWR significantly expanded the scope of the federal government's CWA jurisdiction over intrastate water bodies and wetlands. The CWR was challenged in numerous jurisdictions, including the Southern District of Texas, causing significant uncertainty regarding the ultimate scope of "waters of the United States" and the extent of EPA and USACE jurisdiction.

On September 12, 2019, the EPA and USACE finalized a rule repealing the CWR, thus reinstating the regulatory text that existed prior to the adoption of the CWR. This repeal officially became final on December 23, 2019, but the repeal has itself become the subject of litigation in multiple jurisdictions.

On January 23, 2020, the EPA and USACE released the Navigable Waters Protection Rule ("NWPR"), which contains a new definition of "waters of the United States." The stated purpose of the NWPR is to restore and maintain the integrity of the nation's waters by maintaining federal authority over the waters Congress has determined should be regulated by the federal government, while preserving the states' primary authority over land and water resources. The new definition outlines four (4) categories of waters that are considered "waters of the United States," and thus federally regulated under the CWA: (i) territorial seas and traditional navigable waters; (ii) perennial and intermittent tributaries to territorial seas and traditional navigable waters; (iii) certain lakes, ponds, and impoundments of jurisdictional waters; and (iv) wetlands adjacent to jurisdictional waters. The new rule also identifies certain specific categories that are not "waters of the United States," and therefore not federally regulated under the CWA: (a) groundwater; (b) ephemeral features that flow only in direct response to precipitation; (c) diffuse stormwater runoff and directional sheet flow over upland; (d) certain ditches; (e) prior converted cropland; (f) certain artificially irrigated areas; (g) certain artificial lakes and ponds; (h) certain water-filled depressions and certain pits; (i) certain stormwater control features; (j) certain groundwater recharge, water reuse, and wastewater recycling structures; and (k) waste treatment systems. The NWPR became effective June 22, 2020, and is currently the subject of ongoing litigation.

On June 9, 2021, the EPA and USACE announced plans to further revise the definition of "waters of the United States." On August 30, 2021, the United States District Court for the District of Arizona issued an order vacating the NWPR while the EPA and USACE make plans to replace it. On November 18, 2021, the EPA and USACE issued a Notice of Proposed Rulemaking to put back into place the pre-2015 definition of "waters of the United States." Due to existing and possible future litigation and regulatory action, there remains uncertainty regarding the ultimate scope of "waters of the United States" and the extent of EPA and USACE jurisdiction. Depending on the final outcome of such proceedings, operations of municipal utility districts, including the District, could potentially be subject to additional restrictions and requirements, including additional permitting requirements.

### **Potential Impact of Natural Disaster**

The District could be impacted by a natural disaster such as wide-spread fires, earthquakes, or weather events such as hurricanes, tornados, tropical storms, or other severe weather events that could produce high winds, heavy rains, hail, and flooding. In the event that a natural disaster should damage or destroy improvements and personal property in the District, the assessed value of such taxable properties could be substantially reduced, resulting in a decrease in the assessed taxable value of the District or an increase in the District's tax rates.

There can be no assurance that a casualty will be covered by insurance (certain casualties, including flood, are usually excepted unless specific insurance is purchased), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild, repair, or replace any taxable

properties in the District that were damaged. Even if insurance proceeds are available and damaged properties are rebuilt, there could be a lengthy period in which assessed values in the District would be adversely affected. There can be no assurance the District will not sustain damage from such natural disasters.

### **Bond Insurance Risk Factors**

In the event of default of the payment of principal or interest with respect to the Bonds when all or some becomes due, any owner of the Bonds shall have a claim under the applicable bond insurance policy (each a "Policy") for such payments. However, in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments are to be made in such amounts and at such times as such payments would have been due had there not been any such acceleration. The Policy does not insure against redemption premium, if any. The payment of principal and interest in connection with mandatory or optional prepayment of the Bonds by the issuer which is recovered by the issuer from the bond owner as a voidable preference under applicable bankruptcy law is covered by the insurance policy, however, such payments will be made by the Insurer at such time and in such amounts as would have been due absence such prepayment by the District unless the bond insurer chooses to pay such amounts at an earlier date.

Under most circumstances, default of payment of principal and interest does not obligate acceleration of the obligations of the bond insurer without appropriate consent. The Bond Insurer may direct and must consent to any remedies and the bond insurer's consent may be required in connection with amendments to any applicable bond documents.

In the event the bond insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Bonds are payable solely from the moneys received pursuant to the applicable bond documents. In the event the bond insurer becomes obligated to make payments with respect to the Bonds, no assurance is given that such event will not adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds.

The long-term ratings on the Bonds are dependent in part on the financial strength of the bond insurer and its claim paying ability. The bond insurer's financial strength and claims paying ability are predicated upon a number of factors which could change over time. No assurance is given that the long-term ratings of the bond insurer and of the ratings on the Bonds insured by the bond insurer will not be subject to downgrade and such event could adversely affect the market price of the Bonds or the marketability (liquidity) for the Bonds. See "MUNICIPAL BOND INSURANCE" and "RATINGS."

The obligations of the bond insurer are contractual obligations and in an event of default by the bond insurer, the remedies available may be limited by applicable bankruptcy law or state law related to insolvency of insurance companies.

Neither the District or the Initial Purchasers have made independent investigation into the claims paying ability of the bond insurer and no assurance or representation regarding the financial strength or projected financial strength of the bond insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal of and interest on the Bonds and the claims paying ability of the bond insurer, particularly over the life of the investment. See "MUNICIPAL BOND INSURANCE" for further information provided by the bond insurer and the Policy, which includes further instructions for obtaining current financial information concerning the bond insurer.

### **Changes in Tax Legislation**

Certain tax legislation, whether currently proposed or proposed in the future, may directly or indirectly reduce or eliminate the benefit of the exclusion of interest on the Bonds from gross income for federal income tax purposes. Any proposed legislation, whether or not enacted, may also affect the value and liquidity of the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors with respect to any proposed, pending, or future legislation.

## THE BONDS

### General

The following is a description of certain terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Orders of the Board authorizing the issuance of the Bonds. Copies of the Bond Orders may be obtained from the District upon request and payment of the costs for duplication thereof. The Bond Orders authorize the issuance and sale of the Bonds and prescribes the terms, conditions, and provisions for the payment of the principal of and interest on the Bonds by the District.

The Bonds are dated June 1, 2022, and mature on September 1 in the years and in the principal amounts shown on the inside cover. Interest on the Bonds accrues from the initial date of delivery (on or about June 14, 2022), with interest payable on September 1, 2022, and each March 1 and September 1 thereafter (the "Interest Payment Date") until the earlier of stated maturity or prior redemption.

The Bonds will be issued only in fully registered form in any integral multiples of \$5,000 of principal amount for any one (1) maturity and will be initially registered and delivered only to The Depository Trust Company, New York, New York ("DTC"), in its nominee name of Cede & Co., pursuant to the book-entry-only system described herein. No physical delivery of the Bonds will be made to the owners thereof. Initially, principal of and interest on the Bonds will be payable by BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"), the Paying Agent/Registrar to Cede & Co., as registered owner. DTC will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the beneficial owners of the Bonds. See "THE BONDS – Book-Entry-Only System."

In the event the Book-Entry-Only System is discontinued and physical bond certificates issued, interest on the Bonds shall be payable by check mailed by the Paying Agent/Registrar on or before each interest payment date, to the Registered Owners as shown on the bond register (the "Register") kept by the Paying Agent/Registrar at the close of business on the 15<sup>th</sup> calendar day of the month immediately preceding each interest payment date to the address of such Registered Owner as shown on the Register, or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and the Registered Owner at the risk and expense of such Registered Owner.

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day without additional interest and with the same force and effect as if made on the specified date for such payment.

### Book-Entry-Only System

*This section describes how ownership of the Bonds is to be transferred and how principal of, premium, if any, and interest on the Bonds are to be paid to and credited by DTC while the Bonds are registered in its nominee name. The information in this section concerning DTC and the book-entry-only system (the "Book-Entry-Only System") has been provided by DTC for use in disclosure documents such as this Official Statement. The District and the Financial Advisor (herein defined) believe the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

*The District and the Financial Advisor cannot and do not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to Direct and Indirect Participants (herein defined), (2) Direct and Indirect Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Registered Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner discussed herein. The current rules applicable to DTC are on file with the United States Securities and Exchange Commission (the "SEC"), and the current procedures of DTC to be followed in dealing with Direct and Indirect Participants are on file with DTC.*

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be required by an authorized representative of DTC. One (1) fully-registered Bond certificate will be issued for each of the Bonds, each in the aggregate principal amount of such issue, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of

the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (the “Direct Participants”) deposit with DTC.

DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (the “Indirect Participants,” and together with the Direct Participants, the “Direct and Indirect Participants”). DTC has a rating of AA+ from S&P Global Ratings. The DTC rules applicable to its Direct and Indirect Participants are on file with the SEC. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The holder of ownership interest of each actual purchase of each Bond (the “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the Book-Entry-Only System is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issue as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, principal, and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Direct and Indirect Participants to Beneficial Owners will be governed by standing

instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Paying Agent/Registrar or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The District may decide to discontinue use of the Book-Entry-Only System transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

The information in the section concerning DTC and the Book-Entry-Only System has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

#### *Use of Certain Terms in Other Sections of this Official Statement*

In reading this Official Statement it should be understood that while the Bonds are in the book-entry form, references in other sections herein to Registered Owners should be read to include the person for which the Direct and Indirect Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to Registered Owners under the Bond Orders will be given only to DTC.

#### **Successor Paying Agent/Registrar**

Provision is made in the Bond Orders for replacing the Paying Agent/Registrar. If the District replaces the Paying Agent/Registrar, such Paying Agent/Registrar shall, promptly upon the appointment of a successor, deliver the Paying Agent/Registrar's records to the successor Paying Agent/Registrar, and the successor Paying Agent/Registrar shall act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar selected by the District shall be a commercial bank; a trust company organized under the laws of Texas; or other entity duly qualified and legally authorized to serve and perform the duties of the Paying Agent/Registrar for the Bonds.

#### **Record Date**

The record date (the "Record Date") for payment of the interest on any regularly scheduled Interest Payment Date is defined as the 15<sup>th</sup> day of the month (whether or not a business day) preceding such Interest Payment Date.

#### **Registration, Transfer, and Exchange**

In the event the Book-Entry-Only system is discontinued, the Bonds are transferable only on the bond register kept by the Paying Agent/Registrar upon surrender at the principal payment office of the Paying Agent/Registrar. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. At any time after the date of initial delivery, any Bond may be transferred upon its presentation and surrender at the designated offices of the Paying Agent/Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner. The Bonds are exchangeable upon presentation at the designated offices of the Paying Agent/Registrar, for an equal principal amount of Bonds of the same maturity in authorized denominations. To the extent possible, new Bonds issued in exchange or transfer of Bonds will be delivered to the Registered Owner or assignee of the Registered Owner within not more than three (3) business days after the receipt by the Paying Agent/Registrar of the request in proper form to transfer or exchange the Bonds. New Bonds registered and delivered in an exchange or transfer shall be in the denomination of \$5,000 in principal amount for a Bond, or any integral multiple thereof for any one (1) maturity and shall bear interest at the same rate and be for a like aggregate principal or maturity amount as the Bond or Bonds surrendered for exchange or transfer. Neither the Paying Agent/Registrar nor the District is required to issue, transfer, or exchange any



Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding Interest Payment Date or to transfer or exchange any Bond selected for redemption, in whole or in part, beginning 15 calendar days prior to, and ending on the date of the mailing of notice of redemption, or where such redemption is scheduled to occur within 30 calendar days. No service charge will be made for any transfer or exchange, but the District or Paying Agent/Registrar may require payment of a sum sufficient to cover any tax or governmental charge payable in connection therewith.

**Mutilated, Lost, Stolen or Destroyed Bonds**

In the event the Book-Entry-Only System should be discontinued, the District has agreed to replace mutilated, destroyed, lost, or stolen Bonds upon surrender of the mutilated Bonds to the Paying Agent/Registrar, or receipt of satisfactory evidence of such destruction, loss, or theft, and receipt by the District and the Paying Agent/Registrar of security or indemnity which they determine to be sufficient to hold them harmless. The District may require payment of taxes, governmental charges, and other expenses in connection with any such replacement.

**Redemption Provisions**

*Optional Redemption*

The Bonds maturing on September 1, 2027, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on June 1, 2027, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. Notice of the exercise of the reserved right of redemption will be given by the Paying Agent/Registrar at least 30 days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such random method as the Paying Agent/Registrar deems fair and appropriate in integral multiples of \$5,000 within any one (1) maturity. The Registered Owner of any Bond, all or a portion of which has been called for redemption, shall be required to present such Bond to the Paying Agent/Registrar for payment of the redemption price on the portion of the Bonds so called for redemption and issuance of a new Bond in the principal amount equal to the portion of such Bond not redeemed.

*Mandatory Redemption*

The Utility Bonds maturing on September 1 in the years 2031, 2035, 2039, 2042, and 2046 are term bonds (the "Utility Term Bonds") and shall be redeemed by lot or other customary method of random selection (or by DTC in accordance with its procedures while the Utility Bonds are in book-entry-only form) prior to maturity, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the "Mandatory Redemption Date"), and in the principal amount set forth in the following schedule:

\$250,000 Utility Term Bonds Maturing on September 1, 2031

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2027	\$ 45,000
September 1, 2028	\$ 50,000
September 1, 2029	\$ 50,000
September 1, 2030	\$ 55,000
September 1, 2031 (Maturity)	\$ 50,000

\$210,000 Utility Term Bonds Maturing on September 1, 2035

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2032	\$ 50,000
September 1, 2033	\$ 50,000
September 1, 2034	\$ 55,000
September 1, 2035 (Maturity)	\$ 55,000

\$235,000 Utility Term Bonds Maturing on September 1, 2039

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2036	\$ 55,000
September 1, 2037	\$ 55,000
September 1, 2038	\$ 60,000
September 1, 2039 (Maturity)	\$ 65,000

\$200,000 Utility Term Bonds Maturing on September 1, 2042

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2040	\$ 65,000
September 1, 2041	\$ 65,000
September 1, 2042 (Maturity)	\$ 70,000

\$300,000 Utility Term Bonds Maturing on September 1, 2046

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2043	\$ 70,000
September 1, 2044	\$ 75,000
September 1, 2045	\$ 75,000
September 1, 2046 (Maturity)	\$ 80,000

The Road Bonds maturing on September 1 in the years 2031, 2033, 2035, 2037, 2039, 2042, and 2046 are term bonds (the "Road Term Bonds," and together with the Utility Term Bonds, the "Term Bonds") and shall be redeemed by lot or other customary method of random selection (or by DTC in accordance with its procedures while the Road Bonds are in book-entry-only form) prior to maturity, at a price equal to the principal amount thereof, plus accrued interest to the Mandatory Redemption Date, and in the principal amount set forth in the following schedule:

\$555,000 Road Term Bonds Maturing on September 1, 2031

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2026	\$ 85,000
September 1, 2027	\$ 85,000
September 1, 2028	\$ 90,000
September 1, 2029	\$ 95,000
September 1, 2030	\$ 100,000
September 1, 2031 (Maturity)	\$ 100,000

\$215,000 Road Term Bonds Maturing on September 1, 2033

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2032	\$ 105,000
September 1, 2033 (Maturity)	\$ 110,000

\$235,000 Road Term Bonds Maturing on September 1, 2035

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2034	\$ 115,000
September 1, 2035 (Maturity)	\$ 120,000

\$255,000 Road Term Bonds Maturing on September 1, 2037

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2036	\$ 125,000
September 1, 2037 (Maturity)	\$ 130,000

\$275,000 Road Term Bonds Maturing on September 1, 2039

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2038	\$ 135,000
September 1, 2039 (Maturity)	\$ 140,000

\$465,000 Road Term Bonds Maturing on September 1, 2042

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2040	\$ 150,000
September 1, 2041	\$ 155,000
September 1, 2042 (Maturity)	\$ 160,000

\$710,000 Road Term Bonds Maturing on September 1, 2046

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2043	\$ 165,000
September 1, 2044	\$ 175,000
September 1, 2045	\$ 180,000
September 1, 2046 (Maturity)	\$ 190,000

On or before 30 days prior to each Mandatory Redemption Date set forth above, the Paying Agent/Registrar shall (i) determine the principal amount of such Term Bonds that must be mandatorily redeemed on such Mandatory Redemption Date, after taking into account deliveries for cancellation and optional redemptions as more fully provided for below, (ii) select, by lot or other customary random method, the Term Bonds or portions of the Term Bonds of such maturity to be mandatorily redeemed on such Mandatory Redemption Date, and (iii) give notice of such redemption as provided in the Bond Orders. The principal amount of the Term Bonds to be mandatorily redeemed on such Mandatory Redemption Date, either has been purchased in the open market and delivered or tendered for cancellation by or on behalf of the District to the Paying Agent/Registrar or optionally redeemed and which, in either case, has not previously been made the basis for a reduction under this sentence.

**Outstanding Bonds**

The District has previously issued one (1) series of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and one (1) series of unlimited tax road bonds for the purpose of acquiring or constructing the Road System. At the delivery of the Bonds, \$2,400,000 principal amount of such previously issued debt for the Utility System and \$1,495,000 principal amount of such previously issued debt for the Road System will remain outstanding (collectively, the "Outstanding Bonds").

**Short-Term Debt**

In connection with the Utility Bonds, the District issued its \$1,135,000 Bond Anticipation Note, Series 2021 (the "BAN"), dated September 30, 2021. The BAN accrues interest at a rate of 2.00% per year (computed on the basis of a 360-day year and the actual days elapsed) and matures on September 29, 2022. Proceeds from the Utility Bonds will be used to redeem the BAN.

**Authority for Issuance**

At an election held in the District on May 5, 2018, District voters authorized the issuance of \$14,430,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System

and \$14,129,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing the Road System.

The Utility Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) the Utility Bond Order; (iv) an election held in the District on May 5, 2018; and (v) an approving order of the TCEQ.

The Road Bonds are issued pursuant to (i) Article III, Section 52 of the Texas Constitution; (ii) Chapter 7977 of the Texas Special District Local Laws Code and the general laws of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) the Road Bond Order; and (iv) an election held in the District on May 5, 2018.

### **Funds**

The Utility Bond Order confirms the District's fund for debt service on the Utility Bonds and any other/additional unlimited tax utility bonds issued by the District for the Utility System (the "Utility System Debt Service Fund"). At the delivery of the Utility Bonds, capitalized interest on the Utility Bonds will be deposited into the Utility System Debt Service Fund. The Utility System Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Utility Bonds and any other/additional unlimited tax utility bonds issued by the District for the Utility System, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Utility Bonds and any other/additional unlimited tax utility bonds issued by the District for the Utility System payable in whole or in part from taxes. Amounts on deposit in the Utility System Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Utility Bonds and any other/additional unlimited tax utility bonds issued by the District for the Utility System payable in whole or in part from taxes, and to pay any tax anticipation notes issued, together with interest thereon, as such tax anticipation notes become due. Amounts on deposit in the Utility System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Road System, including the Road Bonds.

The Road Bond Order confirms the District's fund for debt service on the Road Bonds and any other/additional unlimited tax road bonds issued by the District for the Road System (the "Road System Debt Service Fund"). At the delivery of the Road Bonds, six (6) months of capitalized interest on the Road Bonds will be deposited into the Road System Debt Service Fund. The Road System Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Road Bonds and any other/additional unlimited tax road bonds issued by the District for the Road System, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Road Bonds and any other/additional unlimited tax road bonds issued by the District for the Road System payable in whole or in part from taxes. Amounts on deposit in the Road System Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Road Bonds and any other/additional unlimited tax road bonds issued by the District for the Road System payable in whole or in part from taxes, and to pay any tax anticipation notes issued, together with interest thereon, as such tax anticipation notes become due. Amounts on deposit in the Road System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Utility System, including the Utility Bonds.

### **Source of Payment**

The Bonds are payable from the proceeds of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied against all taxable property in the District. In the Bond Orders, the District covenants to levy a sufficient tax to pay principal of and interest on the Bonds, with full allowance being made for delinquencies, costs of collections, and certain fees. Utility System tax proceeds, after deduction for collection costs, will be placed in the Utility System Debt Service Fund and used solely to pay principal of and interest on the Utility Bonds, and any other/additional unlimited tax utility bonds issued by the District for the Utility System. Road System tax proceeds, after deduction for collection costs, will be placed in the Road System Debt Service Fund and used solely to pay principal of and interest on the Road Bonds, and any other/additional unlimited tax road bonds issued by the District for the Road System.

The Bonds are obligations of the District and are not obligations of Texas; the County; or any political subdivision or entity other than the District.

### **Issuance of Additional Debt**

At an election held in the District on May 5, 2018, District voters authorized the issuance of \$14,430,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and \$14,129,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing the Road System. The District may issue additional bonds with the approval of the TCEQ (with respect to the bonds for the Utility System) necessary to provide improvements and facilities consistent with the purposes for which the District was created.

The Utility Bonds constitute the second series of unlimited tax utility bonds issued by the District for the purpose of acquiring or constructing the Utility System and the Road Bonds constitute the second series of unlimited tax road bonds issued by the District for the purpose of acquiring or constructing the Road System. Following the issuance of the Bonds, \$10,650,867 principal amount of unlimited tax utility bonds for the purpose of acquiring or constructing the Utility System and \$9,694,376 principal amount of unlimited tax road bonds for the purpose of acquiring or constructing the Road System will remain authorized and unissued. The District may also issue any additional bonds as may hereafter be approved by both the Board and voters of the District as well as certain additional bonds, revenue bonds, special project bonds, and other obligations as described in the Bond Orders. The Bond Orders impose no limitation on the amount of additional parity bonds which may be issued by the District (if authorized by the District's voters and, in the case of bonds for the Utility System, approved by the TCEQ).

The Bond Orders impose no limitation on the amount of additional parity bonds which may be authorized for issuance by the District's voters or the amount of bonds ultimately issued by the District. Except with respect to the issuance of bonds for road purposes, the District does not employ any formula with regard to assessed values or tax collections or otherwise limit the amount of bonds which may be issued. The total amount of bonds and other obligations of the District issued for road purposes may not exceed one-fourth of the certified assessed value of the real property in the District. The issuance of additional obligations may increase the District's tax rate and adversely affect the security for and the investment quality and value of the Bonds.

Following the issuance of the Bonds, the District will have fully reimbursed the Developer for expenditures advanced to construct the Utility System and the Road System.

### **No Arbitrage**

The District will certify, on the date of delivery of the Bonds, that based upon all facts and estimates now known or reasonably expected to be in existence on the date the Bonds are delivered and paid for, the District reasonably expects that the proceeds of the Bonds will not be used in a manner that would cause the Bonds, or any portion of the Bonds, to be "arbitrage bonds" under the Internal Revenue Code of 1986 (the "Code"), and the regulations prescribed thereunder. Furthermore, all officers, employees, and agents of the District have been authorized and directed to provide certifications of facts and estimates that are material to the reasonable expectations of the District as of the date the Bonds are delivered and paid for. In particular, all or any officers of the District are authorized to certify to the facts and circumstances and reasonable expectations of the District on the date the Bonds are delivered and paid for regarding the amount and use of the proceeds of the Bonds. Moreover, the District covenants that it shall make such use of the proceeds of the Bonds, regulate investment of proceeds of the Bonds and take such other and further actions and follow such procedures, including, without limitation, calculating the yield on the Bonds, as may be required so that the Bonds shall not become "arbitrage bonds" under the Code and the regulations prescribed from time to time thereunder.

### **Consolidation**

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets, such as cash and the utility system, with the water and wastewater system of districts with which it is consolidating as well as its liabilities (which would include the Bonds). No representation is made concerning the likelihood of consolidation, but the District currently has no plans to do so.

## **Defeasance**

The Bond Orders provide that the District may discharge its obligations to the Registered Owners of any or all of the Bonds to pay principal, interest, and redemption price thereon in any manner permitted by law. Under current Texas law, such discharge may be accomplished either (i) by depositing with the Comptroller of Public Accounts of the State of Texas a sum of money equal to the principal of, premium, if any, and all interest to accrue on the Bonds to maturity or redemption of (ii) by depositing with any place of payment (paying agent) for obligations of the District payable from revenues or from ad valorem taxes or both or with a commercial bank or trust company designated in the proceedings authorizing such discharge, amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Orders.

There is no assurance that the current law will not be changed in a manner which would permit other investments to be made with amounts deposited to defease the Bonds. Because the Bond Orders do not contractually limit such investments, Registered Owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as currently permitted under Texas law. There is also no assurance that any investment held for such discharge will maintain its rating.

## **Legal Investment and Eligibility to Secure Public Funds in Texas**

The following is quoted from Section 49.186 of the Texas Water Code, and is applicable to the District:

(a) All bonds, notes, and other obligations issued by a district shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic.

(b) A district's bonds, notes, and other obligations are eligible and lawful security for all deposits of public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic, to the extent of the market value of the bonds, notes, and other obligations when accompanied by any un-matured interest coupons attached to them.

The Public Funds Collateral Act (Chapter 2257, Texas Government Code) also provides that bonds of the District (including the Bonds) are eligible as collateral for public funds.

No representation is made that the Bonds will be suitable for or acceptable to financial or public entities for investment or collateral purposes. No representation is made concerning other laws, rules, regulations, or investment criteria which apply to or which might be utilized by any of such persons or entities to limit the acceptability or suitability of the Bonds for any of the foregoing purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Bonds as to the suitability or acceptability of the Bonds for investment or collateral purposes.

### **Registered Owners' Remedies**

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Orders, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Orders, the Registered Owners have the right to seek of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Orders. Except for mandamus, the Bond Orders do not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners.

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Orders may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District.

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## Use and Distribution of Utility Bond Proceeds

Proceeds from the sale of the Utility Bonds will be used to redeem the BAN, the proceeds of which were used to reimburse the Developer for a portion of the projects and related costs shown below. Additionally, proceeds from the sale of the Bonds, along with available funds in the Utility System capital projects fund, will be used to reimburse the Developer for the projects and related costs not reimbursed by the BAN and to pay developer interest; capitalized interest; BAN interest; creation costs; operating advances; and certain other costs associated with the issuance of the BAN and the Bonds, as shown below.

<b>CONSTRUCTION COSTS</b>	<u>District's Share</u>
A. Developer Contribution Items	
1. Midway Ridge Phase 2 – W and D	\$ 333,757
2. Midway Ridge Phase 3 – W and D	208,790
3. Midway Ridge Phase 3 - G	102,585
4. Engineering (Item 1)	8,970
5. Engineering (Item 2)	36,264
6. Engineering (Item 3)	123,916
7. Midway Ridge Phase 1 – Miscellaneous Construction	80,982
8. Midway Ridge Phase 2 – Miscellaneous Construction	140,293
9. Midway Ridge Phase 3 – Miscellaneous Construction	<u>115,995</u>
Total Developer Contribution Items	\$ 1,151,552
B. District Items	
1. Land Acquisition Midway Ridge Phase 3	<u>\$ 20,266</u>
Total District Items	<u>\$ 20,266</u>
TOTAL CONSTRUCTION COSTS	\$ 1,171,818
LESS THE USE OF SURPLUS FUNDS	<u>\$ (185,000)</u>
NET TOTAL CONSTRUCTION COSTS (71.51% of BIR)	\$ 986,818
 <b>NON-CONSTRUCTION COSTS</b>	
A. Legal Fees	\$ 41,400
B. Fiscal Agent Fees	27,600
C. Interest	
1. Capitalized Interest	25,875
2. Developer Interest – Construction Costs	64,398
3. BAN Interest	16,205
D. Bond Discount	39,974
E. Bond Issuance Expenses	36,927
F. BAN Issuance Expenses	50,107
G. Creation Costs	12,945
H. Operating Advances	35,000
I. Bond Application Report Costs	30,000
J. Attorney General Fee (0.10% or \$9,500 Maximum)	1,380
K. TCEQ Bond Issuance Fee (0.25%)	3,450
L. Contingency (a)	<u>7,921</u>
TOTAL NON-CONSTRUCTION COSTS (28.49% of BIR)	\$ 393,182
 <b>TOTAL BOND ISSUE REQUIREMENT</b>	 <b>\$ 1,380,000</b>

(a) Represents the difference between the estimated and actual amounts of BAN interest and bond discount.

Non-construction costs are based upon either contract amounts or various cost estimates by the Engineer and the Financial Advisor. The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the Auditor (herein defined).



In the instance that approved estimated amounts exceed actual costs, the difference comprises a surplus which may be expended for uses approved by the TCEQ. In the instance that actual costs exceed previously approved estimated amounts and contingencies, additional TCEQ approval and the issuance of additional bonds may be required. The Engineer has advised the District that proceeds of the sale of the Bonds should be sufficient to pay the costs of the above-described facilities. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

**Use and Distribution of Road Bond Proceeds**

Proceeds from the sale of the Road Bonds will be used to reimburse the Developer for the projects and related costs shown below. Additionally, proceeds from the sale of the Road Bonds will be used to pay developer interest; six (6) months of capitalized interest; and certain other costs associated with the issuance of the Road Bonds, as shown below.

<b>CONSTRUCTION COSTS</b>	<b>District's Share</b>
A. Construction Costs	
1. Midway Ridge Phase 2	\$ 1,206,611
2. Midway Ridge Phase 3	634,105
B. Miscellaneous Construction Costs	
1. Midway Ridge Phase 2	\$ 114,753
C. Engineering Costs	
1. Midway Ridge Phase 2	\$ 122,920
2. Midway Ridge Phase 3	75,968
D. Land Acquisition Costs	
1. Midway Ridge Phase 2 Right-of-Way	\$ 107,625
2. Midway Ridge Phase 3 Right-of-Way	84,250
3. Accrued Interest – Land	<u>42,675</u>
TOTAL CONSTRUCTION COSTS (81.26% of BIR)	\$ 2,388,907
<b>NON-CONSTRUCTION COSTS</b>	
A. Legal Fees	\$ 88,200
B. Fiscal Agent Fees	58,800
C. Interest	
1. Capitalized Interest (6 Months)	68,881
2. Developer Interest	195,227
D. Bond Discount	88,200
E. Bond Issuance Expenses	31,345
F. Engineering Report Costs	17,500
G. Attorney General Fee (0.10% or \$9,500 Maximum)	<u>2,940</u>
TOTAL NON-CONSTRUCTION COSTS (18.74% of BIR)	\$ 551,093
<b>TOTAL BOND ISSUE REQUIREMENT</b>	<b>\$ 2,940,000</b>

Non-construction costs are based upon either contract amounts or various cost estimates by the Engineer and the Financial Advisor. The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the Auditor.

The Engineer has advised the District that the proceeds of the sale of the Road Bonds should be sufficient to pay the costs of the above-described facilities; however, the District cannot and does not guarantee the sufficiency of such funds for such purposes. In the instance that approved estimated amounts exceed the actual costs, the difference comprises a surplus which may be expended for approved uses. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

**THE DISTRICT**

**General**

The District is empowered, among other things, to finance, purchase, construct, operate, and maintain all works, improvements, facilities, and plants necessary for the supply and distribution of water; the collection,

transportation, and treatment of wastewater; the control and diversion of storm water; and roads located inside its boundaries. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District may also provide solid waste disposal and collection services. The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one (1) or more conservation and reclamation districts, after approval by the TCEQ and the voters of the District.

**Description**

The District was created by Act of the 85<sup>th</sup> Texas Legislature, Regular Session, H.B. 2566 (codified at Texas Special Districts Local Laws Code Ann. Chapter 7977), on September 1, 2017, as a municipal utility district. The rights, powers, privileges, authority, and functions of the District are established by the general laws of Texas permitting to municipal utility districts, particularly Chapters 49 and 54 of the Texas Water Code, as amended; Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution; and the applicable Special Districts Local Laws. The District is subject to the continuing supervision of the TCEQ. The District consists of approximately 230.43 acres.

**Location**

The District is in the County, approximately ten (10) miles west of the City of Denton, Texas. The District is south of U.S. Highway 380, near the intersections of U.S. Highway 380 and George Foster Road. The District is not located in the corporate limits or extraterritorial jurisdiction of any city, town, or village.

**Management of the District**

The District is governed by the Board, consisting of five (5) directors, who have control over and management supervision of all affairs of the District. All of the directors own property in the District. The directors serve staggered, four (4)-year terms. Elections are held in even-numbered years in May. The current members and officers of the Board are listed below:

<u>Name</u>	<u>Position</u>	<u>Term Expires May</u>
Stephen Coffey	President	2026
David Gruenwald	Vice President	2026
Colby Walding	Secretary	2024
Richard Johnson	Assistant Secretary	2024
Bradley Shelton	Assistant Secretary	2024

**Investment Policy**

The District has adopted an Investment Policy (the "Policy") as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "Act"). The District's goal is to preserve principal and maintain liquidity in a diversified portfolio while securing a competitive yield on its portfolio. Funds of the District are to be invested only in accordance with the Policy. The Policy states that the funds of the District may be invested in obligations of the U.S. or its agencies or instrumentalities, in certificates of deposits insured by the Federal Deposit Insurance Corporation and secured by collateral authorized by the Act, and in TexPool and Texas CLASS, which are public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate, the inclusion of long term securities or derivative products in the portfolio.

**Consultants**

**Tax Assessor/Collector:** The District's tax assessor/collector is the Denton County Tax Assessor/Collector (the "Tax Assessor/Collector").

**Bookkeeper:** The District's bookkeeper is L&S District Services, LLC, Houston, Texas.

**Auditor:** As required by the Texas Water Code, the District retains an independent auditor to audit the District's financial statements annually, which audit reports are filed with the TCEQ. The District's financial statements for the fiscal year ended June 30, 2021, were audited by Mark C. Eyring, CPA, PLLC, Houston, Texas (the "Auditor"), and are attached as "APPENDIX A."

**Engineer:** The consulting engineer for the District in connection with the design and construction of the facilities for which a portion of the Bonds are being sold to reimburse the Developer is Kimley-Horn and Associates, Inc., Dallas, Texas (the "Engineer"). Kimley-Horn and Associates, Inc., Dallas, Texas, has also been engaged by the Developers in connection with certain planning and design activities in the District.

**General and Bond Counsel:** The District has engaged Coats Rose, P.C., Dallas, Texas, as bond counsel ("Bond Counsel") in connection with the issuance of the Bonds. The fees to be paid Bond Counsel in connection with the issuance of the Bonds are contingent upon the issuance and delivery of the Bonds. Coats Rose, P.C., Dallas, Texas, also serves as general counsel to the District on matters other than the issuance of bonds. See "LEGAL MATTERS."

**Disclosure Counsel:** The District has engaged McCall, Parkhurst & Horton L.L.P., Dallas, Texas, as disclosure counsel ("Disclosure Counsel") to the District in connection with the issuance of the Bonds. The fees to be paid Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

**Financial Advisor:** Robert W. Baird & Co. Incorporated, Houston, Texas, is employed as financial advisor (the "Financial Advisor") to the District in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. The Financial Advisor is not obligated to undertake and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information herein.

### General Fund Operating Statement

The following is a summary of the District's operating fund. The District's only source of operating revenue is maintenance tax revenue (and associated penalties and interest). The District does not collect water and wastewater revenues from its residents. The figures below were obtained from the District's financial statements for the fiscal year ended June 30, 2021, a copy of which is included as "APPENDIX A" and reference to which is hereby made. The District is required by statute to have an independent certified public accountant audit the District's financial statements annually, such audited financial statements are filed with the TCEQ.

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018 (a)</u>
REVENUES				
Property Taxes	\$ 139,241	\$ 54,541	\$ 4,506	\$ -
Penalty and Interest	<u>110</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL REVENUES	\$ 139,351	\$ 54,541	\$ 4,506	\$ -
EXPENDITURES				
Professional Fees	\$ 36,178	\$ 30,467	\$ 13,663	\$ 19,247
Contracted Services	9,540	2,617	1,715	-
Administrative Expenditures	<u>10,160</u>	<u>6,535</u>	<u>4,570</u>	<u>4,782</u>
TOTAL EXPENDITURES	\$ 55,878	\$ 39,619	\$ 19,948	\$ 24,029
Excess (Deficiency) of Revenues Over Expenditures	\$ 83,473	\$ 14,922	\$ (15,442)	\$ (24,029)
Developer Advances	\$ -	\$ 40,500	\$ 15,536	\$ 20,000

(a) First year of financial activity.

## DEVELOPMENT OF THE DISTRICT

### Status of Development in the District

The District is being developed as the single-family community of Midway Ridge. As of March 15, 2022, development in the District included 164 single-family residential lots (approximately 166 acres), developed as Midway Ridge, Phases 1-3, and consisted of 138 completed homes (137 occupied; 0 unoccupied; and 1 model) and 26 homes under construction. No vacant developed lots remain in the District. Additionally, the District contains approximately 64 undevelopable acres. No undeveloped but developable land remains in the District.

The table below summarizes the status of development and land use in the District as of March 15, 2022.

Midway Ridge	Approximate Acreage	Section Lots	Homes Completed	Homes Under Construction	Vacant Developed Lots
Phase 1	59.63	59	59	-	-
Phase 2	61.67	64	64	-	-
Phase 3	44.73	41	15	26	-
<b>Total</b>	<b>166.03</b>	<b>164</b>	<b>138</b>	<b>26</b>	<b>-</b>
Undeveloped but Developable	0.00				
Undevelopable	64.40				
<b>Total</b>	<b>230.43</b>				

### Homebuilder in the District

Riverside Homebuilders Ltd. is the sole homebuilder in the District. Homes in the District range in size from approximately 1,850 square feet to approximately 3,250 square feet and in price from approximately \$300,000 to approximately \$580,000.

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PHOTOGRAPHS TAKEN IN THE DISTRICT  
(April 2022)



**PHOTOGRAPHS TAKEN IN THE DISTRICT  
(April 2022)**





## **PRINCIPAL LANDOWNER/DEVELOPER**

### **Role of the Developer**

In general, the activities of a developer in a municipal utility district such as the District include purchasing the land within the District, designing the subdivision, designing the utilities and streets to be constructed in the subdivision, designing any community facilities to be built, defining a marketing program and building schedule, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, wastewater, and drainage facilities pursuant to the rules of the TCEQ, as well as gas, telephone, and electric service) and selling improved lots and commercial reserves to builders, developers, or other third parties. In most instances, the developer will be required to pay up to 30% of the cost of constructing certain of the water, wastewater, and drainage facilities in a municipal utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of the property within a municipal utility district may have a profound effect on the security of the unlimited tax bonds issued by a district. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which it owns within a district. In addition, a developer is ordinarily a major taxpayer within a municipal utility district during the development phase of the property.

Prospective purchasers of the Bonds should note that the prior real estate experience of a developer should not be construed as an indication that further development within the District will occur, or construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. Circumstances surrounding development within the District may differ from circumstances surrounding development of other land in several respects, including the existence of different economic conditions, financial arrangements, homebuilders, geographic location, market conditions, and regulatory climate.

Neither the Developer, nor any affiliate entities, are obligated to pay principal of or interest on the Bonds. Furthermore, neither the Developer, nor any affiliate entities, have a binding commitment to the District to carry out any plan of development, and the furnishing of information relating to the proposed development by the Developer or affiliate entities should not be interpreted as such a commitment. Prospective purchasers are encouraged to inspect the District in order to acquaint themselves with the nature of development that has occurred or is occurring within the District's boundaries.

### **Developer and Principal Landowner**

Midway/380, LLC, a Texas limited liability corporation (the "Developer"), is the sole developer, and the principal landowner, in the District. To date, the Developer has developed 164 single-family residential lots (approximately 166 acres) as Midway Ridge, Phases 1-3. See "DEVELOPMENT OF THE DISTRICT."

According to the Developer, the Developer's primary assets consist of its receivables due from the District. Following the issuance of the Bonds, the District will have fully reimbursed the Developer for expenditures advanced to construct the Utility System and the Road System. Further, according to the Developer, it is currently operating at a net loss.

The Developer was created in 2017 for the sole purpose of developing Midway Ridge and has no plans to develop any additional property outside of the District.

### **Lot-Sales Contracts**

The Developer entered into a lot sales contract with Riverside Homebuilders Ltd., which has purchased all lots within the District.

## **THE SYSTEM**

### **General**

The water, wastewater, and drainage facilities, the purchase, acquisition, and construction of which have been financed by the District with the proceeds of the Bonds, have been designed in accordance with accepted engineering practices and the recommendation of certain governmental agencies having regulatory or

supervisory jurisdiction over construction and operation of such facilities, including among others, the TCEQ and the County. According to the Engineer, the design of all such facilities has been approved by all governmental agencies with jurisdiction over the District and the TCEQ.

### **Description of the System**

#### *- Water Supply and Wastewater Treatment -*

Aqua Texas, Inc. is the water provider for the District.

The District entered into agreements with Aqua Texas, Inc. on January 26, 2018, March 11, 2019, and September 30, 2020, to provide capacity to serve up to 164 equivalent single-family connections (“ESFCS”) within the District through its Stoney Hills Water System. The District has the right to current capacity of 164 ESFCS in the Stoney Hills Water System which is served by two (2) water wells and a water plant site within the District. Aqua Texas, Inc. maintains and operates the Stoney Hills Water System and is responsible for billing customers.

Each lot within the District has been designed to be individually served by onsite wastewater (septic) facilities that will be owned and maintained by the individual property owners.

#### *- Drainage -*

The majority of stormwater within the District is generally carried from north to south to existing culverts under George Foster Road and discharge into Denton Creek. The western culverts flow through Denton Creek Tributary 39 and the eastern culverts flow through Denton Creek Tributary 38. However, a small area of the District on the west flows directly to Denton Creek and a small area of the District on the east flows to an existing culvert under Farm-to-Market 2622 to Denton Creek Tributary 31 and then on to Denton Creek. The District is being constructed with a storm water system that utilizes road-side ditches and reinforced concrete pipe culverts to convey the flow to the culverts under George Foster Road and FM 2622 as well as directly to Denton Creek Tributary 40 by which the flow leaves the District boundaries prior to its confluence with Denton Creek. There is currently one (1) retention pond in Phase 1 and one (1) detention pond in Phase 3 that collect flow from the District and releases flow downstream to Denton Creek. These ponds were designed according to the requirements of the County and were approved by the County prior to construction.

#### *- Roads -*

Construction of the District’s Road System is subject to certain regulation by the County. Roads within the District are being constructed with reinforced concrete pavement without curbs on lime stabilize subgrade. The County owns and maintains the roads constructed within the District.

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**DISTRICT DEBT**

2021 Assessed Taxable Valuation.....	\$ 36,542,983	(a)
Estimated Assessed Taxable Valuation as of March 15, 2022.....	\$ 64,704,000	(b)
Direct Debt:		
The Outstanding Bonds (at the Delivery of the Bonds).....	\$ 3,895,000	
The Utility Bonds.....	\$ 1,380,000	
The Road Bonds.....	<u>\$ 2,940,000</u>	
Total.....	\$ 8,215,000	
Estimated Overlapping Debt.....	<u>\$ 1,327,455</u>	(c)
Total Direct and Estimated Overlapping Debt.....	\$ 9,542,455	(c)
Direct Debt Ratios:		
As a Percentage of the 2021 Assessed Taxable Valuation.....	22.48	%
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	12.70	%
Direct and Estimated Overlapping Debt Ratios:		
As a Percentage of the 2021 Assessed Taxable Valuation.....	26.11	%
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	14.75	%
Utility System Debt Service Fund Balance (as of April 22, 2022).....	\$ 179,538	(d)
Road System Debt Service Fund Balance (as of April 22, 2022).....	\$ 95,223	(e)
Utility System Capital Projects Fund Balance (as of April 22, 2022).....	\$ 195,917	(f)
Road System Capital Projects Fund Balance (as of April 22, 2022).....	\$ 28,209	
Operating Fund Balance (as of April 22, 2022).....	\$ 198,837	(g)
2021 Tax Rate per \$100 of Assessed Taxable Valuation:		
Utility System Debt Service.....	\$ 0.385	(h)
Road System Debt Service.....	\$ 0.245	(h)
Maintenance and Operation.....	<u>\$ 0.370</u>	
Total.....	\$ 1.000	
Average Annual Debt Service Requirement (2022-2046).....	\$ 499,295	(i)
Maximum Annual Debt Service Requirement (2023).....	\$ 551,695	(i)
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Average Annual Debt Service Requirement (2022-2046) at 95%		
Tax Collections:		
Based on the 2021 Assessed Taxable Valuation.....	\$ 1.44	
Based on the Estimated Assessed Taxable Valuation as of March 15, 2022.....	\$ 0.82	
Debt Service Tax Rate per \$100 of Assessed Taxable Valuation Required to Pay the Maximum Annual Debt Service Requirement (2023) at 95%		
Tax Collections:		
Based on the 2021 Assessed Taxable Valuation.....	\$ 1.59	
Based on the Estimated Assessed Taxable Valuation as of March 15, 2022.....	\$ 0.90	
Single-Family Homes (including 26 under construction) as of March 15, 2022.....	164	(j)

- 
- (a) Represents the assessed valuation of all taxable property within the District as of January 1, 2021, as provided by the Appraisal District (herein defined). See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Appraisal District for informational purposes only, this amount represents an estimate of all taxable property within the District as of March 15, 2022, and includes an estimate of values resulting from the construction of taxable improvements from January 1, 2021, through March 15, 2022. No taxes will be levied against this amount. See "TAX DATA" and "TAXING PROCEDURES."
- (c) See "DISTRICT DEBT - Direct and Estimated Overlapping Debt Statement."
- (d) At the delivery of the Utility Bonds, capitalized interest on the Utility Bonds will be deposited into the Utility System Debt Service Fund. Neither Texas law nor the Utility Bond Order requires that the District maintain any particular sum in the Utility System Debt

Service Fund. Funds in the Utility System Debt Service Fund are not available to pay debt service on bonds issued for the Road System, including the Road Bonds.

- (e) At the delivery of the Road Bonds, six (6) months of capitalized interest on the Road Bonds will be deposited into the Road System Debt Service Fund. Neither Texas law nor the Road Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued for the Utility System, including the Utility Bonds.
- (f) \$185,000 of such funds will be used, as surplus funds, to finance projects being financed with proceeds from the Utility Bonds.
- (g) See "RISK FACTORS – Operating Funds."
- (h) The District is authorized to levy separate taxes to pay debt service on bonds issued for the Utility System and to pay debt service on bonds issued for the Road System; both such taxes are unlimited as to rate or amount.
- (i) Requirement of debt service on the Outstanding Bonds and the Bonds. See "DISTRICT DEBT – Debt Service Requirement Schedule."
- (j) Includes 137 occupied homes and one (1) model home.

**Debt Service Requirement Schedule**

The following schedule sets forth the total debt service requirements of the Outstanding Bonds, plus the principal and interest requirements of the Bonds. Totals may not sum due to rounding.

Year	Outstanding Debt Service (a)	The Utility Bonds			The Road Bonds			Total Debt Service
		Principal	Interest	Total Debt Service	Principal	Interest	Total Debt Service	
2022	\$ 54,554	\$ -	\$ 13,865	\$ 13,865	\$ -	\$ 29,466	\$ 29,466	\$ 97,885
2023	229,108	45,000	64,825	109,825	75,000	137,763	212,763	551,695
2024	226,883	45,000	61,900	106,900	75,000	132,888	207,888	541,670
2025	229,553	45,000	58,975	103,975	80,000	128,013	208,013	541,540
2026	232,053	50,000	56,050	106,050	85,000	122,813	207,813	545,915
2027	234,323	45,000	52,800	97,800	85,000	117,288	202,288	534,410
2028	231,353	50,000	50,100	100,100	90,000	111,763	201,763	533,215
2029	233,248	50,000	47,100	97,100	95,000	105,913	200,913	531,260
2030	234,888	55,000	44,100	99,100	100,000	99,738	199,738	533,725
2031	236,263	50,000	40,800	90,800	100,000	93,238	193,238	520,300
2032	237,513	50,000	37,800	87,800	105,000	86,738	191,738	517,050
2033	243,219	50,000	35,800	85,800	110,000	82,275	192,275	521,294
2034	238,519	55,000	33,800	88,800	115,000	77,600	192,600	519,919
2035	238,694	55,000	31,600	86,600	120,000	73,000	193,000	518,294
2036	238,594	55,000	29,400	84,400	125,000	68,200	193,200	516,194
2037	243,344	55,000	27,200	82,200	130,000	63,200	193,200	518,744
2038	242,794	60,000	25,000	85,000	135,000	58,000	193,000	520,794
2039	237,006	65,000	22,600	87,600	140,000	52,600	192,600	517,206
2040	241,219	65,000	20,000	85,000	150,000	47,000	197,000	523,219
2041	239,875	65,000	17,400	82,400	155,000	41,000	196,000	518,275
2042	243,375	70,000	14,800	84,800	160,000	34,800	194,800	522,975
2043	241,556	70,000	12,000	82,000	165,000	28,400	193,400	516,956
2044	239,581	75,000	9,200	84,200	175,000	21,800	196,800	520,581
2045	242,450	75,000	6,200	81,200	180,000	14,800	194,800	518,450
2046	-	80,000	3,200	83,200	190,000	7,600	197,600	280,800
<b>Total</b>	<b>\$ 5,509,959</b>	<b>\$ 1,380,000</b>	<b>\$ 816,515</b>	<b>\$ 2,196,515</b>	<b>\$ 2,940,000</b>	<b>\$ 1,835,891</b>	<b>\$ 4,775,891</b>	<b>\$ 12,482,365</b>

(a) Outstanding debt service at the delivery of the Bonds.

Average Annual Debt Service Requirement (2022-2046).....	\$ 499,295
Maximum Annual Debt Service Requirement (2023).....	\$ 551,695

**Direct and Estimated Overlapping Debt Statement**

Other governmental entities whose boundaries overlap the District have outstanding bonds payable from ad valorem taxes. The following statement of direct and estimated overlapping ad valorem tax debt was developed from information contained in "Texas Municipal Reports," published by the Municipal Advisory Council of Texas, or other available information. Except for the amount relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person is entitled to rely upon such information as being accurate or complete. Furthermore, certain of the entities listed below may have issued additional bonds since the dates stated in this table, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot presently be determined. Political subdivisions overlapping the District are authorized by Texas law to levy and collect ad valorem taxes for operation, maintenance, and/or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes.

Taxing Jurisdiction	Outstanding Debt as of March 31, 2022	Estimated Overlapping Debt	
		Percent	Amount
Denton County	\$ 572,620,000	0.03%	\$ 164,752
Krum Independent School District	33,190,368	3.50%	<u>1,162,703</u>
Total Estimated Overlapping Debt			\$ 1,327,455
The District (a)			<u>\$ 8,215,000</u>
Total Direct and Estimated Overlapping Debt (a)			\$ 9,542,455

(a) Includes the Outstanding Bonds and the Bonds.

**Debt Ratios**

Direct Debt Ratios (a):

As a Percentage of the 2021 Assessed Taxable Valuation.....	22.48 %
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	12.70 %

Direct and Estimated Overlapping Debt Ratios (a):

As a Percentage of the 2021 Assessed Taxable Valuation.....	26.11 %
As a Percentage of the Estimated Assessed Taxable Valuation as of March 15, 2022.....	14.75 %

(a) Includes the Outstanding Bonds and the Bonds.

**TAXING PROCEDURES**

Set forth below is a summary of certain provisions of the Property Tax Code (herein defined) relating to the District’s ability to levy and collect property taxes on property within the District. Provisions of the Property Tax Code are complex and are not fully summarized herein. Reference is made to the Property Tax Code for more complete information, including the identification of property subject to taxation; property exempt or which may be exempted from taxation, if claimed; the appraisal of property for ad valorem tax purposes, and the procedures and limitations applicable to the levy and collection of ad valorem taxes.

**Authority to Levy Taxes**

The Board is authorized to levy two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, against all taxable property in the District in sufficient amount to pay the principal of and interest on the Bonds and any additional bonds payable from taxes which the District may hereafter issue (see "RISK FACTORS – Future Debt"), and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Orders to levy such a tax from year to year as described more fully under "THE BONDS – Source of Payment." Under Texas law, the Board may also levy and collect annual ad valorem taxes for the operation and maintenance of the District and the Utility System, and for the payment of certain contractual obligations. See "TAX DATA – Maintenance Taxes."

## **Property Tax Code and County-Wide Appraisal District**

Title I of the Texas Tax Code (the “Property Tax Code”) specifies the taxing procedures of all political subdivisions of Texas. Provisions of the Property Tax Code are complex and are not fully summarized herein. The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The Denton Central Appraisal District (the “Appraisal District”) has the responsibility of appraising property for all taxing units within the County. Such appraisal values will be subject to review and change by the Denton County Appraisal Review Board (the “Appraisal Review Board”). The appraisal roll, as approved by the Appraisal Review Board, will be used by the District in establishing its tax rolls and tax rate.

## **Property Subject to Taxation by the District**

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by Texas or its political subdivisions, if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies and personal effects; certain goods, wares, and merchandise in transit; certain farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; and most individually-owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons 65 years or older and certain disabled persons, to the extent deemed advisable by the Board. The District may be required to offer such exemptions if a majority of voters approve same at an election. The District would be required to call an election upon petition by 20% of the number of qualified voters who voted in the preceding election. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District’s obligation to pay tax supported debt incurred prior to adoption of the exemption by the District. Furthermore, the District must grant exemptions to disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces, if requested, but only to the maximum extent of between \$5,000 and \$12,000 depending upon the disability rating of the veteran claiming the exemption. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran’s residence homestead. Furthermore, qualifying surviving spouses of persons 65 years of age and older are entitled to receive a resident homestead exemption equal to the exemption received by the deceased spouse. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran’s residence homestead is also entitled to an exemption from taxation of the appraised value of the same property to which the disabled veteran’s exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran’s disability rating if the residence homestead was donated by a charitable organization. This exemption will also apply to a residence homestead that was donated by a charitable organization at some cost to such veterans. Also, the surviving spouse of a member of the armed forces who was killed in action is entitled to an exemption of the appraised value of the surviving spouse’s residence homestead if the surviving spouse has not remarried since the service member’s death and said property was the service member’s residence homestead at the time of death. Such exemption may be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

The surviving spouse of a first responder who is killed or fatally injured in the line of duty is entitled to an exemption of the appraised value of the surviving spouse’s residence homestead if the surviving spouse has not remarried since the first responder’s death, and said property was the first responder’s residence homestead at the time of death. Such exemption would be transferred to a subsequent residence homestead of the surviving spouse, if the surviving spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received. For the 2021 tax year, the District did not grant an exemption for persons over 65 years of age and for disabled persons.

**Residential Homestead Exemptions:** The Property Tax Code authorizes the governing body of each political subdivision in Texas to exempt up to 20% of the appraised market value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but must be adopted by before July 1. The District has never adopted a homestead exemption.

**Freeport Goods and Goods-in-Transit Exemption:** A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing, or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2013 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one (1) or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

### **Tax Abatement**

The County may designate all or part of the area within the District as a reinvestment zone. Thereafter, the County and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed value of property covered by the agreement over its assessed value in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions. At this time, the County has not designated any of the area within the District as a reinvestment zone.

### **Valuation of Property for Taxation**

Generally, property in the District must be appraised by the Appraisal District at market value as of January 1 of each year. Once an appraisal roll is prepared and finally approved by the Appraisal Review Board, it is used by the District in establishing its tax rolls and tax rate. Assessments under the Property Tax Code are to be based on 100% of market value, as such is defined in the Property Tax Code. Nevertheless, certain land may be appraised at less than market value, as such is defined in the Property Tax Code. The Texas Constitution limits increases in the appraised value of residence homesteads to 10% annually regardless of the market value of the property.

The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all property in the Appraisal District at least

once every three (3) years. It is not known what frequency of reappraisals will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county wide basis. The District, however, at its expense, has the right to obtain from the Appraisal District a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the Appraisal District chooses to formally include such values on its appraisal roll.

### **Reappraisal of Property After Disaster**

The Property Tax Code provides for a temporary exemption from ad valorem taxation of a portion of the appraised value of certain property that is at least 15% damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the disaster. Upon receipt of an application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

### **Agricultural, Open Space, Timberland, and Inventory Deferment**

The Property Tax Code permits land designated for agricultural use (including wildlife management), open space, or timberland to be appraised at its value based on the land's capacity to produce agriculture or timber products rather than at its fair market value. The Property Tax Code permits, under certain circumstances, that residential real property inventory held by a person in the trade or business be valued at the price all such property would bring if sold as a unit to a purchaser who would continue the business. Landowners wishing to avail themselves of any of such designations must apply for the designation, and the Appraisal District is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by some political subdivisions and not as to others. If a claimant receives the designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use for the three (3) years prior to the loss of the designation for agricultural, timberland, or open space land. See "TAX DATA - Analysis of Tax Base."

### **District and Taxpayer Remedies**

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a timely petition for review in district court. In such event, the property value in question may be determined by the court, or by a jury, if requested by any party. Additionally, taxing units may bring suit against the Appraisal District to compel compliance with the Property Tax Code.

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the District and provides for taxpayer referenda which could result in the repeal of certain tax increases. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

### **Levy and Collection of Taxes**

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent

tax incurs a penalty of 6% of the amount of the tax for the first calendar month it is delinquent, plus 1% for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of 12% regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, 60 days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of 1% for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, which may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of taxes, penalties, and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is (i) 65 years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continue to accrue during the period of deferral.

### **Rollback of Operation and Maintenance Tax Rate**

Chapter 49 of the Texas Water Code classifies districts differently based on the current maintenance and operations tax rate or on the percentage of build-out that the District has completed. Districts that have adopted a maintenance and operations tax rate for the current year that is 2.5 cents or less per \$100 of taxable value are classified as "Special Taxing Units." Districts that have financed, completed, and issued bonds to pay for all improvements and facilities necessary to serve at least 95% of the projected build-out of the district are classified as "Developed Districts." Districts that do not meet either of the classifications previously discussed can be classified as "Developing Districts." The impact each classification has on the ability of a district to increase its maintenance and operations tax rate is described for each classification below. Debt service and contract tax rates cannot be reduced by a rollback election held within any of the districts described below.

#### *Special Taxing Units*

Special Taxing Units that adopt a total tax rate that would impose more than 1.08 times the amount of the total tax imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are required to hold an election within the district to determine whether to approve the adopted total tax rate. If the adopted total tax rate is not approved at the election, the total tax rate for a Special Taxing Unit is the current year's debt service and contract tax rate plus 1.08 times the previous year's maintenance and operations tax rate.

#### *Developed Districts*

Developed Districts that adopt a total tax rate that would impose more than 1.035 times the amount of the total tax imposed by the district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions for the preceding tax year, plus any unused increment rates, as calculated and described in Section 26.013 of the Tax Code, are required to hold an election within the district to determine whether to approve the adopted total tax rate. If the adopted total tax rate is not approved at the election, the total tax rate for a Developed District is the current year's debt service and contract tax rate plus 1.035 times the previous year's maintenance and operations tax rate plus any unused increment rates. In addition, if any part of a Developed District lies within an area declared for disaster by the Governor or the President, alternative procedures and rate limitations may apply for a temporary period. If a district qualifies as both a Special Taxing Unit and a Developed District, the district will be subject to the maintenance and operations tax threshold applicable to Special Taxing Units.

#### *Developing Districts*

Districts that do not meet the classification of a Special Taxing Unit or a Developed District can be classified as Developing Districts. The qualified voters of these districts, upon the Developing District's adoption of a total

tax rate that would impose more than 1.08 times the amount of the total tax rate imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are authorized to petition for an election to reduce the maintenance and operations tax rate. If an election is called and passes, the total tax rate for Developing Districts is the current year's debt service and contract tax rate plus 1.08 times the previous year's maintenance and operations tax rate.

*The District*

For the 2021 tax year, the Board designated the District as a Developing District. For future years, a determination as to a district's status as a Special Taxing Unit, Developed District, or Developing District will be made by the Board on an annual basis. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

**District's Rights in the Event of Tax Delinquencies**

Taxes levied by the District are a personal obligation of the owner of the property as of January 1 of the year in which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of Texas and each taxing unit, including the District, having the power to tax the property. The District's tax lien is on a parity with the tax liens of other such taxing units. A tax lien on real property takes priority over the claims of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by federal law. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights or by bankruptcy proceedings which restrict the collection of taxpayer debts. A taxpayer may redeem property within six (6) months for commercial property and two (2) years for residential and other types of property after the purchaser's deed at the foreclosure sale is filed in the county records.

**TAX DATA**

**General**

Taxable property in the District is subject to the assessment, levy, and collection by the District of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds (and any future tax-supported bonds which may be issued from time to time as authorized). Taxes are levied by the District each year against the District's assessed value as of January 1 of that year. Taxes become due October 1 of such year, or when billed, and generally become delinquent after January 31 of the following year. The Board covenants in the Bond Orders to assess and levy for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds. The actual rate of such tax will be determined from year to year as a function of the District's tax base, its debt service requirements, and available funds. In addition, the District has the power and authority to assess, levy, and collect ad valorem taxes, in an unlimited amount, for operation and maintenance purposes. For the 2021 tax year, the District levied a Utility System debt service tax rate of \$0.385 per \$100 of assessed taxable valuation; a Road System debt service tax rate of \$0.245 per \$100 of assessed taxable valuation; and a maintenance and operation tax rate of \$0.370 per \$100 of assessed taxable valuation.

**Tax Rate Limitation**

Debt Service: ..... Unlimited (no legal limit as to rate or amount).  
Maintenance and Operation: ..... \$1.00 per of \$100 assessed taxable valuation.



### Debt Service Taxes

The Board covenants in the Bond Orders to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. For the 2021 tax year, the District levied a Utility System debt service tax rate of \$0.385 per \$100 of assessed taxable valuation and a Road System debt service tax rate of \$0.245 per \$100 of assessed taxable valuation.

At the delivery of the Utility Bonds, capitalized interest on the Utility Bonds will be deposited into the Utility System Debt Service Fund. At the delivery of the Road Bonds, six (6) months of capitalized interest on the Road Bonds will be deposited into the Road System Debt Service Fund.

### Maintenance Taxes

The Board has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District's improvements if such maintenance tax is authorized by vote of the District's electors. The Board is authorized by the District's voters to levy such maintenance tax in an amount not to exceed \$1.00 per \$100 of assessed taxable valuation. Such tax, when levied, is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and any parity bonds which may be issued in the future. For the 2021 tax year, the District levied a maintenance and operation tax rate of \$0.370 per \$100 of assessed taxable valuation. See "TAX DATA - Tax Rate Distribution."

### Tax Exemption

As discussed in the section entitled "TAXING PROCEDURES" herein, certain property in the District may be exempt from taxation by the District. The District does not exempt any percentage of the market value of any residential homesteads from taxation.

### Additional Penalties

The District has contracted with a delinquent tax attorney to collect certain delinquent taxes. In connection with that contract, the District established an additional penalty of 20% of the tax to defray the costs of collection. This 20% penalty applies to taxes that either; (1) become delinquent on or after February 1 of a year, but not later than May 1 of that year, and that remain delinquent on April 1 (for personal property) and July 1 (for real property) of the year in which they become delinquent or (2) become delinquent on or after June 1, pursuant to the Property Tax Code.

### Historical Tax Collections

The following represents the historical tax collections for the District's 2018-2021 tax years.

Tax Year	Assessed Valuation	Tax Rate (a)	Adjusted Levy	Collections Current Year	Fiscal Year Ending	Collections as of 03/31/2022
2018	\$ 450,552	\$ 1.000000	\$ 4,506	100.00%	2019	100.00%
2019	5,446,847	1.000000	54,468	100.00%	2020	100.00%
2020	18,932,957	1.000000	189,330	97.97%	2021	100.00%
2021	36,542,983	1.000000	365,430	97.70%	2022	97.70%

(a) Total tax rate per \$100 of assessed taxable valuation. See "TAX DATA - Tax Rate Distribution."

**Tax Rate Distribution**

The following represents the components of the tax rate for the District’s 2018-2021 tax years.

	2021	2020	2019	2018
Utility System Debt Service	\$ 0.385	\$ 0.250	\$ 0.000	\$ 0.000
Road System Debt Service	0.245	0.000	0.000	0.000
Maintenance and Operation	<u>0.370</u>	<u>0.750</u>	<u>1.000</u>	<u>1.000</u>
Total	\$ 1.000	\$ 1.000	\$ 1.000	\$ 1.000

**Analysis of Tax Base**

The following represents the type of property comprising the District’s 2018-2021 tax rolls, as certified by the Appraisal District.

Type of Property	2021 Assessed Taxable Valuation	2020 Assessed Taxable Valuation	2019 Assessed Taxable Valuation	2018 Assessed Taxable Valuation
Land	\$ 13,801,660	\$ 6,762,769	\$ 5,188,709	\$ 423,625
Improvements	24,674,369	12,981,648	258,138	26,927
Personal Property	472	-	-	-
Exemptions	<u>(1,933,518)</u>	<u>(811,460)</u>	<u>-</u>	<u>-</u>
Total	\$ 36,542,983	\$ 18,932,957	\$ 5,446,847	\$ 450,552

**Principal Taxpayers**

The following represents the principal taxpayers on the District’s 2021 tax roll, as certified by the Appraisal District.

Taxpayer	Type of Property	Assessed Taxable Valuation 2021 Tax Roll	Percentage of 2021 Assessed Taxable Valuation
RIVERSIDE HOMEBUILDERS LTD (a)	Land and Improvements	\$ 3,928,478	10.75%
MIDWAY/380 LLC (b)	Land and Improvements	1,274,644	3.49%
HOMEOWNER	Land and Improvements	419,087	1.15%
HOMEOWNER	Land and Improvements	418,285	1.14%
HOMEOWNER	Land and Improvements	417,921	1.14%
HOMEOWNER	Land and Improvements	417,896	1.14%
HOMEOWNER	Land and Improvements	416,607	1.14%
HOMEOWNER	Land and Improvements	416,582	1.14%
HOMEOWNER	Land and Improvements	416,582	1.14%
HOMEOWNER	Land and Improvements	<u>411,977</u>	<u>1.13%</u>
Total		\$ 8,538,059	23.36%

(a) See “DEVELOPMENT OF THE DISTRICT – Homebuilder in the District.”

(b) See “PRINCIPAL LANDOWNER/DEVELOPER.”

**Tax Rate Calculations**

The tax rate calculations set forth below are presented to indicate the debt service tax rates per \$100 of assessed taxable valuation which would be required to meet certain debt service requirements of the Outstanding Bonds and the Bonds if no growth in the District’s tax base occurs beyond the 2021 assessed taxable valuation (\$36,542,983) or the estimated assessed taxable valuation as of March 15, 2022 (\$64,704,000). The calculations assume collection of 95% of taxes levied and the sale of no additional bonds by the District.

Average Annual Debt Service Requirement (2022-2046).....	\$	499,295
Tax Rate of \$1.44 on the 2021 Assessed Taxable Valuation Produces.....	\$	499,908
Tax Rate of \$0.82 on the Estimated Assessed Taxable Valuation as of		
March 15, 2022, Produces .....	\$	504,044
Maximum Annual Debt Service Requirement (2023).....	\$	551,695
Tax Rate of \$1.59 on the 2021 Assessed Taxable Valuation Produces.....	\$	551,982
Tax Rate of \$0.90 on the Estimated Assessed Taxable Valuation as of		
March 15, 2022, Produces .....	\$	553,219

**Estimated Overlapping Taxes**

Property within the District is subject to taxation by several taxing authorities in addition to the District. Under Texas law, if ad valorem taxes levied by a taxing authority become delinquent, a lien is created upon the property which has been taxed. A tax lien on property in favor of the District is on a parity with tax liens of other taxing jurisdictions. In addition to ad valorem taxes required to make debt service payments on bonded debt of the District and of such other jurisdictions, certain taxing jurisdictions are authorized by Texas law to assess, levy, and collect ad valorem taxes for operation, maintenance, administrative, and/or general revenue purposes. See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement."

Set forth below is an estimation of all taxes per \$100 of assessed taxable valuation levied by such jurisdictions. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions, or any other charges made by entities other than political subdivisions. The following chart includes the 2021 taxes per \$100 of assessed taxable valuation levied by all such taxing jurisdictions.

<u>Taxing Jurisdiction</u>	<u>2021 Tax Rate</u>
The District	\$ 1.000000
Denton County	0.233086
Krum Independent School District	<u>1.344930</u>
Total	\$ 2.578016

**LEGAL MATTERS**

**Legal Opinions**

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and binding obligations of the District payable from the proceeds of two (2) separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied against all taxable property in the District. Issuance of the Bonds is also subject to the legal opinion of Bond Counsel that, based upon examination of the transcript of the proceedings incident to authorization and issuance of the Bonds, the Bonds are valid and legally binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors’ rights or the exercise of judicial discretion in accordance with general principles of equity, and are payable from annual ad valorem taxes, which are not limited by applicable law in rate or amount, levied against all property within the District which is not exempt from taxation by or under applicable law. The legal opinion will further state that the interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings, and court decisions as described below under “TAX MATTERS.” The legal opinion of Bond Counsel will be printed on the Bonds, if certificated Bonds are issued. Such opinions will express no opinion with respect to the sufficiency of the

security for or the marketability of the Bonds. Certain legal matters will be passed upon for the District by Disclosure Counsel.

### **No-Litigation Certificate**

The District will furnish the Initial Purchasers a certificate, dated as of the date of delivery of the Bonds, executed by both the President and Secretary of the Board, to the effect that no litigation of any nature has been filed or is to their knowledge then pending or threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the issuance, execution or delivery of the Bonds; affecting the provisions made for the payment of security for the Bonds; in any manner questioning the authority or proceedings for the issuance, execution or delivery of the Bonds; or affecting the validity of the Bonds.

### **No Material Adverse Change**

The obligations of the Initial Purchasers to take and pay for the Bonds, and of the District to deliver the Bonds, are subject to the condition that, up to the time of delivery of and receipt of payment for the Bonds, there shall have been no material adverse change in the condition (financial or otherwise) of the District subsequent to the date of sale from that set forth or contemplated in the Preliminary Official Statement, as it may have been supplemented or amended through the date of sale.

## **TAX MATTERS**

### **Tax Exemption**

On the date of initial delivery of the Bonds, Coats Rose, P.C., Dallas, Texas, Bond Counsel, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Code. Except as stated above, Bond Counsel will express no opinion as to any other federal, state, or local tax consequences of the purchase, ownership, or disposition of the Bonds.

In rendering its opinion, Bond Counsel will rely upon (a) certain information and representations of the District, including information and representations contained in the District's federal tax certificate and (b) covenants of the District contained in the Bond documents relating to certain matters, including arbitrage and the use of the proceeds of the Bonds and the property financed or refinanced therewith. Failure by the District to observe the aforementioned representations or covenants could cause the interest on the Bonds to become taxable retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the District with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the reliance on the aforementioned information, representations, and covenants. Bond Counsel's opinion is not a guarantee of a result. Existing Law is subject to change by Congress and to subsequent judicial and administrative interpretation by the courts and the Department of the Treasury. There can be no assurance that such Existing Law or the interpretation thereof will not be changed in a manner which would adversely affect the tax treatment of the purchase, ownership, or disposition of the Bonds.

A ruling was not sought from the Internal Revenue Service by the District with respect to the Bonds or the property financed or refinanced with proceeds of the Bonds. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the District as the taxpayer and the Registered

Owners may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

### **Federal Income Tax Accounting Treatment of Original Issue Discount**

The initial public offering price to be paid for one (1) or more maturities of the Bonds is less than the principal amount thereof or one (1) or more periods for the payment of interest on the Bonds is not equal to the accrual period or be in excess of one (1) year (the “Original Issue Discount Bonds”). In such event, the difference between (i) the “stated redemption price at maturity” of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond would constitute original issue discount. The “stated redemption price at maturity” means the sum of all payments to be made on the Bonds less the amount of all periodic interest payments. Periodic interest payments are payments which are made during equal accrual periods (or during any unequal period if it is the initial or final period) and which are made during accrual periods which do not exceed one (1) year.

Under Existing Law, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (as defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

In the event of the redemption, sale, or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner’s basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale, or other disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

The federal income tax consequences of the purchase, ownership, redemption, sale, or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. All owners of Original Issue Discount Bonds should consult their own tax advisors with respect to the determination for federal, state, and local income tax purposes of the treatment of interest accrued upon redemption, sale, or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local, and foreign tax consequences of the purchase, ownership, redemption, sale, or other disposition of such Original Issue Discount Bonds.

### **Collateral Federal Income Tax Consequences**

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership, or disposition of the Bonds. This discussion is based on Existing Law, which is subject to change or modification, retroactively.

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation. Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Bonds, if such obligation was acquired at a "market discount" and if the fixed maturity of such obligation is equal to, or exceeds, one (1) year from the date of issue. Such treatment applies to "market discount bonds" to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a de minimis amount of market discount is ignored. A "market discount bond" is one (1) which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the "revised issue price" (i.e., the issue price plus accrued original issue discount). The "accrued market discount" is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

### **Qualified Tax-Exempt Obligations for Financial Institutions**

Section 265(a) of the Code provides, in pertinent part, that interest paid or incurred by a taxpayer, including a "financial institution," on indebtedness incurred or continued to purchase or carry tax-exempt obligations is not deductible in determining the taxpayer's taxable income. Section 265(b) of the Code provides an exception to the disallowance of such deduction for any interest expense paid or incurred on indebtedness of a taxpayer that is a "financial institution" allocable to tax-exempt obligations, other than "private activity bonds," that are designated by a "qualified small issuer" as "qualified tax-exempt obligations." A "qualified small issuer" is any governmental issuer (together with any "on-behalf of" and "subordinate" issuers) who issues no more than \$10,000,000 of tax-exempt obligations during the calendar year. Section 265(b)(5) of the Code defines the term "financial institution" as any "bank" described in Section 585(a)(2) of the Code, or any person accepting deposits from the public in the ordinary course of such person's trade or business that is subject to federal or state supervision as a financial institution. Notwithstanding the exception to the disallowance of the deduction of interest on indebtedness related to "qualified tax-exempt obligations" provided by Section 265(b) of the Code, Section 291 of the Code provides that the allowable deduction to a "bank," as defined in Section 585(a)(2) of the Code, for interest on indebtedness incurred or continued to purchase "qualified tax-exempt obligations" shall be reduced by 20% as a "financial institution preference item."

The District designated the Bonds as "qualified tax-exempt obligations" within the meaning of section 265(b) of the Code. In furtherance of that designation, the District will covenant to take such action that would assure, or to refrain from such action that would adversely affect the treatment of the Bonds as "qualified tax-exempt obligations." Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000, there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligations might fail to satisfy the \$10,000,000 limitation and the Bonds would not be "qualified tax-exempt obligations."

### **CONTINUING DISCLOSURE OF INFORMATION**

The offering of the Bonds qualifies for the SEC Rule 15c2-12(d)(2) exemption from SEC Rule 15c2-12(b)(5) regarding the District's continuing disclosure obligations because the District does not have more than \$10,000,000 in aggregate amount of bonds outstanding and no person is committed by contract or other arrangement with respect to payment of the bonds. As required by the Rule, and in the Bond Orders, the District has made the following covenants for the benefit of the holders of the Bonds. The District is required to observe these covenants for so long as it remains obligated to pay the Bonds. Under the covenants, the District will be obligated to provide certain updated financial information and operating data annually, as well as timely notice of specified events, to the Municipal Securities Rulemaking Board or any successor to its function as a repository (the "MSRB"), through its Electronic Municipal Market Access ("EMMA") system.

## **Annual Reports**

The District will provide certain updated financial information and operating data, which is customarily prepared and publicly available, via EMMA annually. The information to be updated with respect to the District includes all quantitative financial information and operating data of the general type attached hereto as "APPENDIX A." The District will update and provide this information within six (6) months after the end of each fiscal year.

Any information so provided shall be prepared in accordance with generally accepted auditing standards or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such six-month period, and audited financial statements when the audit report becomes available.

The District's current fiscal year end is June 30. Accordingly, it must provide updated information by December 31 in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

## **Event Notices**

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten (10) days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the District or other obligated person within the meaning of SEC Rule 15c2-12 (the "Rule"); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or other obligated person within the meaning of the Rule, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person within the meaning of the Rule, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person within the meaning of the Rule, any of which reflect financial difficulties. The terms "material" and "financial obligation" when used in this paragraph shall have the meanings ascribed to them under federal securities laws. Neither the Bonds nor the Bond Orders make any provision for debt service reserves or liquidity enhancement. The term "financial obligation" when used in this paragraph shall have the meaning ascribed to it under federal securities laws including meaning a (i) debt obligation; (ii) derivative instrument entered into in connection with or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term "financial obligation" does not include municipal securities for which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule. In addition, the District will provide timely notice of any failure by the District to provide information, data, or financial statements in accordance with its agreement described above under "Annual Reports."

### **Availability of Information from EMMA**

The District has agreed to provide the information only to the MSRB. The MSRB has prescribed that such information must be filed via EMMA. The MSRB makes the information available to the public without charge and investors will be able to access continuing disclosure information filed with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org).

### **Limitations and Amendments**

The District has agreed to update information and to provide notices of certain events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

The District may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District or Developer, but only if (1) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances, and (2) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or (b) any qualified professional unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under "Annual Reports" an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided. The District may also amend or repeal its continuing disclosure agreement if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction enters judgment that such provisions of such Rule are invalid, and the District also may amend its continuing disclosure agreement in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not have prevented an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

### **Compliance with Prior Undertaking**

During the last five (5) years, the District has complied in all material respects with all continuing disclosure agreements made by it in accordance with the Rule.

## **OFFICIAL STATEMENT**

### **General**

The information contained in this Official Statement has been obtained primarily from the Developer, the District's records, the Engineer, the Tax Assessor/Collector, the Appraisal District, and other sources believed to be reliable; however, no representation is made as to the accuracy or completeness of the information contained herein, except as described below. The summaries of the statutes, resolutions, and engineering and other related reports set forth herein are included subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information.

The District's audited financial statements for the year ended June 30, 2021, were prepared by the Auditor and have been included as "APPENDIX A." The Auditor has consented to the publication of such financial statements in this Preliminary Official Statement. Such firm has been engaged to prepare the District financial statement for the fiscal year ending June 30, 2022.



## **Experts**

The information contained in this Official Statement relating to engineering and to the description of the Utility System, and, in particular, that engineering information included in the sections entitled "THE BONDS – Use and Distribution of Utility Bond Proceeds," "THE BONDS – Use and Distribution of Road Bond Proceeds," "THE DISTRICT – Description," "DEVELOPMENT OF THE DISTRICT – Status of Development in the District," and "THE SYSTEM" has been provided by the Engineer and has been included herein in reliance upon the authority of said firm as an expert in the field of civil engineering.

The information contained in this Official Statement relating to assessed values of property generally and, in particular, that information concerning collection rates and valuations contained in the sections captioned "TAX DATA" and "DISTRICT DEBT" was provided by the Tax Assessor/Collector and the Appraisal District. Such information has been included herein in reliance upon the Tax Assessor/Collector's authority as an expert in the field of tax collection and the Appraisal District's authority as an expert in the field of property appraisal.

## **Certification as to Official Statement**

The District, acting by and through its Board in its official capacity and in reliance upon the experts listed above, hereby certifies, as of the date hereof, that to the best of its knowledge and belief, the information, statements, and descriptions pertaining to the District and its affairs herein contain no untrue statements of a material fact and do not omit to state any material fact necessary to make the statements herein, in light of the circumstances under which they were made, not misleading. The information, descriptions, and statements concerning entities other than the District, including particularly other governmental entities, have been obtained from sources believed to be reliable, but the District has made no independent investigation or verification of such matters and makes no representation as to the accuracy or completeness thereof.

## **Updating of Official Statement**

If, subsequent to the date of the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchasers, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchasers elect to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchasers an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchasers; provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Initial Purchasers, unless the Initial Purchasers notify the District in writing on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time (but not more than 90 days after the date the District delivers the Bonds) until all of the Bonds have been sold to ultimate customers.

## **CONCLUDING STATEMENT**

The information set forth herein has been obtained from the District's records, audited financial statements, and other sources that are considered to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will ever be realized. All of the summaries of the statutes, documents, and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents, and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such summarized documents for further information. Reference is made to official documents in all respects.

This Official Statement was approved by the Board of Directors of Denton County Municipal Utility District No. 9 as of the date shown on the cover.

/s/ Stephen Coffey  
President, Board of Directors  
Denton County Municipal Utility District No. 9

ATTEST:

/s/ Colby Walding  
Secretary, Board of Directors  
Denton County Municipal Utility District No. 9

**APPENDIX A**  
**FINANCIAL STATEMENTS OF THE DISTRICT**

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9

DENTON COUNTY, TEXAS

ANNUAL AUDIT REPORT

JUNE 30, 2021

## C O N T E N T S

INDEPENDENT AUDITOR'S REPORT	1-2
MANAGEMENT'S DISCUSSION AND ANALYSIS	3-7
BASIC FINANCIAL STATEMENTS	
STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET	8
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES	9
NOTES TO THE FINANCIAL STATEMENTS	10-18
SUPPLEMENTARY INFORMATION	
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE, BUDGET AND ACTUAL, GENERAL FUND	19
SCHEDULE OF TEXAS SUPPLEMENTARY INFORMATION REQUIRED BY THE TEXAS COMMISSION ON ENVIRONMENTAL QUALITY	20
SCHEDULE OF SERVICES AND RATES	21
EXPENDITURES FOR THE YEAR ENDED JUNE 30, 2021	22
ANALYSIS OF CHANGES IN DEPOSITS, ALL GOVERNMENTAL FUND TYPES	23
TAXES LEVIED AND RECEIVABLE	24-25
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS	26-28
ANALYSIS OF CHANGES IN LONG-TERM BONDED DEBT	29
COMPARATIVE STATEMENTS OF REVENUES AND EXPENDITURES, GENERAL FUND	30
COMPARATIVE STATEMENTS OF REVENUES AND EXPENDITURES, DEBT SERVICE FUND	31
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS	32-33

# Mark C. Eyring, CPA, PLLC

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October 14, 2021

## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Denton County Municipal  
Utility District No. 9  
Denton County, Texas

I have audited the accompanying financial statements of the governmental activities and each fund of Denton County Municipal Utility District No. 9, as of and for the year ended June 30, 2021, which collectively comprise the District's basic financial statements, as listed in the table of contents, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

My responsibility is to express opinions on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risk of material misstatement of the financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinions.

### **Opinions**

In my opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each fund of Denton County Municipal Utility District No. 9 as of June 30, 2021, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

INDEPENDENT AUDITOR'S REPORT (Continued)**Emphasis of Matters**

As discussed in Note 6 of the Notes to the Financial Statements, the District's tax base is concentrated in a small number of taxpayers, including the District's developer. My opinions are not modified with respect to these matters.

**Other Matters**

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on Pages 3 to 7 and Schedule of Revenues, Expenditures and Changes in Fund Balance, Budget and Actual, General Fund, on Page 19 be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. I have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to my inquiries, the basic financial statements, and other knowledge I obtained during my audit of the basic financial statements. I do not express an opinion or provide any assurance on the information because the limited procedures do not provide me with sufficient evidence to express an opinion or provide any assurance.

My audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information on Pages 20 to 33 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Except for the portion marked "unaudited," the information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In my opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole. The supplementary information marked "unaudited" has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, I do not express an opinion or provide any assurance on it. The accompanying supplementary information includes financial data excerpted from prior year financial statements which were audited by my firm.

A handwritten signature in black ink, appearing to read "M. G. J.", is located in the lower right quadrant of the page.

## Management's Discussion and Analysis

### Using this Annual Report

Within this section of the Denton County Municipal Utility District No. 9 (the "District") annual report, the District's Board of Directors provides narrative discussion and analysis of the financial activities of the District for the fiscal year ended June 30, 2021.

The annual report consists of a series of financial statements plus additional supplemental information to the financial statements as required by the Texas Commission on Environmental Quality. In accordance with required reporting standards, the District reports its financial activities as a special-purpose government. Special-purpose governments are governmental entities which engage in a single governmental program. In the District's case, the single governmental program is provision of sewer, drainage and road services. The financial statements of special-purpose governments combine two types of financial statements into one statement. These two types of financial statements are the government-wide financial statements and the fund financial statements. The fund financial statements are presented on the left side of the statements, a column for adjustments is to the right of the fund financial statements, and the government-wide financial statements are presented to the right side of the adjustments column. The following sections describe the measurement focus of the two types of statements and the significant differences in the information they provide.

#### *Government-Wide Financial Statements*

The focus of government-wide financial statements is on the overall financial position and activities of the District. The District's government-wide financial statements include the statement of net position and statement of activities, which are prepared using accounting principles that are similar to commercial enterprises. The purpose of the statement of net position is to attempt to report all of the assets and liabilities owned by the District. The District reports all of its assets when it acquires or begins to maintain the assets and reports all of its liabilities when they are incurred.

The difference between the District's total assets and total liabilities is labeled as *net position* and this difference is similar to the total owners' equity presented by a commercial enterprise.

The purpose of the statement of activities is to present the revenues and expenses of the District. Again, the items presented on the statement of activities are measured in a manner similar to the approach used by a commercial enterprise in that revenues are recognized when earned or established criteria are satisfied and expenses are reported when incurred by the District. Thus, revenues are reported even when they may not be collected for several months or years after the end of the accounting period and expenses are recorded even though they may not have used cash during the current period.

Although the statement of activities looks different from a commercial enterprise's income statement, the financial statement is different only in format, not substance. Whereas the bottom line in a commercial enterprise is its net income, the District reports an amount described as *change in net position*, essentially the same thing.

#### *Fund Financial Statements*

Unlike government-wide financial statements, the focus of fund financial statements is directed to specific activities of the District rather than the District as a whole. Except for the General Fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties or governmental statutes or regulations.

Governmental fund financial statements consist of a balance sheet and statement of revenues, expenditures and change in fund balances and are prepared on an accounting basis that is significantly different from that used to prepare the government-wide financial statements.

In general, these financial statements have a short-term emphasis and, for the most part, measure and account for cash and other assets that can easily be converted into cash. For example, amounts reported on the balance sheet include items such as cash and receivables collectible within a very short period of time, but do not include capital assets such as land and water and sewer systems. Fund liabilities include amounts that are to be paid within a very short period after the end of the fiscal year. The difference between a fund's total assets and total liabilities is labeled the fund balance, and generally indicates the amount that can be used to finance the next fiscal year's activities. Likewise, the operating statement for governmental funds reports only those revenues and expenditures that were collected in cash or paid with cash, respectively, during the current period or very shortly after the end of the fiscal year.

Because the focus of the government-wide and fund financial statements are different, there are significant differences between the totals presented in these financial statements. For this reason, there is an analysis in Note 3 of the notes to the financial statements that reconciles the total fund balances to the amount of net position presented in the governmental activities column on the statement of net position. Also, there is an analysis in Note 3 of the notes to the financial statements that reconciles the total change in fund balances for all governmental funds to the change in net position as reported in the governmental activities column in the statement of activities.

### **Financial Analysis of the District as a Whole**

Financial Analysis of the District as a Whole begins with an understanding of how financial resources flow through the District's funds. Resources in the Capital Projects Fund are derived principally from proceeds of the sale of bonds, and expenditures for water, sewer, drainage and road systems from this fund are subject to the Rules of the Texas Commission on Environmental Quality and/or the Bond Orders. Resources in the Debt Service Fund are derived principally from the collection of property taxes and are used for the payment of tax collection costs and bond principal and interest. Resources in the General Fund are derived principally from property taxes and service revenues and are used to operate and maintain the system and to pay costs of administration of the District.

Management has financial objectives for each of the District's funds. The financial objective for the Capital Projects Fund is to spend the funds as necessary in accordance with the Rules of the Texas Commission on Environmental Quality. The financial objective for the Debt Service Fund is to levy the taxes necessary to pay the fiscal year debt service requirements plus the cost of levying and collecting taxes, leaving the appropriate fund balance as recommended by the District's financial advisor. The financial objective for the General Fund is to keep the fund's expenditures as low as possible while ensuring that revenues are adequate to cover expenditures and maintaining the fund balance that Management believes is prudent. Management believes that these financial objectives were met during the fiscal year.

Management believes that the required method of accounting for certain elements of the government-wide financial statements makes the government-wide financial statements as a whole not useful for financial analysis. In the government-wide financial statements, capital assets and depreciation expense have been required to be recorded at historical cost. Management's policy is to maintain the District's capital assets in a condition greater than or equal to the condition required by regulatory authorities, and management does not believe that depreciation expense is relevant to the management of the District. In the government-wide financial statements, certain non-cash costs of long-term debt are capitalized and amortized over the life of the related debt. Management believes that this required method of accounting is not useful for financial analysis of the District and prefers to consider the required cash flows of the debt as reported in the fund statements and the notes to the financial statements. In the government-wide financial statements, property tax revenues are required to be recorded in the fiscal year for which the taxes are levied, regardless of the year of collection. Management believes that the cash basis method of accounting for property taxes in the funds provides more useful financial information.



The following required summaries of the District's overall financial position and operations for the past two years are based on the information included in the government-wide financial statements. For the reasons described in the preceding paragraph, a separate analysis of the summaries is not presented.

Summary of Net Position

	<u>2021</u>	<u>2020</u>	<u>Change</u>
Current and other assets	\$ 541,265	\$ 69,026	\$ 472,239
Capital assets	3,292,419	5,208,931	(1,916,512)
Total assets	<u>3,833,684</u>	<u>5,277,957</u>	<u>(1,444,273)</u>
Long-term liabilities	7,166,840	4,466,609	2,700,231
Other liabilities	47,978	876,312	(828,334)
Total liabilities	<u>7,214,818</u>	<u>5,342,921</u>	<u>1,871,897</u>
Net position:			
Invested in capital assets, net of related debt	(3,667,885)	(46,642)	(3,621,243)
Restricted	224,942	6,227	218,715
Unrestricted	61,809	(24,549)	86,358
Total net position	<u>\$ (3,381,134)</u>	<u>\$ (64,964)</u>	<u>\$ (3,316,170)</u>

Summary of Changes in Net Position

	<u>2021</u>	<u>2020</u>	<u>Change</u>
Revenues:			
Property taxes, including related penalty and interest	\$ 189,540	\$ 54,541	\$ 134,999
Other	110	0	110
Total revenues	<u>189,650</u>	<u>54,541</u>	<u>135,109</u>
Expenses:			
Service operations	3,116,235	39,619	3,076,616
Debt service	389,585	40,415	349,170
Total expenses	<u>3,505,820</u>	<u>80,034</u>	<u>3,425,786</u>
Change in net position	(3,316,170)	(25,493)	(3,290,677)
Net position, beginning of year	<u>(64,964)</u>	<u>(39,471)</u>	<u>(25,493)</u>
Net position, end of year	<u>\$ (3,381,134)</u>	<u>\$ (64,964)</u>	<u>\$ (3,316,170)</u>

**Financial Analysis of the District's Funds**

The District's combined fund balances as of the end of the fiscal year ended June 30, 2021, were \$519,275, an increase of \$461,561 from the prior year.

The General Fund balance increased by \$83,473, in accordance with the District's financial plan.

The Debt Service Fund balance increased by \$170,408, in accordance with the District's financial plan.

The Capital Projects Fund balance increased by \$207,680, as proceeds from the District's Series 2020 utility bonds and Series 2020 road bonds exceeded authorized expenditures and the repayment of the Series 2020 Bond Anticipation Note.

### General Fund Budgetary Highlights

The Board of Directors did not amend the budget during the fiscal year. The District's budget is primarily a planning tool. Accordingly, actual results varied from the budgeted amounts. A comparison of actual to budgeted amounts is presented on Page 19 of this report. The budgetary fund balance as of June 30, 2021, was expected to be \$142,651 and the actual end of year fund balance was negative \$134,960.

### Capital Asset and Debt Administration

#### Capital Assets

Capital assets held by the District at the end of the current and previous fiscal years are summarized as follows:

	<u>Capital Assets (Net of Accumulated Depreciation)</u>		
	<u>2021</u>	<u>2020</u>	<u>Change</u>
Construction in progress	\$ 3,292,419	\$ 5,208,931	\$ (1,916,512)

Changes to capital assets during the fiscal year ended June 30, 2021, are summarized as follows:

Additions:		
Utilities and roads constructed by developer		\$ 1,143,825
Decreases:		
Transfer of constructed utilities and roads to other entities		<u>(3,060,337)</u>
Net change to capital assets		<u>\$ (1,916,512)</u>

#### Debt

Subsequent to June 30, 2021, the District issued its \$1,135,000 Series 2021 Bond Anticipation Note (the "BAN") in the amount of \$1,135,000 on September 30, 2021. The BAN bears interest at 2.00% per annum and matures on or before September 30, 2022. The BAN will be repaid from the proceeds of a future bond sale.

Changes in the bonded debt position of the District during the fiscal year ended July 31, 2020, are summarized as follows:

Bonded debt payable, beginning of year	\$ 0
Utility bonds sold	2,400,000
Road bonds sold	1,495,000
Bonded debt payable, end of year	<u>\$ 3,895,000</u>

At June 30, 2021, the District had \$12,030,867 unlimited tax bonds authorized but unissued for water, sanitary sewer and drainage purposes and \$12,634,376 for road purposes authorized but unissued.

The District's bonds are not rated or insured.

As further described in Note 5 of the notes to the financial statements, the developer within the District has advanced funds to the District to cover initial operating deficits. As of June 30, 2021, the cumulative amount of developer advances for this purpose was \$76,036.

As further described in Note 5 of the notes to the financial statements, the developer within the District is constructing roads and water, sewer and drainage facilities on behalf of the District under the terms of contracts with the District. The District has agreed to purchase these facilities from the proceeds of future bond issues subject to the approval of the Texas Commission on Environmental Quality. At June 30, 2021, the estimated amount due to the developer was \$3,292,419.

#### **ADDITIONAL RELEVANT FACTORS**

##### *Property Tax Base*

The District's tax base increased approximately \$13,865,000 for the 2020 tax year primarily due to the addition of new homes and property to the tax base.

The District's tax base is concentrated in a small number of taxpayers. The District's developer owns a substantial portion of land within the District. If any one of the principal District taxpayers did not pay taxes due, the District might need to levy additional taxes or use other debt service funds available to meet the debt service obligations described in Note 5 of the Notes to the Financial Statements.

##### *Water Supply Issues*

The District lies entirely within the area for which the Certificate of Convenience and Necessity ("CCN") for retail water service has been issued to Aqua Texas, Inc. ("Aqua"). As such, Aqua provides retail water service within the District in accordance with Aqua's rate order.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9

STATEMENT OF NET POSITION AND GOVERNMENTAL FUNDS BALANCE SHEET

JUNE 30, 2021

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments (Note 3)</u>	<u>Statement of Net Position</u>
<b>ASSETS</b>						
Cash, including interest-bearing accounts, Note 7	\$ 187,509	\$ 123,956	\$ 213,907	\$ 525,372	\$	\$ 525,372
Receivables:						
Property taxes	2,885	962		3,847		3,847
Other	46			46		46
Prepaid bond expenditures	12,000			12,000		12,000
Due from other fund		46,452		46,452	(46,452)	0
Capital assets, net of accumulated depreciation, Note 4:						
Capital assets not being depreciated				0	3,292,419	3,292,419
<b>Total assets</b>	<b><u>\$ 202,440</u></b>	<b><u>\$ 171,370</u></b>	<b><u>\$ 213,907</u></b>	<b><u>\$ 587,717</u></b>	<b><u>3,245,967</u></b>	<b><u>3,833,684</u></b>
<b>LIABILITIES</b>						
Accounts payable	\$ 18,143	\$	\$	\$ 18,143		18,143
Accrued interest payable				0	36,369	36,369
Due to other fund	46,452			46,452	(46,452)	0
Long-term liabilities, Note 5:						
Due within one year				0	(6,534)	(6,534)
Due in more than one year				0	7,166,840	7,166,840
<b>Total liabilities</b>	<b><u>64,595</u></b>	<b><u>0</u></b>	<b><u>0</u></b>	<b><u>64,595</u></b>	<b><u>7,150,223</u></b>	<b><u>7,214,818</u></b>
<b>DEFERRED INFLOWS OF RESOURCES</b>						
Property tax revenues	<u>2,885</u>	<u>962</u>	<u>0</u>	<u>3,847</u>	<u>(3,847)</u>	<u>0</u>
<b>FUND BALANCES / NET POSITION</b>						
Fund balances:						
Restricted for bond interest, Note 5		123,966		123,966	(123,966)	0
Assigned to:						
Debt service		46,442		46,442	(46,442)	0
Capital projects			213,907	213,907	(213,907)	0
Unassigned	<u>134,960</u>			<u>134,960</u>	<u>(134,960)</u>	<u>0</u>
<b>Total fund balances</b>	<b><u>134,960</u></b>	<b><u>170,408</u></b>	<b><u>213,907</u></b>	<b><u>519,275</u></b>	<b><u>(519,275)</u></b>	<b><u>0</u></b>
<b>Total liabilities, deferred inflows, and fund balances</b>	<b><u>\$ 202,440</u></b>	<b><u>\$ 171,370</u></b>	<b><u>\$ 213,907</u></b>	<b><u>\$ 587,717</u></b>		
<b>Net position:</b>						
Invested in capital assets, net of related debt, Note 4					(3,667,885)	(3,667,885)
Restricted for debt service					11,035	11,035
Restricted for capital projects					213,907	213,907
Unrestricted					<u>61,809</u>	<u>61,809</u>
<b>Total net position</b>					<b><u>\$ (3,381,134)</u></b>	<b><u>\$ (3,381,134)</u></b>

The accompanying notes are an integral part of the financial statements.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9

STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS REVENUES, EXPENDITURES, AND  
CHANGES IN FUND BALANCES

FOR THE YEAR ENDED JUNE 30, 2021

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>	<u>Adjustments (Note 3)</u>	<u>Statement of Activities</u>
<b>REVENUES</b>						
Property taxes	\$ 139,241	\$ 46,414	\$	\$ 185,655	\$ 3,847	\$ 189,502
Penalty and interest	110	38		148		148
Accrued interest on bonds received at date of sale		<u>4,243</u>		<u>4,243</u>	<u>(4,243)</u>	<u>0</u>
Total revenues	<u>139,351</u>	<u>50,695</u>	<u>0</u>	<u>190,046</u>	<u>(396)</u>	<u>189,650</u>
<b>EXPENDITURES / EXPENSES</b>						
Service operations:						
Professional fees	36,178			36,178		36,178
Contracted services	9,540			9,540		9,540
Administrative expenditures	10,160	10	10	10,180		10,180
Capital outlay / non-capital outlay			2,241,979	2,241,979	818,358	3,060,337
Debt service:						
Bond issuance expenditures			310,946	310,946		310,946
Interest and fees		<u>43,938</u>		<u>43,938</u>	<u>34,701</u>	<u>78,639</u>
Total expenditures / expenses	<u>55,878</u>	<u>43,948</u>	<u>2,552,935</u>	<u>2,652,761</u>	<u>853,059</u>	<u>3,505,820</u>
Excess (deficiency) of revenues over expenditures	<u>83,473</u>	<u>6,747</u>	<u>(2,552,935)</u>	<u>(2,462,715)</u>	<u>(853,455)</u>	<u>(3,316,170)</u>
<b>OTHER FINANCING SOURCES (USES)</b>						
Bonds issued, Note 5		269,385	3,625,615	3,895,000	(3,895,000)	0
Bond issuance discount, Note 5		(105,724)		(105,724)	105,724	0
Bond Anticipation Note repayment, Note 5			<u>(865,000)</u>	<u>(865,000)</u>	<u>865,000</u>	<u>0</u>
Total other financing sources (uses)	<u>0</u>	<u>163,661</u>	<u>2,760,615</u>	<u>2,924,276</u>	<u>(2,924,276)</u>	<u>0</u>
Net change in fund balances / net position	83,473	170,408	207,680	461,561	(3,777,731)	(3,316,170)
Beginning of year	<u>51,487</u>	<u>0</u>	<u>6,227</u>	<u>57,714</u>	<u>(122,678)</u>	<u>(64,964)</u>
End of year	<u>\$ 134,960</u>	<u>\$ 170,408</u>	<u>\$ 213,907</u>	<u>\$ 519,275</u>	<u>\$ (3,900,409)</u>	<u>\$ (3,381,134)</u>

The accompanying notes are an integral part of the financial statements.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9NOTES TO THE FINANCIAL STATEMENTSJUNE 30, 2021

## NOTE 1: REPORTING ENTITY

Denton County Municipal Utility District No. 9 (the "District") was created by Act of the 85<sup>th</sup> Texas Legislature, Regular Session, as a municipal utility district. The District operates in accordance with Texas Water Code Chapters 49 and 54, as amended, Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution and Chapter 7977 of the Texas Special District Local Laws Code.. The District operates in accordance with Texas Water Code Chapters 49, 53 and 54 and Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution. The District is located within the extra territorial jurisdiction of the City of Aubrey and within Denton County, Texas. The District is a political subdivision of the State of Texas, governed by an elected five member Board of Directors. The Board of Directors held its first meeting on February 13, 2018. The District is subject to the continuing supervision of the TCEQ with respect to water, wastewater and drainage. The District is empowered, among other things, to provide for water, wastewater, drainage and road facilities.

In evaluating how to define the District for financial reporting purposes, the Board of Directors of the District has considered all potential component units. The decision to include a potential component unit in the reporting entity was made by applying the criteria established by the Governmental Accounting Standards Board. The basic, but not the only, criterion for including a potential component unit within the reporting entity is the governing body's ability to exercise oversight responsibility. The most significant manifestation of this ability is financial interdependency. Other manifestations of the ability to exercise oversight responsibility include, but are not limited to, the selection of governing authority, the designation of management, the ability to significantly influence operations and accountability for fiscal matters. The other criterion used to evaluate potential component units for inclusion or exclusion from the reporting entity is the existence of special financing relationships, regardless of whether the District is able to exercise oversight responsibilities. Based upon the application of these criteria, there were no other entities which were included as a component unit in the District's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES**

The District's financial statements are prepared in accordance with generally accepted accounting principles ("GAAP"). The Governmental Accounting Standards Board (the "GASB") is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). Governments are also required to follow the pronouncements of the Financial Accounting Standards Board issued through November 30, 1989 (when applicable), that do not conflict with or contradict GASB pronouncements. The more significant accounting policies established in GAAP and used by the District are discussed below.

Basic Financial Statements

The District's basic financial statements include both government-wide (reporting the District as a whole) and governmental fund financial statements (reporting the District's funds). Because the District is a single-program government as defined by the GASB, the District has combined the government-wide statements and the fund financial statements using a columnar format that reconciles individual line items of fund financial data to government-wide data in a separate column on the face of the financial statements. An additional reconciliation between the fund and the government-wide financial data is presented in Note 3.

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the nonfiduciary activities of the District. The effect of interfund activity has been removed from these statements. The District's net position is reported in three parts – invested in capital assets, net of related debt; restricted net position; and unrestricted net position. The District first utilizes restricted resources to finance qualifying activities. The government-wide statement of activities reports the components of the changes in net position during the reporting period.

The financial transactions of the District are reported in individual funds in the fund financial statements. Each fund is accounted for in a separate set of self-balancing accounts that comprises its assets, liabilities, fund balances, revenues and expenditures and changes in fund balances. The District's fund balances are reported as nonspendable, restricted, committed, assigned or unassigned. Nonspendable fund balances are either not in spendable form or are contractually required to remain intact. Restricted fund balances include amounts that can only be used for the specific purposes stipulated by constitutional provisions, external resource providers or enabling legislation. Committed fund balances include amounts that can only be used for the specific purposes determined by formal action of the District's Board of Directors. Assigned fund balances are intended for a specific purpose but do not meet the criteria to be classified as restricted or committed. Unassigned fund balance is the residual classification for the District's General Fund and includes all spendable amounts not contained in the other classifications. The transactions of the District are accounted for in the following funds:

General Fund -- To account for all revenues and expenditures not required to be accounted for in other funds.

Debt Service Fund -- To account for the accumulation of financial resources for, and the payment of, bond principal and interest, paid principally from property taxes levied by the District.

Capital Projects Fund -- To account for financial resources designated to construct or acquire capital assets. Such resources are derived principally from proceeds of the sale of bonds.

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### Basis of Accounting

The government-wide statements are reported using the economic resources measurement focus and the accrual basis of accounting which recognizes all long-term assets and receivables as well as long-term debt and obligations. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Ad valorem property taxes are recognized as revenues in the fiscal year for which they have been levied and related penalties and interest are recognized in the fiscal year in which they are imposed. An allowance for uncollectibles is estimated for delinquent property taxes and reported separately in the financial statements.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available if they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. Expenditures generally are recorded when a liability is incurred except for principal and interest on bonds payable which are recorded only when payment is due.

### Interfund Activity

Activity between funds that is representative of lending/borrowing arrangements outstanding at the end of the fiscal year is reported as interfund receivables or payables, as appropriate, as are all other outstanding balances between funds. Operating transfers between funds represent legally authorized transfers from the fund receiving resources to the fund through which the resources are to be expended.

### Receivables

Service accounts and other receivable as reported are considered collectible. The District uses the direct write off method for uncollectible service accounts. Unbilled water and sewer revenues are not material and are not recorded at year end. The District considers service accounts revenues to be available if they are to be collected within 60 days after the end of the fiscal year.

In the fund financial statements, ad valorem taxes and penalties and interest are reported as revenues in the fiscal year in which they become available to finance expenditures of the fiscal year for which they have been levied. Property taxes which have been levied and are not yet collected (or have been collected in advance of the fiscal year for which they have been levied) are recorded as deferred inflow of resources. Property taxes collected after the end of the fiscal year are not included in revenues.

### Capital Assets

Capital assets, which include property, plant, equipment, and immovable public domain or "infrastructure" assets are reported in the government-wide financial statements. Capital assets are defined by the District as assets with an initial individual cost of more than \$5,000 (including installation costs, if any, and associated professional fees) and an estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed by the District. Donated capital assets are recorded at historical cost. Additions, improvements and other capital outlays that significantly extend the useful life of an asset or increase the value of an asset are capitalized. Costs incurred for repairs and maintenance are expensed as incurred.



NOTES TO THE FINANCIAL STATEMENTS (Continued)

Depreciation on capital assets is computed using the straight-line method over the following estimated useful lives:

Plant and equipment	10-45 years
Underground lines	45 years
Roads	45 years

Long-term Liabilities

Long-term debt and other long-term obligations are reported in the government-wide financial statements. Bond premiums and discounts, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable premium or discount. If bonds are refunded and the carrying amount of the new debt is different than the net carrying amount of the old debt, the difference is netted against the new debt and amortized using the effective interest method over the shorter of the remaining life of the refunded debt or the life of the new debt issued.

In the fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures of the fund from which they are paid.

**NOTE 3: RECONCILIATION OF FUND TO GOVERNMENT-WIDE FINANCIAL STATEMENTS**

Reconciliation of year end fund balances to net position:

Total fund balances, end of year		\$ 519,275
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds:		
Total capital assets, net		3,292,419
Some long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds:		
Bonds payable	\$ (3,895,000)	
Issuance discount, net of premium (to be amortized as interest expense)	103,149	
Due to developer for operating advances	(76,036)	
Due to developer for construction	<u>(3,292,419)</u>	(7,160,306)
Some receivables that do not provide current financial resources are not reported as receivables in the funds:		
Uncollected property taxes		3,847
Some liabilities that do not require the use of current financial resources are not reported as liabilities in the funds:		
Accrued interest		<u>(36,369)</u>
Net position, end of year		<u>\$ (3,381,134)</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Reconciliation of net change in fund balances to change in net position:

Total net change in fund balances		\$ 461,561
<p>The funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense:</p>		
Capital outlay	\$ 2,241,979	
Assets transferred to other entities	<u>(3,060,337)</u>	(818,358)
<p>The issuance of long-term debt (bonds payable) provides current financial resources to the funds, while the repayment of the principal of long-term debt consumes the current financial resources of the funds. Neither transaction, however, has any effect on net position. The effect of these differences in the treatment of long-term debt:</p>		
Bonds issued	(3,895,000)	
Bond Anticipation Note repayment	<u>865,000</u>	(3,030,000)
<p>The funds report the effect of bond issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of these items:</p>		
Issuance discount		103,149
<p>Some revenues reported in the statement of activities do not provide current financial resources and therefore are not reported as revenues in the funds:</p>		
Uncollected property taxes		3,847
<p>Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in the funds:</p>		
Accrued interest		<u>(36,369)</u>
Change in net position		<u>\$ (3,316,170)</u>

NOTE 4: CAPITAL ASSETS

At June 30, 2021, "Invested in capital assets, net of related debt" was \$(3,667,885). This amount was negative because, as further described in Note 9, under the terms of the agreement with Aqua Texas, Inc. ("Aqua"), the District transfers the ownership of certain water facilities constructed by the District to Aqua. Under the terms of the agreement, the District is to pay for construction of a water distribution system to serve the District. The District shall be the owner of each phase of the water system until such phase is completed and approved by Aqua, at which time ownership of such phase shall be transferred to Aqua. The District's developer is also constructing a road system within the boundaries of the District. Upon completion, the District transfers the ownership of such road system to Denton County (the "County"). The District shall be the owner of each phase of the road system until such phase is completed and approved by the County, at which time ownership of such phase shall be transferred to the County. The District shall have a security interest therein until all bonds issued by the District pursuant to the agreements are retired.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Capital asset activity for the fiscal year ended June 30, 2021, was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Construction in progress	\$ 5,208,931	\$ 1,143,825	\$ 3,060,337	\$ 3,292,419
Total capital assets not being depreciated	<u>5,208,931</u>	<u>1,143,825</u>	<u>3,060,337</u>	<u>3,292,419</u>
Total capital assets, net	<u>\$ 5,208,931</u>	<u>\$ 1,143,825</u>	<u>\$ 3,060,337</u>	<u>\$ 3,292,419</u>
Changes to capital assets:				
Utilities and roads constructed by developer		\$ 2,241,979	\$	
Increase in liability to developer for construction		1,143,825		
Capital outlay paid (decrease in liability) to developers		(2,241,979)		
Transfer of constructed assets to other entities			<u>3,060,337</u>	
Net increases / decreases to capital assets		<u>\$ 1,143,825</u>	<u>\$ 3,060,337</u>	

NOTE 5: LONG-TERM LIABILITIES AND CONTINGENT LIABILITIES

Subsequent to June 30, 2021, the District issued its \$1,135,000 Series 2021 Bond Anticipation Note (the "BAN") in the amount of \$1,135,000 on September 30, 2021. The BAN bears interest at 2.00% per annum and matures on or before September 30, 2022. The BAN will be repaid from the proceeds of a future bond sale.

Long-term liability activity for the fiscal year ended June 30, 2021, was as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due within One Year</u>
Bonds payable	\$	\$ 3,895,000	\$	\$ 3,895,000	\$ 0
Less deferred amounts:					
For net issuance (discounts) premiums		<u>(105,724)</u>	<u>(2,575)</u>	<u>(103,149)</u>	<u>(6,534)</u>
Total bonds payable	<u>0</u>	<u>3,789,276</u>	<u>(2,575)</u>	<u>3,791,851</u>	<u>(6,534)</u>
Bond Anticipation Note payable	<u>865,000</u>	<u>0</u>	<u>865,000</u>	<u>0</u>	<u>0</u>
Due to developer for operating advances (see below)	76,036			76,036	-----
Due to developer for construction (see below)	<u>4,390,573</u>	<u>1,143,825</u>	<u>2,241,979</u>	<u>3,292,419</u>	-----
Total due to developer	<u>4,466,609</u>	<u>1,143,825</u>	<u>2,241,979</u>	<u>3,368,455</u>	<u>0</u>
Total long-term liabilities	<u>\$ 5,331,609</u>	<u>\$ 4,933,101</u>	<u>\$ 3,104,404</u>	<u>\$ 7,160,306</u>	<u>\$ (6,534)</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

As of June 30, 2021, the debt service requirements on the bonds payable were as follows:

Fiscal Year	Principal	Interest	Total
2022	\$	\$ 109,107	\$ 109,107
2023		109,108	109,108
2024	120,000	107,995	227,995
2025	120,000	105,718	225,718
2026	125,000	103,302	228,302
2027 - 2031	685,000	472,970	1,157,970
2032 - 2036	805,000	377,872	1,182,872
2037 - 2041	940,000	248,597	1,188,597
2042 - 2046	<u>1,100,000</u>	<u>89,398</u>	<u>1,189,398</u>
	<u>\$ 3,895,000</u>	<u>\$ 1,724,067</u>	<u>\$ 5,619,067</u>

Water, sewer and drainage bonds voted	\$ 14,430,867
Water, sewer and drainage bonds approved for sale and sold	2,400,000
Water, sewer and drainage bonds voted and not issued	12,030,867
Road bonds voted	\$ 14,129,376
Road bonds approved for sale and sold	1,495,000
Road bonds voted and not issued	12,634,376
Refunding bonds voted	One and one-half times the amount of unlimited tax bonds previously issued
Refunding bonds approved for sale and sold	0

The bonds are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount.

The bond issues payable at June 30, 2021, were as follows:

	<u>Series 2020</u>	<u>Series 2020 Road</u>
Amounts outstanding, June 30, 2021	\$2,400,000	\$1,495,000
Interest rates	1.75% to 3.125%	2.00% to 3.25%
Maturity dates, serially beginning/ending	September 1, 2023/2045	September 1, 2023/2045
Interest payment dates	September 1/March 1	September 1/March 1
Callable dates	September 1, 2025*	September 1, 2025*

\*Or any date thereafter, callable in whole or in part at the option of the District, at a price equal to the principal amount of the bonds called plus accrued interest to the date of redemption.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

In accordance with the Series 2020 utility and road Bond Orders, a portion of the bond proceeds was deposited into the debt service fund and reserved for the payment of bond interest. This bond interest reserve is reduced as the interest is paid. Transactions for the current year are summarized as follows:

18 months' interest from sale of Series 2020 utility bonds	\$ 99,967	
Accrued interest received at date of sale	<u>2,592</u>	\$ 102,559
18 months' interest from sale of Series 2020 road bonds	63,694	
Accrued interest received at date of sale	<u>1,651</u>	<u>65,345</u>
Deduct appropriation for bond interest paid		<u>(43,938)</u>
Bond interest reserve, end of year		<u>\$ 123,966</u>

Developer Construction Commitments, Liabilities and Advances

The developer within the District has advanced funds to the District to cover initial operating deficits. At June 30, 2021, the cumulative amount of unreimbursed developer advances was \$76,036. These amounts have been recorded in the government-wide financial statements and in the schedules in Note 5. This amount has been recorded as a decrease in "Unrestricted net position" in the government-wide financial statements. Without this decrease, "Unrestricted net position" would have a balance of \$137,845.

The developer within the District has constructed certain underground facilities and roads within the District's boundaries. The District has agreed to reimburse the developer for these construction and related engineering costs plus interest not to exceed the interest rate of the applicable District bond issue. These amounts are to be reimbursed from the proceeds of future bond issues to the extent approved by the Texas Commission on Environmental Quality, as applicable. The developer stated that unreimbursed cost of the construction in progress at June 30, 2021, was \$3,292,419. This amount has been recorded in the government-wide financial statements and in the schedules in Notes 4 and 5.

**NOTE 6: PROPERTY TAXES AND CONCENTRATION OF TAX BASE**

The Denton County Appraisal District has the responsibility for appraising property for all taxing units within the county as of January 1 of each year, subject to review and change by the county Appraisal Review Board. The appraisal roll, as approved by the Appraisal Review Board, must be used by the District in establishing its tax roll and tax rate. The District's taxes are usually levied in the fall, are due when billed and become delinquent after January 31 of the following year or 30 days after the date billed, whichever is later. On January 1 of each year, a statutory tax lien attaches to property to secure the payment of all taxes, penalties and interest ultimately imposed for the year on the property.

At an election held May 5, 2018, the voters within the District authorized a maintenance tax not to exceed \$1.00 per \$100 valuation on all property subject to taxation within the District. This maintenance tax is being used by the General Fund to pay expenditures of operating the District. There is no tax limitation on the rate or amount of taxes that can be levied to pay debt service on water, wastewater, drainage and road bonds.

On September 14, 2020, the District levied the following ad valorem taxes for the 2020 tax year on the adjusted taxable valuation of \$19,313,385:

	<u>Rate</u>	<u>Amount</u>
Debt service	\$ 0.2500	\$ 47,375
Maintenance	<u>0.7500</u>	<u>142,125</u>
	<u>\$ 1.0000</u>	<u>\$ 189,500</u>

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### Concentration of Tax Base

The District's tax base is concentrated in a small number of taxpayers. The District's developer owns a substantial portion of land within the District. If any one of the principal District taxpayers did not pay taxes due, the District might need to levy additional taxes or use other debt service funds available to meet the debt service obligations described in Note 5.

### NOTE 7: DEPOSITS

State statutes authorize the District to invest and reinvest in direct or indirect obligations of the United States, the State of Texas, any county, city, school district, or other political subdivision of the state, or in local government investment pools authorized under the Public Funds Investment Act. Funds of the District may be placed in certificates of deposit of state or national banks or savings and loan associations within the state provided that they are secured in the manner provided for the security of the funds under the laws of the State of Texas. In accordance with the District's investment policies, during the current year the District's funds were invested in interest bearing accounts at authorized financial institutions.

In accordance with state statutes and the District's investment policies, the District requires that insurance or security be provided by depositories for all funds held by them. At the balance sheet date, the District's deposits were covered by federal insurance.

### NOTE 8: RISK MANAGEMENT

The District is exposed to various risks of loss related to: torts; theft of, damage to, and destruction of assets; errors and omissions; personal injuries and natural disasters. Significant losses are covered by insurance as described below. There were no significant reductions in insurance coverage from the prior fiscal year. There have been no settlements which have exceeded the insurance coverage for each of the past two fiscal years. At June 30, 2021, the District had comprehensive general liability insurance coverage with a per occurrence limit of \$1,000,000 and \$3,000,000 general limit and consultant's crime coverage of \$10,000.

### NOTE 9: WATER SUPPLY

The District lies entirely within the area for which the Certificate of Convenience and Necessity ("CCN") for retail water service has been issued to Aqua Texas, Inc. ("Aqua"). As such, Aqua provides retail water service within the District in accordance with Aqua's rate order. The developer (and subsequently the District) entered into an agreement (the "Agreement") with the Aqua to provide a water distribution and sanitary sewer collection and treatment system (the "System") to serve the area within the District. In consideration of the District's acquiring and constructing the System on behalf of the Aqua, the Aqua agreed, pursuant to the terms and conditions of the Agreement, to own, operate and maintain the System.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES  
IN FUND BALANCE, BUDGET AND ACTUAL, GENERAL FUND  
FOR THE YEAR ENDED JUNE 30, 2021

	<u>Budgeted Amounts</u>		<u>Actual</u>	<u>Variance with Final Budget Positive (Negative)</u>
	<u>Original</u>	<u>Final</u>		
<b>REVENUES</b>				
Property taxes	\$ 142,960	\$ 142,960	\$ 139,241	\$ (3,719)
Penalty	<u>0</u>	<u>0</u>	<u>110</u>	<u>110</u>
<b>TOTAL REVENUES</b>	<u>142,960</u>	<u>142,960</u>	<u>139,351</u>	<u>(3,609)</u>
<b>EXPENDITURES</b>				
Service operations:				
Professional fees	39,500	39,500	36,178	(3,322)
Contracted services	4,200	4,200	9,540	5,340
Administrative expenditures	8,096	8,096	10,160	2,064
Capital outlay	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
<b>TOTAL EXPENDITURES</b>	<u>51,796</u>	<u>51,796</u>	<u>55,878</u>	<u>4,082</u>
<b>EXCESS REVENUES (EXPENDITURES)</b>	91,164	91,164	83,473	(7,691)
<b>FUND BALANCE, BEGINNING OF YEAR</b>	<u>51,487</u>	<u>51,487</u>	<u>51,487</u>	<u>0</u>
<b>FUND BALANCE, END OF YEAR</b>	<u>\$ 142,651</u>	<u>\$ 142,651</u>	<u>\$ 134,960</u>	<u>\$ (7,691)</u>

The District's Board of Directors adopts an annual nonappropriated budget. This budget may be amended throughout the fiscal year and is prepared on a basis consistent with generally accepted accounting principles.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
SCHEDULE OF TEXAS SUPPLEMENTARY INFORMATION  
REQUIRED BY THE TEXAS COMMISSION ON ENVIRONMENTAL QUALITY  
JUNE 30, 2021

(Schedules included are checked or explanatory notes provided for omitted schedules.)

- TSI-1. Services and Rates
- TSI-2. General Fund Expenditures
- TSI-3. Temporary Investments  
Not applicable.
- TSI-4. Taxes Levied and Receivable
- TSI-5. Long-Term Debt Service Requirements by Years
- TSI-6. Changes in Long-Term Bonded Debt
- TSI-7. Comparative Schedule of Revenues and Expenditures -  
General Fund and Debt Service Fund - Five Year
- TSI-8. Board Members, Key Personnel and Consultants



DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9

SCHEDULE OF SERVICES AND RATES

JUNE 30, 2021

1. Services Provided by the District during the Fiscal Year:

- Retail Water
- Wholesale Water
- Drainage
- Retail Wastewater
- Wholesale Wastewater
- Irrigation
- Parks/Recreation
- Fire Protection
- Security
- Solid Waste/Garbage
- Flood Control
- Roads
- Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)
- Other

2. Retail Service Providers

a. Retail Rates for a 5/8" meter (or equivalent):

Not Applicable. See Note 9 of the Notes to the Financial Statements.

b. Water and Wastewater Retail Connections:

Not Applicable. See Note 9 of the Notes to the Financial Statements.

3. Total Water Consumption during the Fiscal Year (rounded to thousands):

Not Applicable. See Note 9 of the Notes to the Financial Statements.

4. Standby Fees (authorized only under TWC Section 49.231):

Does the District have Debt Service standby fees? Yes  No

If yes, date of the most recent Commission Order: \_\_\_\_\_

Does the District have Operation and Maintenance standby fees? Yes  No

If yes, date of the most recent Commission Order: \_\_\_\_\_

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9EXPENDITURESFOR THE YEAR ENDED JUNE 30, 2021

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Totals (Memorandum Only)</u>
<b>CURRENT</b>				
Professional fees:				
Auditing	\$ 6,500	\$	\$	6,500
Legal	24,427			24,427
Engineering	5,251			5,251
	<u>36,178</u>	<u>0</u>	<u>0</u>	<u>36,178</u>
Contracted services:				
Bookkeeping	8,536			8,536
Tax assessor-collector	69			69
Appraisal district	935			935
	<u>9,540</u>	<u>0</u>	<u>0</u>	<u>9,540</u>
Administrative expenditures:				
Director's fees	5,850			5,850
Insurance	3,080			3,080
Other	1,230	10	10	1,250
	<u>10,160</u>	<u>10</u>	<u>10</u>	<u>10,180</u>
<b>CAPITAL OUTLAY</b>				
Authorized expenditures	<u>0</u>	<u>0</u>	<u>2,241,979</u>	<u>2,241,979</u>
<b>DEBT SERVICE</b>				
Bond issuance expenditures	<u>0</u>	<u>0</u>	<u>310,946</u>	<u>310,946</u>
Bond interest	<u>0</u>	<u>43,938</u>	<u>0</u>	<u>43,938</u>
<b>TOTAL EXPENDITURES</b>	<u>\$ 55,878</u>	<u>\$ 43,948</u>	<u>\$ 2,552,935</u>	<u>\$ 2,652,761</u>

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9ANALYSIS OF CHANGES IN DEPOSITS  
ALL GOVERNMENTAL FUND TYPESFOR THE YEAR ENDED JUNE 30, 2021

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Totals (Memorandum Only)</u>
<b>SOURCES OF DEPOSITS</b>				
Cash receipts from revenues excluding maintenance taxes	\$ 64	\$ 4,243	\$	\$ 4,307
Maintenance tax receipts	139,241			139,241
Debt service tax receipts for other fund	46,452			46,452
Bond proceeds		163,661	3,625,615	3,789,276
Reimbursement from other fund	<u>39,160</u>			<u>39,160</u>
<b>TOTAL DEPOSITS</b>	<u>224,917</u>	<u>167,904</u>	<u>3,625,615</u>	<u>4,018,436</u>
<b>APPLICATIONS OF DEPOSITS</b>				
Cash disbursements for:				
Current expenditures	49,047	10	10	49,067
Capital outlay			2,241,979	2,241,979
Debt service		43,938	271,786	315,724
Prepaid expenditures	12,000			12,000
Reimbursement to other fund			39,160	39,160
Bond Anticipation Note repayment			<u>865,000</u>	<u>865,000</u>
<b>TOTAL DEPOSITS APPLIED</b>	<u>61,047</u>	<u>43,948</u>	<u>3,417,935</u>	<u>3,522,930</u>
<b>INCREASE (DECREASE) IN DEPOSITS</b>	163,870	123,956	207,680	495,506
<b>DEPOSITS BALANCES, BEGINNING OF YEAR</b>	<u>23,639</u>	<u>0</u>	<u>6,227</u>	<u>29,866</u>
<b>DEPOSITS BALANCES, END OF YEAR</b>	<u>\$ 187,509</u>	<u>\$ 123,956</u>	<u>\$ 213,907</u>	<u>\$ 525,372</u>

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9TAXES LEVIED AND RECEIVABLEFOR THE YEAR ENDED JUNE 30, 2021

	<u>Maintenance Taxes</u>	<u>Debt Service Taxes</u>
RECEIVABLE, BEGINNING OF YEAR	\$ 0	\$ 0
2020 ADJUSTED TAX ROLL	<u>142,125</u>	<u>47,375</u>
Tax collections: Current tax year	(139,240)	(46,413)
Prior tax years	<u>0</u>	<u>0</u>
RECEIVABLE, END OF YEAR	<u>\$ 2,885</u>	<u>\$ 962</u>
RECEIVABLE, BY TAX YEAR		
2020	<u>\$ 2,885</u>	<u>\$ 962</u>
RECEIVABLE, END OF YEAR	<u>\$ 2,885</u>	<u>\$ 962</u>

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9TAXES LEVIED AND RECEIVABLE (Continued)FOR THE YEAR ENDED JUNE 30, 2021ADJUSTED PROPERTY VALUATIONS  
AS OF JANUARY 1 OF TAX YEAR

	<u>2020</u>	<u>2019</u>	<u>2018*</u>
Land	\$ 6,762,769	\$ 5,188,709	\$ 1,158,968
Improvements	12,981,648	258,138	26,927
Personal property	0	0	0
Less exemptions	<u>(431,032)</u>	<u>0</u>	<u>(735,343)</u>
 TOTAL PROPERTY VALUATIONS	 <u>\$ 19,313,385</u>	 <u>\$ 5,446,847</u>	 <u>\$ 450,552</u>

## TAX RATES PER \$100 VALUATION

Debt service tax rates	\$ 0.25000	\$ 0.00000	\$ 0.00000
Maintenance tax rates**	<u>0.75000</u>	<u>1.00000</u>	<u>1.00000</u>
 TOTAL TAX RATES PER \$100 VALUATION	 <u>\$ 1.00000</u>	 <u>\$ 1.00000</u>	 <u>\$ 1.00000</u>

TAX ROLLS	<u>\$ 189,500</u>	<u>\$ 54,468</u>	<u>\$ 4,506</u>
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PERCENT OF TAXES COLLECTED  
TO TAXES LEVIED

<u>98.5 %</u>	<u>100 %</u>	<u>100 %</u>
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\*First year the District levied ad valorem taxes.

\*\*Maximum tax rate approved by voters on May 5, 2018: \$1.00

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS  
JUNE 30, 2021

<u>Due During Fiscal Years Ending June 30</u>	<u>Series 2020</u>		
	<u>Principal Due September 1</u>	<u>Interest Due September 1, March 1</u>	<u>Total</u>
2022	\$	\$ 66,645	\$ 66,645
2023		66,645	66,645
2024	70,000	66,033	136,033
2025	70,000	64,755	134,755
2026	75,000	63,340	138,340
2027	75,000	61,802	136,802
2028	80,000	60,135	140,135
2029	80,000	58,335	138,335
2030	85,000	56,395	141,395
2031	85,000	54,313	139,313
2032	90,000	52,125	142,125
2033	95,000	49,753	144,753
2034	100,000	47,131	147,131
2035	100,000	44,319	144,319
2036	105,000	41,307	146,307
2037	110,000	38,082	148,082
2038	115,000	34,707	149,707
2039	120,000	31,181	151,181
2040	120,000	27,581	147,581
2041	125,000	23,827	148,827
2042	130,000	19,844	149,844
2043	135,000	15,703	150,703
2044	140,000	11,406	151,406
2045	145,000	6,953	151,953
2046	150,000	2,344	152,344
<b>TOTALS</b>	<u>\$ 2,400,000</u>	<u>\$ 1,064,661</u>	<u>\$ 3,464,661</u>

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS (Continued)  
JUNE 30, 2021

<u>Due During Fiscal Years Ending June 30</u>	Series 2020 Road		
	<u>Principal Due September 1</u>	<u>Interest Due September 1, March 1</u>	<u>Total</u>
2022	\$	\$ 42,462	\$ 42,462
2023		42,463	42,463
2024	50,000	41,962	91,962
2025	50,000	40,963	90,963
2026	50,000	39,962	89,962
2027	55,000	38,886	93,886
2028	55,000	37,703	92,703
2029	55,000	36,466	91,466
2030	55,000	35,172	90,172
2031	60,000	33,763	93,763
2032	60,000	32,262	92,262
2033	60,000	30,613	90,613
2034	65,000	28,737	93,737
2035	65,000	26,788	91,788
2036	65,000	24,837	89,837
2037	65,000	22,888	87,888
2038	70,000	20,862	90,862
2039	70,000	18,718	88,718
2040	70,000	16,532	86,532
2041	75,000	14,219	89,219
2042	75,000	11,781	86,781
2043	80,000	9,262	89,262
2044	80,000	6,662	86,662
2045	80,000	4,062	84,062
2046	85,000	1,381	86,381
TOTALS	\$ 1,495,000	\$ 659,406	\$ 2,154,406

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
LONG-TERM DEBT SERVICE REQUIREMENTS, BY YEARS (Continued)

JUNE 30, 2021

<u>Due During Fiscal Years Ending June 30</u>	<u>Annual Requirements for All Series</u>		
	<u>Total Principal Due</u>	<u>Total Interest Due</u>	<u>Total</u>
2022	\$	\$ 109,107	\$ 109,107
2023		109,108	109,108
2024	120,000	107,995	227,995
2025	120,000	105,718	225,718
2026	125,000	103,302	228,302
2027	130,000	100,688	230,688
2028	135,000	97,838	232,838
2029	135,000	94,801	229,801
2030	140,000	91,567	231,567
2031	145,000	88,076	233,076
2032	150,000	84,387	234,387
2033	155,000	80,366	235,366
2034	165,000	75,868	240,868
2035	165,000	71,107	236,107
2036	170,000	66,144	236,144
2037	175,000	60,970	235,970
2038	185,000	55,569	240,569
2039	190,000	49,899	239,899
2040	190,000	44,113	234,113
2041	200,000	38,046	238,046
2042	205,000	31,625	236,625
2043	215,000	24,965	239,965
2044	220,000	18,068	238,068
2045	225,000	11,015	236,015
2046	235,000	3,725	238,725
	<u>3,895,000</u>	<u>1,724,067</u>	<u>5,619,067</u>
TOTALS	<u>\$ 3,895,000</u>	<u>\$ 1,724,067</u>	<u>\$ 5,619,067</u>

See accompanying independent auditor's report.



DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
ANALYSIS OF CHANGES IN LONG-TERM BONDED DEBT  
FOR THE YEAR ENDED JUNE 30, 2021

	<u>(1)</u>	<u>(2)</u>	<u>Totals</u>
Bond Series:	2020	2020 Roads	
Interest Rate:	1.75% to 3.125%	2.00% to 3.00%	
Dates Interest Payable:	September 1/ March 1	September 1/ March 1	
Maturity Dates:	March 1, 2023/2045	March 1, 2023/2045	
Bonds Outstanding at Beginning of Current Year	\$ 0	\$ 0	\$ 0
Add Bonds Sold	2,400,000	1,495,000	3,895,000
Less Retirements	<u>0</u>	<u>0</u>	<u>0</u>
Bonds Outstanding at End of Current Year	<u>\$ 2,400,000</u>	<u>\$ 1,495,000</u>	<u>\$ 3,895,000</u>
Current Year Interest Paid	<u>\$ 33,322</u>	<u>\$ 10,616</u>	<u>\$ 43,938</u>

Bond Descriptions and Original Amount of Issue

(1) Denton County Municipal Utility District No. 9 Unlimited Tax Bonds, Series 2020 (\$2,400,000)

(2) Denton County Municipal Utility District No. 9 Unlimited Tax Road Bonds, Series 2020 (\$1,495,000)

Paying Agent/Registrar

(1) (2) BOKF, N.A., Dallas, Texas

<u>Bond Authority</u>	<u>Tax Bonds</u>	<u>Other Bonds</u>	<u>Refunding Bonds</u>
Amount Authorized by Voters:	\$ 28,560,243	\$ 0	See Note 5
Amount Issued:	3,895,000		
Remaining to be Issued:	24,665,243		

Net debt service fund deposits and investments balances as of June 30, 2021:	\$170,408
Average annual debt service payment for remaining term of all debt:	224,763

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
COMPARATIVE STATEMENTS OF REVENUES AND EXPENDITURES,  
GENERAL FUND  
FOR YEARS ENDED JUNE 30

	AMOUNT					PERCENT OF TOTAL REVENUES				
	2021	2020	2019	2018*	2017	2021	2020	2019	2018	2017
<b>REVENUES</b>										
Property taxes	\$ 139,241	\$ 54,541	\$ 4,506	\$	\$	99.9 %	100.0 %	100.0 %	%	%
Property taxes	110	0	0			0.1 %	0.0 %	0.0 %	%	%
<b>TOTAL REVENUES</b>	<b>139,351</b>	<b>54,541</b>	<b>4,506</b>	<b>0</b>	<b>0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>N/A</b>	<b>N/A</b>
<b>EXPENDITURES</b>										
Service operations:										
Professional fees	36,178	30,467	13,663	19,247		26.0	55.8	303.6		
Contracted services	9,540	2,617	1,715			6.8	4.8	38.1		
Administrative expenditures	10,160	6,535	4,570	4,782		7.3	12.0	101.4		
<b>TOTAL EXPENDITURES</b>	<b>55,878</b>	<b>39,619</b>	<b>19,948</b>	<b>24,029</b>	<b>0</b>	<b>40.1</b>	<b>72.6</b>	<b>443.1</b>	<b>N/A</b>	<b>N/A</b>
<b>EXCESS REVENUES (EXPENDITURES)</b>	<b>\$ 83,473</b>	<b>\$ 14,922</b>	<b>\$ (15,442)</b>	<b>\$ (24,029)</b>	<b>\$ 0</b>	<b>59.9 %</b>	<b>27.4 %</b>	<b>(343.1) %</b>	<b>N/A %</b>	<b>N/A %</b>
<b>TOTAL ACTIVE RETAIL WATER CONNECTIONS</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>					
<b>TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>					

\*First year of financial activity.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9  
COMPARATIVE STATEMENTS OF REVENUES AND EXPENDITURES,  
DEBT SERVICE FUND  
FOR YEARS ENDED JUNE 30

	AMOUNT	PERCENT OF TOTAL REVENUES
	2021*	2021
<b>REVENUES</b>		
Property taxes	\$ 46,414	91.5 %
Penalty and interest	38	0.1
Accrued interest on bonds received at date of sale	4,243	8.4
Interest on deposits and investments	0	0.0
TOTAL REVENUES	50,695	100.0
<b>EXPENDITURES</b>		
Current:		
Professional fees	0	0.0
Contracted services	0	0.0
Other expenditures	10	0.0
Debt service:		
Principal retirement	0	0.0
Interest and fees	43,938	86.7
TOTAL EXPENDITURES	43,948	86.7
EXCESS REVENUES (EXPENDITURES)	\$ 6,747	13.3 %

\*First year of financial activity.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTSJUNE 30, 2021

Complete District Mailing Address: Denton County Municipal Utility District No. 9  
c/o Coats Rose, P.C.  
14755 Preston Road, Suite 600  
Dallas, Texas 75254

District Business Telephone No.: 972-788-1600

Submission date of the most recent District Registration Form: March 6, 2020

Limit on Fees of Office that a Director may receive during a fiscal year: \$7,200

BOARD MEMBERS

<u>Name and Address</u>	<u>Term of Office (Elected/ Appointed)</u>	<u>Fees of Office Paid</u>	<u>Expense Reimb.</u>	<u>Title at Year End</u>
Stephen Coffey c/o Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	Appointed 2/13/18- 2/13/22	\$ 1,200	\$ 0	President
David Gruenwald c/o Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	Appointed 2/13/18- 2/13/22	1,050	0	Vice President
Colby Walding c/o Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	Appointed 2/13/18- 2/13/22	1,200	0	Secretary
Richard Johnson c/o Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	Appointed 2/13/18- 2/13/22	1,050	0	Assistant Secretary
Brad Shelton c/o Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	Appointed 2/13/18- 2/13/22	1,350	0	Assistant Secretary

See accompanying independent auditor's report.

DENTON COUNTY MUNICIPAL UTILITY DISTRICT NO. 9BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS (Continued)JUNE 30, 2021CONSULTANTS

<u>Name and Address</u>	<u>Date Hired</u>	<u>Fees and Expense Reimbursements</u>	<u>Title at Year End</u>
Coats Rose, P.C. 14755 Preston Road, Suite 600 Dallas, Texas 75254	2/13/18	\$ 24,427 123,560 Bonds	Attorney
McCreary, Veselka, Bragg & Allen, P.C. 700 Jeffrey Way, Suite100 Round Rock, Texas 78665	11/16/20	0	Delinquent Tax Attorney
L & S District Services, LLC P.O. Box 170 Tomball, Texas 77377	2/13/18	8,536 2,100 Bonds	Bookkeeper
Debra Loggins P.O. Box 170 Tomball, Texas 77377	2/13/18	0	Investment Officer
Kimley-Horn & Associates, Inc. 6160 Warren Parkway, Suite 210 Frisco, Texas 75034	2/13/18	5,251 40,660 Bonds	Engineer
Denton County Tax Assessor-Collector P.O. Box 90223 Denton, Texas 76202	10/02/18	69	Tax Assessor- Collector
Denton Central Appraisal District P.O. Box 2816 Denton, Texas 76202	Legislative Action	935	Central Appraisal District
Robert W. Baird & Co. 1331 Lamar, Suite 1360 Houston, Texas 77010	2/13/18	82,307 Bonds	Financial Advisor
Mark C. Eyring, CPA, PLLC 12702 Century Drive, Suite C2 Stafford, Texas 77477	4/25/19	6,500 10,900 Bonds	Independent Auditor

See accompanying independent auditor's report.

**APPENDIX B**  
**SPECIMEN MUNICIPAL BOND INSURANCE POLICY**



**BAM**

**MUNICIPAL BOND  
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

Policy No: \_\_\_\_\_

MEMBER: [NAME OF MEMBER]

BONDS: \$ \_\_\_\_\_ in aggregate principal  
amount of [NAME OF TRANSACTION]  
[and maturing on]

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

Risk Premium: \$ \_\_\_\_\_  
Member Surplus Contribution: \$ \_\_\_\_\_  
Total Insurance Payment: \$ \_\_\_\_\_

BUILD AMERICA MUTUAL ASSURANCE COMPANY (“BAM”), for consideration received, hereby UNCONDITIONALLY AND IRREVOCABLY agrees to pay to the trustee (the “Trustee”) or paying agent (the “Paying Agent”) for the Bonds named above (as set forth in the documentation providing for the issuance and securing of the Bonds), for the benefit of the Owners or, at the election of BAM, directly to each Owner, subject only to the terms of this Policy (which includes each endorsement hereto), that portion of the principal of and interest on the Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment by the Issuer.

On the later of the day on which such principal and interest becomes Due for Payment or the first Business Day following the Business Day on which BAM shall have received Notice of Nonpayment, BAM will disburse (but without duplication in the case of duplicate claims for the same Nonpayment) to or for the benefit of each Owner of the Bonds, the face amount of principal of and interest on the Bonds that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by BAM, in a form reasonably satisfactory to it, of (a) evidence of the Owner’s right to receive payment of such principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner’s rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in BAM. A Notice of Nonpayment will be deemed received on a given Business Day if it is received prior to 1:00 p.m. (New York time) on such Business Day; otherwise, it will be deemed received on the next Business Day. If any Notice of Nonpayment received by BAM is incomplete, it shall be deemed not to have been received by BAM for purposes of the preceding sentence, and BAM shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, any of whom may submit an amended Notice of Nonpayment. Upon disbursement under this Policy in respect of a Bond and to the extent of such payment, BAM shall become the owner of such Bond, any appurtenant coupon to such Bond and right to receipt of payment of principal of or interest on such Bond and shall be fully subrogated to the rights of the Owner, including the Owner’s right to receive payments under such Bond. Payment by BAM either to the Trustee or Paying Agent for the benefit of the Owners, or directly to the Owners, on account of any Nonpayment shall discharge the obligation of BAM under this Policy with respect to said Nonpayment.

Except to the extent expressly modified by an endorsement hereto, the following terms shall have the meanings specified for all purposes of this Policy. “Business Day” means any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions in the State of New York or the Insurer’s Fiscal Agent (as defined herein) are authorized or required by law or executive order to remain closed. “Due for Payment” means (a) when referring to the principal of a Bond, payable on the stated maturity date thereof or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which payment is due by reason of call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity (unless BAM shall elect, in its sole discretion, to pay such principal due upon such acceleration together with any accrued interest to the date of acceleration) and (b) when referring to interest on a Bond, payable on the stated date for payment of interest. “Nonpayment” means, in respect of a Bond, the failure of the Issuer to have provided sufficient funds to the Trustee or, if there is no Trustee, to the Paying Agent for payment in full of all principal and interest that is Due for Payment on such Bond. “Nonpayment” shall also include, in respect of a Bond, any payment made to an Owner by or on behalf of the Issuer of principal or interest that is Due for Payment, which payment has been recovered from such Owner pursuant to the United States Bankruptcy Code in accordance with a final, nonappealable order of a court having competent jurisdiction. “Notice” means delivery to BAM of a notice of claim and certificate, by certified mail, email or telecopy as set forth on the attached Schedule or other acceptable electronic delivery, in a form satisfactory to BAM, from and signed by an Owner, the Trustee or the Paying Agent, which notice shall specify (a) the person or entity making the claim, (b) the Policy Number, (c) the claimed amount, (d) payment instructions and (e) the date such claimed amount becomes or became Due for Payment. “Owner” means, in respect of a Bond, the person or entity who, at the time of Nonpayment, is entitled under the terms of such Bond to payment thereof, except that “Owner” shall not include the Issuer, the Member or any other person or entity whose direct or indirect obligation constitutes the underlying security for the Bonds.

BAM may appoint a fiscal agent (the "Insurer's Fiscal Agent") for purposes of this Policy by giving written notice to the Trustee, the Paying Agent, the Member and the Issuer specifying the name and notice address of the Insurer's Fiscal Agent. From and after the date of receipt of such notice by the Trustee, the Paying Agent, the Member or the Issuer (a) copies of all notices required to be delivered to BAM pursuant to this Policy shall be simultaneously delivered to the Insurer's Fiscal Agent and to BAM and shall not be deemed received until received by both and (b) all payments required to be made by BAM under this Policy may be made directly by BAM or by the Insurer's Fiscal Agent on behalf of BAM. The Insurer's Fiscal Agent is the agent of BAM only, and the Insurer's Fiscal Agent shall in no event be liable to the Trustee, Paying Agent or any Owner for any act of the Insurer's Fiscal Agent or any failure of BAM to deposit or cause to be deposited sufficient funds to make payments due under this Policy.

To the fullest extent permitted by applicable law, BAM agrees not to assert, and hereby waives, only for the benefit of each Owner, all rights (whether by counterclaim, setoff or otherwise) and defenses (including, without limitation, the defense of fraud), whether acquired by subrogation, assignment or otherwise, to the extent that such rights and defenses may be available to BAM to avoid payment of its obligations under this Policy in accordance with the express provisions of this Policy. This Policy may not be canceled or revoked.

This Policy sets forth in full the undertaking of BAM and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto. Except to the extent expressly modified by an endorsement hereto, any premium paid in respect of this Policy is nonrefundable for any reason whatsoever, including payment, or provision being made for payment, of the Bonds prior to maturity. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW. THIS POLICY IS ISSUED WITHOUT CONTINGENT MUTUAL LIABILITY FOR ASSESSMENT.

In witness whereof, BUILD AMERICA MUTUAL ASSURANCE COMPANY has caused this Policy to be executed on its behalf by its Authorized Officer.

BUILD AMERICA MUTUAL ASSURANCE COMPANY

By: \_\_\_\_\_  
Authorized Officer

SPECIAL MEMBER



**Notices (Unless Otherwise Specified by BAM)**

Email:

[claims@buildamerica.com](mailto:claims@buildamerica.com)

Address:

1 World Financial Center, 27<sup>th</sup> floor  
200 Liberty Street  
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

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