

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

THE BONDS HAVE BEEN DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS. SEE "TAX MATTERS - Qualified Tax-Exempt Obligations."

NEW ISSUE - Book-Entry-Only

Insured Rating (BAM): S&P "AA" (stable outlook)
(See "MUNICIPAL BOND RATING" and
"MUNICIPAL BOND INSURANCE" herein)

\$3,000,000**GRAND OAKS MUNICIPAL UTILITY DISTRICT***(A political subdivision of the State of Texas located within Montgomery County)***UNLIMITED TAX BONDS, SERIES 2022****Dated: May 1, 2022****Due: September 1, as shown below**

Principal of the bonds described above (the "Bonds") will be payable at stated maturity or redemption upon presentation of the Bonds at the principal payment office of the paying agent/registrant, initially The Bank of New York Mellon Trust Company, N.A. (the "Paying Agent/Registrar", "Paying Agent" or "Registrar") in Dallas, Texas. Interest on the Bonds will accrue from May 1, 2022 (the "Dated Date") and is payable on September 1, 2022 and on each March 1 and September 1 thereafter until the earlier of maturity or prior redemption. The Bonds will be issued only in fully registered form. Interest will be calculated on the basis of a 360-day year of twelve 30-day months. The Bonds are subject to redemption prior to maturity as shown below.

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, the principal of and interest on the Bonds will be paid by the Paying Agent 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 described herein. See "BOOK-ENTRY-ONLY SYSTEM."



The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by **BUILD AMERICA MUTUAL ASSURANCE COMPANY**. See "MUNICIPAL BOND INSURANCE" herein.

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

Due	Principal	Interest	Initial	CUSIP	Due	Principal	Interest	Initial	CUSIP
Sept. 1	Amount	Rate	Reoffering	Number	Sept. 1	Amount	Rate	Reoffering	Number
			Yield (a)	38610T (b)				Yield (a)	38610T (b)
2023	\$70,000	5.500%	2.500%	CQ9	2026	\$80,000	5.500%	2.800%	CT3
2024	75,000	5.500%	2.600%	CR7	2027	85,000	5.500%	2.900%	CU0
2025	75,000	5.500%	2.700%	CS5	2028	85,000	5.500%	3.000%	CV8

\$185,000 Term Bonds due September 1, 2030 (c), 38610T CX4 (b), 3.250% Interest Rate, 3.350% Yield (a)
 \$410,000 Term Bonds due September 1, 2034 (c), 38610T DB1 (b), 4.000% Interest Rate, 3.500% Yield (a)
 \$235,000 Term Bonds due September 1, 2036 (c), 38610T DD7 (b), 4.000% Interest Rate, 3.800% Yield (a)
 \$390,000 Term Bonds due September 1, 2039 (c), 38610T DG0 (b), 4.000% Interest Rate, 3.900% Yield (a)
 \$1,310,000 Term Bonds due September 1, 2047 (c), 38610T DQ8 (b), 4.000% Interest Rate, 4.000% Yield (a)

- (a) Initial reoffering yield represents the initial offering yield to the public which has been established by the Initial Purchaser (as herein defined) for offers to the public and which may be subsequently changed by the Initial Purchaser and is the sole responsibility of the Initial Purchaser. The initial reoffering yields indicated above represent the lower of the yields resulting when priced to maturity or to the first call date. Accrued interest from May 1, 2022, is to be added to the price.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Initial Purchaser shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.
- (c) Bonds maturing on and after September 1, 2029, are subject to redemption prior to maturity at the option of the District, in whole or from time to time in part, on September 1, 2028, or on any date thereafter, at a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption. The Term Bonds (as defined herein) are also subject to mandatory sinking fund redemption as described herein. "THE BONDS-Redemption Provisions."

The Bonds, when issued, will constitute valid and legally binding obligations of Grand Oaks Municipal Utility District (the "District") and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Montgomery County, the City of Magnolia, or any entity other than the District. The Bonds are subject to special investment risks described herein. See "RISK FACTORS."

The Bonds are offered by the Initial Purchaser subject to prior sale, when, as and if issued by the District and accepted by the Initial Purchaser, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel. Delivery of the Bonds through the facilities of DTC is expected on or about May 25, 2022.

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APPENDIX B – SPECIMEN MUNICIPAL BOND INSURANCE POLICY

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 in this Official Statement, and, if given or made, such other information or representation must not be relied upon as having been authorized by the District.

This Official Statement is not to be used in 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.

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this Official Statement 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 Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, upon payment of duplication costs.

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 purposes of, and as that term is defined in, SEC Rule 15c2-12, as amended.

Build America Mutual Assurance Company ("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 the heading "MUNICIPAL BOND INSURANCE" and "APPENDIX B - SPECIMEN MUNICIPAL BOND INSURANCE POLICY".

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 described herein since the date hereof. However, 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 that information actually comes to its attention, the other matters described in this Official Statement until delivery of the Bonds to the Initial Purchaser and thereafter only as specified in "PREPARATION OF OFFICIAL STATEMENT - Updating the Official Statement."

OFFICIAL STATEMENT SUMMARY

The following information is qualified in its entirety by the detailed information appearing elsewhere in this Official Statement.

THE FINANCING

The Issuer Grand Oaks Municipal Utility District (the “District”), a political subdivision of the State of Texas, is located in Montgomery County, Texas. See “THE DISTRICT.”

The Issue \$3,000,000 Unlimited Tax Bonds, Series 2022 (the “Bonds”) are issued pursuant to a resolution (the “Bond Resolution”) of the District’s Board of Directors. The Bonds will be issued as fully registered bonds maturing serially on September 1 in the years 2023 through 2028, both inclusive, and as term bonds on September 1 in the years 2030, 2034, 2036, 2039, and 2047 (the “Term Bonds”) in the principal amounts and accruing interest at the rates shown on the cover hereof. Interest on the Bonds accrues from May 1, 2022 and is payable on September 1, 2022 (four months of interest), and on each March 1 and September 1 thereafter until the earlier of maturity or prior redemption.

Redemption The Bonds maturing on and after September 1, 2029, are subject to redemption, in whole or from time to time in part, at the option of the District, prior to their maturity dates, on September 1, 2028, or on any date thereafter. The Term Bonds are also subject to mandatory sinking fund redemption as described herein. Upon redemption, the Bonds will be payable at a price of par plus accrued interest to the date of redemption. See “THE BONDS - Redemption Provisions.”

Source of Payment The Bonds are payable from an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. See “TAX PROCEDURES.” The Bonds are obligations of the District and are not obligations of the State of Texas, Montgomery County, the City of Magnolia, or any other political subdivision or agency other than the District. See “THE BONDS-Source of and Security for Payment.”

Payment Record The District has previously issued two series of unlimited tax bonds and one series of unlimited tax refunding bonds, of which \$2,405,000 in aggregate principal amount remains outstanding as of February 28, 2022 (the “Outstanding Bonds”). The District has never defaulted in the payment of principal and interest on the Outstanding Bonds.

Use of Proceeds Proceeds from the sale of the Bonds will be used for construction and engineering costs, and to pay certain costs associated with the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

Qualified Tax-Exempt Obligations The District has designated the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended. See “TAX MATTERS - Qualified Tax-Exempt Obligations.”

Municipal Bond Rating and Municipal Bond Insurance

Insurance S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) is expected to assign their municipal bond ratings of “AA” (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy guaranteeing the timely payment of the principal of and interest on the Bonds will be issued by Build America Mutual Assurance Company (“BAM”). The District has not applied for an underlying rating nor is it expected that the District would have received an investment grade rating had such application been made. See “MUNICIPAL BOND INSURANCE.” An explanation of the significance of such rating may be obtained from S&P. This rating reflects only the views of S&P, and the District

makes no representation as to the appropriateness of such rating. Further, 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, if in the sole judgment of S&P circumstances so warrant. Any such downward revisions or withdrawal of the rating may have an adverse effect on the trading value and the market price of the Bonds. See “RISK FACTORS – Risk Factors Related to the Purchase of Municipal Bond Insurance,” “MUNICIPAL BOND RATING,” “MUNICIPAL BOND INSURANCE,” and “APPENDIX B.”

Legal Opinion Allen Boone Humphries Robinson LLP, Houston, Texas, Bond Counsel.

Financial Advisor Post Oak Municipal Advisors LLC, Houston, Texas.

Engineer Quiddity Engineering LLC d.b.a. Jones and Carter, Inc., Houston, Texas.

Disclosure Counsel McCall, Parkhurst & Horton L.L.P., Houston, Texas.

Risk Factors The purchase and ownership of the Bonds are subject to special risk factors and all prospective purchasers are urged to examine carefully the entire Official Statement for a discussion of investment risks, including particularly the section captioned “RISK FACTORS” and particularly the subsections captioned “Dependence on Principal Taxpayers” and “Dependence on Personal Property Tax Collections.”

THE DISTRICT

Description The District was created by order of the Texas Commission on Environmental Quality (the “Commission” or “TCEQ”) dated March 12, 2004. The District contains approximately 266 acres of land located approximately 36 miles from downtown Houston, Texas. The District lies entirely within the extraterritorial jurisdiction of the City of Magnolia and within the Magnolia Independent School District. The District is bounded on the west by Nichols-Sawmill Road and on the north by acreage which is bounded on the north by Connie Avenue. The District lies approximately one mile south of the intersection of Nichols-Sawmill Road and Farm to Market 1774. See “THE DISTRICT” and “AERIAL PHOTOGRAPH” herein.

Status of

Development The District consists of Grand Oaks Subdivision, a single-family rental home community, owned and managed by BoaVida Communities, and Glen Oaks Subdivision, a single-family residential community. With the consent of the District, the Developer (as defined herein) has financed the design and construction of water, sanitary sewer and drainage facilities to serve Grand Oaks, Sections 1 through 3 (approximately 48 acres of land developed into 190 single-family residential lots) and Glen Oaks, Sections 1, 2, 3, and 4 (approximately 81 acres of land developed into 365 single-family residential lots). Construction of underground utilities and street paving is complete in these sections. Grand Oaks subdivision includes 190 prefabricated, modular homes, which have been constructed off-site and placed upon permanent slabs, and is fully built out. BoaVida Communities owns, leases and maintains the property. Approximately 96% of the homes are currently leased and occupied. The average value of homes in Grand Oaks ranges from approximately \$55,000 to approximately \$95,000. Home construction in Glen Oaks subdivision began in November, 2005. As of March 22, 2022, Glen Oaks contained 365 single-family residential homes completed and occupied, no single-family homes completed and unoccupied, and no developed lots available for homebuilding.

The District presently contains approximately 83 acres of developable land which are not provided with underground water, sanitary sewer and drainage facilities. Approximately 35 of such acres are being developed as Glen Oaks, Section Five, which will include 145 lots and is expected to be completed by June 2022. The Developer has entered into contracts to

sell such lots to Hovnanian and CastleRock, which are expected to offer homes at prices ranging from approximately \$195,000 to \$320,000.

The District includes approximately 14 acres of developable commercial property of which approximately 9 acres have been developed by the City of Magnolia for a wastewater treatment plant site and 2 acres have been developed for commercial use.

The Developer has constructed a fitness center with a swimming pool, a park with volleyball courts, basketball courts, and a dog park on approximately 5 acres, as well as walking trails which run throughout the District. Additionally, the District has two youth baseball fields, a soccer field and a picnic pavilion. Approximately 33 acres of land are contained in drainage easements, street rights-of-way, and utility sites, and approximately 2 acres are included in open space areas. See “THE DISTRICT—Status of Development.”

The Developer.....Magnolia I, L.P. (the "Developer"), a Texas limited partnership, whose general partner is Cambridge Real Estate GP, Inc., a Texas corporation, was formed for the sole purpose of developing both the Grand Oaks and Glen Oaks subdivisions in the District. Upon completion of development of the Grand Oaks subdivision, Magnolia I sold the Grand Oaks Subdivision. BoaVida Communities now owns and operates the Grand Oaks Subdivision as a fully developed rental home community. Magnolia I and Cambridge Real Estate GP, Inc., are entities owned and/or controlled by the heirs of James M. Hill.

All funds required by the Developer for development activities are provided from equity or from funds received by the Developer from its affiliates. See "THE DEVELOPER."

*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 the State of Texas (the “State”) because of the effects of COVID-19. Subsequently, in response to a rise in COVID-19 infections in the State and pursuant to 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 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 the State of 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.

To the knowledge of the District, 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 effects of COVID-19 or a similar virus should there be a reversal of economic activity and re-imposition of restrictions.

RISK FACTORS

THE PURCHASE AND OWNERSHIP OF THE BONDS ARE SUBJECT TO SPECIAL RISK FACTORS AND ALL PROSPECTIVE PURCHASERS ARE URGED TO EXAMINE CAREFULLY THE ENTIRE OFFICIAL STATEMENT FOR A DISCUSSION OF INVESTMENT RISKS, INCLUDING PARTICULARLY THE SECTION CAPTIONED “RISK FACTORS.”

SELECTED FINANCIAL INFORMATION

2021 Certified Taxable Assessed Valuation.....	\$76,520,486 (a)
Gross Debt Outstanding (after issuance of the Bonds).....	\$5,405,000
Estimated Overlapping Debt.....	<u>1,483,379 (b)</u>
Gross Debt and Estimated Overlapping Debt.....	\$6,888,379 (b)
Ratio of Gross Debt to:	
2021 Certified Taxable Assessed Valuation.....	7.06%
Ratio of Gross Debt and Estimated Overlapping Debt to:	
2021 Certified Taxable Assessed Valuation.....	9.00%
Fund Balances Available as of March 22, 2022:	
Operating Fund.....	\$1,839,647
Capital Projects Fund.....	\$0
Debt Service Fund.....	\$396,390 (c)
2021 Tax Rate:	
Debt Service.....	0.310
Maintenance and Operations.....	<u>0.640</u>
Total.....	\$0.950
Average Annual Debt Service Requirements (2022-2047) of the Bonds and the Outstanding Bonds ("Average Requirement").....	\$307,522
Tax rate required to pay Average Requirement based upon:	
2021 Certified Taxable Assessed Valuation at a 95% collection rate.....	\$0.43 /\$100 A.V.
Maximum Annual Debt Service Requirements (2024) of the Bonds and the Outstanding Bonds ("Maximum Requirement").....	\$421,156
Tax rate required to pay Maximum Requirement based upon:	
2021 Certified Taxable Assessed Valuation at a 95% collection rate.....	\$0.58 /\$100 A.V.
Status of Home Construction as of March 22, 2022:	
Single-family residential - completed and occupied.....	365
Single-family residential - completed and unoccupied.....	0
Developed lots available for homebuilding.....	0
Single-family residential - completed rental units.....	190
Total Platted Lots.....	555
2022 Estimated Population.....	1,694 (d)

(a) As certified by the Montgomery Central Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."

(b) See "ESTIMATED OVERLAPPING DEBT STATEMENT."

(c) Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund.

(d) Based upon 3.5 persons per occupied single-family residence and 2 persons per rental unit.

OFFICIAL STATEMENT

\$3,000,000

GRAND OAKS MUNICIPAL UTILITY DISTRICT

(A political subdivision of the State of Texas located within Montgomery County)

UNLIMITED TAX BONDS

SERIES 2022

This Official Statement provides certain information in connection with the issuance by Grand Oaks Municipal Utility District (the “District”) of its \$3,000,000 Unlimited Tax Bonds, Series 2022 (the “Bonds”).

The Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution, the general laws of the State of Texas, including but not limited to Chapters 49 and 54 of the Texas Water Code, as amended, an election held in the District on February 5, 2005, a resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the Board of Directors of the District (the “Board”), and an order of the Texas Commission on Environmental Quality (the “Commission” or “TCEQ”).

This Official Statement includes descriptions, among others, of the Bonds and the Bond Resolution, and certain other information about the District and Magnolia I, L.P. (the “Developer”), a Texas limited partnership. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from the District upon payment of the costs of duplication therefore.

RISK FACTORS

General

The Bonds, which are obligations of the District and not obligations of the State of Texas, Montgomery County, the City of Magnolia, or any other entity other than the District, will be secured by a continuing direct annual ad valorem tax levied, without legal limitation as to rate or amount, on all taxable property within the District. The ultimate security for payment of the principal of and interest on the Bonds depends on the ability of the District to collect from the property owners within the District all taxes levied against the property, or in the event of foreclosure, on the value of the taxable property with respect to taxes levied by the District and by other taxing authorities.

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 the State of Texas (the “State”) because of the effects of COVID-19. Subsequently, in response to a rise in COVID-19 infections in the State and pursuant to 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 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 the executive order of the Governor for any business or other establishment in the State of 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.

To the knowledge of the District, 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 effects of COVID-19 or a similar virus should there be a reversal of economic activity and re-imposition of restrictions.

Potential Effects of Oil Price Fluctuations on the Houston Area

The economy of the Houston area has, in the past, been particularly affected by adverse conditions in the oil and gas industry, and such conditions and their spillover effects into other industries could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values within the District. The District cannot predict the impact that negative conditions in the oil and gas industry will have on property values in the District.

Economic Factors and Interest Rates

A substantial percentage of the taxable value of the District results from the current market value of single-family residences and commercial development. A substantial number of the single-family homes are rental properties owned by a single entity. The market value of such properties is related to general economic conditions in Houston, the State of Texas and the nation and those conditions can affect the demand for such properties. Demand for residential lots and commercial and multi-family development of this type and the construction thereon can be significantly affected by factors such as interest rates, credit availability (see "Credit Market and Liquidity in the Financial Markets" below), construction costs and the prosperity and demographic characteristics of the urban center toward which the marketing of such properties is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact such values.

Credit Markets and Liquidity in the Financial Markets

Interest rates and the availability of development funding have a direct impact on construction activity, particularly short-term interest rates at which the developer is able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. In addition, since the District is located approximately 36 miles north of the central downtown business district of the City of Houston, the success of development within the District and growth of District taxable property values are, to a great extent, a function of the Houston metropolitan and regional economies and national credit and financial markets. A downturn in the economic conditions of Houston or a decline in the nation's real estate and financial markets could adversely affect development and construction plans in the District and restrain the growth or reduce the value of the District's property tax base.

No Landowner Obligation to the District

There are no commitments from or obligations of the Developer or any landowner to the District to proceed at any particular rate or according to any specified plan with the development of land or the construction of improvements in the District, and there is no restriction on any landowner's right to sell its land. Failure to construct taxable improvements on developed tracts of land would restrict the rate of growth of taxable values in the District. The District cannot and does not make any representations that over the life of the Bonds, the District will increase or maintain its taxable value.

Severe Weather

The greater Houston area, including the District, is subject to occasional severe weather events, including tropical storms and hurricanes. If the District were to sustain damage to its facilities requiring substantial repair or replacement, or if substantial damage were to occur to taxable property within the District as a result of such a weather event, the investment security of the Bonds could be adversely affected.

The greater Houston area has experienced multiple storms exceeding a 0.2% probability (i.e. "500-year flood" events) since 2015, including Hurricane Harvey, which made landfall along the Texas Gulf Coast on August 26, 2017, and brought historic levels of rainfall during the successive four days. To the knowledge of the District, there was no interruption of water and sewer service as a result of Hurricane Harvey. According to the District's Engineer, the system serving the District did not sustain any material damage from Hurricane Harvey. To the knowledge of the District, no properties within the District experienced structural flooding or other damage as a result of Hurricane Harvey.

If a future weather event significantly damaged all or part of the improvements within the District, the assessed value of property within the District could be substantially reduced, which could result in a decrease in tax revenues and/or necessitate an increase in the District's tax rate. Further, there can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (or that property owners will even carry flood or other casualty insurance), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild or repair any damaged improvements within the District. Even if insurance proceeds are available and improvements are rebuilt, there could be a lengthy period in which assessed values within the District could be adversely affected.

Specific Flood Type Risks

Ponding (or Pluvial) Flood: Ponding, or pluvial, flooding occurs when heavy rainfall creates a flood event independent of an overflowing water body, typically in relatively flat areas. Intense rainfall can exceed the drainage capacity of a drainage system, which may result in water within the drainage system becoming trapped and diverted onto streets and nearby property until it is able to reach a natural outlet. Ponding can also occur in a flood pool upstream of or behind a dam, levee or reservoir.

Riverine (or Fluvial) Flood: Riverine, or fluvial, flooding occurs when water levels rise over the top of river, bayou or channel banks due to excessive rain from tropical systems making landfall and/or persistent thunderstorms over the same area for extended periods of time. The damage from a riverine flood can be widespread. The overflow can affect smaller rivers and streams downstream, or may sheet-flow over land. Flash flooding is a type of riverine flood that is characterized by an intense, high velocity torrent of water that occurs in an existing river channel with little to no notice. Flash flooding can also occur even if no rain has fallen, for instance, after a levee, dam or reservoir has failed or experienced an uncontrolled release, or after a sudden release of water by a debris or ice jam. In addition, planned or unplanned controlled releases from a dam, levee or reservoir also may result in flooding in areas adjacent to rivers, bayous or drainage systems downstream.

Impact on District Tax Rates

Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of District property owners to pay their taxes. The 2021 Certified Taxable Assessed Valuation of the District is \$76,548,089 (see "FINANCIAL STATEMENT"). After issuance of the Bonds, the maximum annual debt service requirement is \$421,156 (2024) and the average annual debt service requirement is \$307,522 (2022-2047). Assuming no increase or decrease from the 2021 Certified Taxable Assessed Valuation and no use of funds other than tax collections, a tax rate of \$0.58 per \$100 of taxable assessed valuation at a 95% collection rate would be necessary to pay the maximum annual debt service requirement of \$421,156 and a tax rate of \$0.43 per \$100 of taxable assessed valuation at a 95% collection rate would be necessary to pay the average annual debt service requirement of \$307,522. See "DEBT SERVICE REQUIREMENTS."

Although calculations have been made regarding average and maximum tax rates necessary to pay the debt service on the Bonds and the Outstanding Bonds based upon the 2021 Certified Taxable Assessed Valuation, the District makes no representations regarding the future level of assessed valuation within the District. Increases in taxable values depend primarily on the continuing construction of taxable improvements within the District. See "TAX PROCEDURES" and "TAX DATA-Tax Adequacy for Debt Service."

Future Debt

The District reserves in the Bond Resolution the right to issue the remaining \$18,685,000 principal amount of authorized but unissued unlimited tax bonds for the purpose of acquiring or constructing water, sewer and drainage facilities, and \$24,890,000 principal amount of authorized but unissued unlimited tax bonds for the purpose refunding such bonds, and the District may issue additional bonds which may be voted hereafter.

After reimbursement from the sale of the Bonds, the Developer will have advanced funds on the District's behalf in the amount of approximately \$4,000,000 (as of February 28, 2022) for water, sewer, and drainage facilities, which are expected to be reimbursed with future bond proceeds. The District intends to issue additional bonds in order to reimburse the Developer for costs incurred to date and for costs to develop the remainder of undeveloped but developable land (approximately 46 acres). The District does not employ any formula with respect to taxable assessed

valuations, tax collections or otherwise to limit the amount of parity bonds which it may issue. Any bonds issued by the District, however, must be approved by the Attorney General of Texas, and the Board of the District and any bonds issued to acquire or construct water, sanitary sewer and drainage facilities must be approved by the TCEQ. In addition, future changes in health or environmental regulations could require the construction and financing of additional improvements without any corresponding increases in taxable value in the District. See "THE BONDS-Issuance of Additional Debt."

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 market conditions limiting the proceeds from a foreclosure sale of taxable property and collection procedures. 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. The costs of collecting any such taxpayer's delinquencies could substantially reduce the net proceeds to the District from a tax foreclosure sale. Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid. See "TAX PROCEDURES-District's Rights in the Event of Tax Delinquencies."

Registered Owners' Remedies and Bankruptcy Limitations

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 Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right 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 Resolution. Except for mandamus, the Bond Resolution does 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 Resolution 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.

Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Sections 901-946. The filing of such petition would automatically stay the enforcement of Registered Owners' remedies, including mandamus. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismisses the petition, enters an order granting relief from the stay or otherwise allows creditors to proceed against the petitioning political subdivision. A political subdivision such as the District may qualify as a debtor eligible to proceed in a Chapter 9 case only if it is (1) authorized to file for federal bankruptcy protection by applicable state law, (2) is insolvent or unable to meet its debts as they mature, (3) desires 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. Special districts such as the District must obtain the approval of the Commission

as a condition to seeking relief under the Federal Bankruptcy Code. The Commission is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under federal bankruptcy law only if such 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 a 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 appealable, 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 a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating the collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district may not be forced into bankruptcy involuntarily.

Continuing Compliance with Certain Covenants

The Bond Resolution contains covenants by the District intended to preserve the exclusion from gross income for federal income tax purposes of interest on the Bonds. Failure by the District to comply with such covenants in the Bond Resolution 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."

Marketability

The District has no agreement with the Initial Purchaser 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 of 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 generally bought, sold or traded in the secondary market.

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 Texas Commission on Environmental Quality (the “TCEQ”) may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act (“CAA”) Amendments of 1990, the eight-county Houston-Galveston-Brazoria area (“HGB Area”)—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty Counties—has been designated a nonattainment area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the “2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the “2015 Ozone Standard”). While the State of Texas has been able to demonstrate steady progress and improvements in air quality in the HGB Area, the HGB Area remains subject to CAA nonattainment requirements.

While the EPA has revoked the 1997 Ozone Standards, the EPA historically has not formally redesignated nonattainment areas for a revoked standard. As a result, the HGB Area remained subject to continuing severe nonattainment area “anti-backsliding” requirements, despite the fact that HGB Area air quality has been attaining the 1997 Ozone Standards since 2014. In late 2015, the EPA approved the TCEQ’s “redesignation substitute” for the HGB Area under the revoked 1997 Ozone Standards, leaving the HGB Area subject only to the nonattainment area requirements under the 2008 Ozone Standard (and later, the 2015 Ozone Standard).

In February 2018, the U.S. Court of Appeals for the District of Columbia Circuit issued an opinion in *South Coast Air Quality Management District v. EPA*, 882 F.3d 1138 (D.C. Cir. 2018) vacating the EPA redesignation substitute rule that provided the basis for the EPA’s decision to eliminate the anti-backsliding requirements that had applied in the HGB Area under the 1997 Ozone Standard. The court has not responded to the EPA’s April 2018 request for rehearing of the case. To address the uncertainty created by the *South Coast* court’s ruling, the TCEQ developed a formal request that the HGB Area be redesignated to attainment under the 1997 Ozone Standards. The TCEQ Commissioners adopted the request and maintenance plan for the 1997 one-hour and eight-hour standards on December 12, 2018. On May 16, 2019, the EPA proposed a determination that the HGB Area has met the redesignation criteria and continues to attain the 1997 one-hour and eight-hour standards, the termination of the anti-backsliding obligations, and approval of the proposed maintenance plan.

The HGB Area is currently designated as a “serious” nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2021. If the EPA ultimately determines that the HGB 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.

The HGB Area is currently designated as a “marginal” nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2021. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

In order to demonstrate progress toward attainment of the EPA’s ozone standards, the TCEQ has established a state implementation plan (“SIP”) for the HGB Area 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 HGB 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 HGB Area to reach attainment with the ozone standards by the EPA’s attainment deadlines. These additional controls could have a negative impact on the HGB 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 HGB 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 ninety (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.

The District is subject to the TCEQ’s General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”), which was issued by the TCEQ on January 24, 2019. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. The District has submitted all necessary documentation to the TCEQ for a waiver from the MS4 Permit requirements. If the waiver is not granted, in order to maintain compliance with the MS4 Permit, the District will continue to develop, implement, and maintain the required plans, as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff. Costs associated with these compliance activities could be substantial in the future.

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 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 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.

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 tax purposes. Any proposed legislation, whether or not enacted, may also affect the value and liquidity of the Bonds. Prospective purchasers should consult with their own tax advisors with respect to any proposed, pending or future legislation.

Risk Factors Related to the Purchase of Municipal Bond Insurance

The Initial Purchaser has entered into an agreement with BAM (the “Insurer”) for the purchase of a bond insurance policy (the “Policy”) to guarantee the scheduled payment of principal and interest on the Bonds. Investors should be aware of the following investment considerations:

The long-term ratings on the Bonds are dependent in part on the financial strength of the insurer and its claim paying ability. The 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 insurer and of the ratings on the Bonds insured by the 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 RATING” and “MUNICIPAL BOND INSURANCE.”

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

Neither the District nor the Initial Purchaser has made independent investigation into the claims paying ability of the Insurer and no assurance or representation regarding the financial strength or projected financial strength of the Insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal and interest on the Bonds and the claims-paying ability of the Insurer, particularly over the life of the investment. See “MUNICIPAL BOND RATING” and “MUNICIPAL BOND INSURANCE” for further information provided by the Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Insurer.

THE BONDS

General

The Bonds will be dated and accrue interest from May 1, 2022, which interest is payable on September 1, 2022, and on each March 1 and September 1 thereafter, until the earlier of maturity or prior redemption. The Bonds mature on September 1 in the amounts and years and bear interest at the rates shown on the cover page of this Official Statement. Interest calculations are based on a 360-day year comprised of twelve 30-day months.

Authority for Issuance

At a bond election held within the District on February 5, 2005, the voters of the District authorized the issuance of a total of \$25,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sewer and drainage facilities. The Bonds are being issued pursuant to such authorization.

The Bonds are issued by the District pursuant to the terms and provisions of the Bond Resolution, an Order of the Commission, an election held within the District, Article XVI, Section 59 of the Texas Constitution, and the general laws of the State of Texas, including but not limited to Chapters 49 and 54 of the Texas Water Code, as amended.

Before the Bonds can be issued, the Attorney General of Texas must pass upon the legality of certain related matters. The Attorney General of Texas does not guarantee or pass upon the safety of the Bonds as an investment or upon the adequacy of the information contained in this Official Statement.

Source of and Security for Payment

While the Bonds or any part of the principal thereof or interest thereon remain outstanding and unpaid, the District covenants in the Bond Resolution to levy a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District sufficient to pay the principal of and interest on the Bonds, the Outstanding Bonds and any future bonds payable in whole or in part from taxes, with full allowance being made for delinquencies and costs of collection.

The Bonds are obligations of the District and are not the obligations of the State of Texas, Montgomery County, the City of Magnolia, or any entity other than the District.

Funds

In the Bond Resolution, the Debt Service Fund is confirmed, and the proceeds from all taxes levied, assessed and collected for and on account of the Bonds authorized by the Bond Resolution shall be deposited, as collected, in such fund.

Accrued interest on the Bonds shall be deposited into the Debt Service Fund upon receipt. The remaining proceeds from sale of the Bonds, including interest earnings thereon, shall be deposited into the Capital Projects Fund, to pay costs of acquiring or constructing District facilities or capacity in facilities serving the District, pay interest on such reimbursements and pay the costs of issuing the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS" for a more complete description of the use of Bond proceeds.

Method of Payment of Principal and Interest

The Board has appointed The Bank of New York Mellon Trust Company, N.A. as Paying Agent/Registrar for the Bonds. The principal of the Bonds shall be payable, without exchange or collection charges, in any coin or currency of the United States of America which, on the date of payment, is legal tender for the payment of debts due the United States of America, upon their presentation and surrender as they respectively become due and payable, at the principal payment office of the Paying Agent/Registrar in Dallas, Texas. Interest on each Bond shall be payable by check or draft payable on each Interest Payment Date, mailed by the Paying Agent/Registrar on or before each Interest Payment Date to the Registered Owners as shown on the Register on the fifteenth (15th) day (whether or not a business day) of the month prior to each interest payment date (defined herein as the "Record Date"), to the address of such Registered Owner as shown on the Register or by such other customary banking arrangements as may be agreed to by the Paying Agent/Registrar and the Registered Owners at the risk and expense of the Registered Owners.

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, as defined in the Bond Resolution.

No Arbitrage

The District will certify as of the date the Bonds are delivered and paid for 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, as amended (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 in the Bond Resolution 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.

Redemption Provisions

Mandatory Redemption: The Bonds maturing on September 1 in the years 2030, 2034, 2036, 2039, and 2047 (the “Term Bonds”) shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the “Mandatory Redemption Date”), on September 1 in each of the years and in the principal amounts set forth in the following schedule (with each such scheduled principal amount reduced, by the principal amount as may have been previously redeemed through the exercise of the District’s reserved right of optional redemption, as provided under “Optional Redemption” on the following page.

\$185,000 Term Bonds Due September 1, 2030		\$410,000 Term Bonds Due September 1, 2034		\$235,000 Term Bonds Due September 1, 2036	
Mandatory Redemption Date	Principal Amount	Mandatory Redemption Date	Principal Amount	Mandatory Redemption Date	Principal Amount
2029	\$ 90,000	2031	\$ 95,000	2035	\$ 115,000
2030 (maturity)	95,000	2032	100,000	2036 (maturity)	120,000
		2033	105,000		
		2034 (maturity)	110,000		
\$390,000 Term Bonds Due September 1, 2039		\$1,310,000 Term Bonds Due September 1, 2047			
Mandatory Redemption Date	Principal Amount	Mandatory Redemption Date	Principal Amount		
2037	\$ 125,000	2040	\$ 140,000		
2038	130,000	2041	145,000		
2039 (maturity)	135,000	2042	155,000		
		2043	160,000		
		2044	165,000		
		2045	175,000		
		2046	180,000		
		2047 (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 Bond or portions of the Term Bond of such maturity to be mandatorily redeemed on such Mandatory Redemption Date, and (iii) give notice of such redemption as provided in the Bond Resolution. The principal amount of any Term Bond to be mandatorily redeemed on such Mandatory Redemption Date shall be reduced by the principal amount of such Term Bond which, by the 45th day prior to 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.

Optional Redemption: The District reserves the right, at its option, to redeem the Bonds maturing on and after September 1, 2029, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000, on September 1, 2028, or on any date thereafter, at a price of par plus accrued interest on the principal amounts called for redemption to the date fixed for redemption. If fewer than all of the Bonds are redeemed at any time, the particular maturities and amounts of Bonds to be redeemed shall be selected by the District. If less than all the Bonds of any maturity are redeemed at any time, the particular Bonds within a maturity to be redeemed shall be selected by the Paying Agent/Registrar by lot or other customary method of selection (or by DTC in accordance with its procedures while the Bonds are in book-entry-only form).

Notice of any redemption identifying the Bonds to be redeemed in whole or in part shall be given by the Paying Agent/Registrar at least thirty (30) days prior to the date fixed for redemption by sending written 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 Register. Such notices shall state the redemption date, the redemption price, the place at which the Bonds are to be surrendered for payment and, if fewer than all the Bonds outstanding within any one maturity are to be redeemed, the numbers of the Bonds or the portions thereof to be redeemed. Any notice given shall be conclusively presumed to have been duly given, whether or not the Registered Owner receives such notice. By the date fixed for redemption, due provision shall be made with the Paying Agent/Registrar for payment of the redemption price of the Bonds or portions thereof to be redeemed, plus accrued interest to the date fixed for redemption. When Bonds have been called for redemption in whole or in part and due provision has been made to redeem the same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Registered Owners to collect interest that would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

Registration and Transfer

So long as any Bonds remain outstanding, the Paying Agent/Registrar shall keep the register at its principal payment office and, subject to such reasonable regulations as it may prescribe, the Paying Agent/Registrar shall provide for the registration and transfer of Bonds in accordance with the terms of the Bond Resolution. While the Bonds are in the Book-Entry-Only System, the Bonds will be registered in the name of Cede & Co. and will not be transferred. See “BOOK-ENTRY-ONLY SYSTEM.”

Replacement of Paying Agent/Registrar

Provision is made in the Bond Resolution for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new paying agent/registrar shall act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a national or state banking institution, a corporation organized and doing business under the laws of the United States of America or of any State, authorized under such laws to exercise trust powers, and subject to supervision or examination by federal or state authority, to act as Paying Agent/Registrar for the Bonds.

Lost, Stolen or Destroyed Bonds

In the event the Book-Entry-Only System is discontinued, upon the presentation and surrender to the Paying Agent/Registrar of a mutilated Bond, the Paying Agent/Registrar shall authenticate and deliver in exchange therefor a replacement Bond of like maturity, interest rate and principal amount, bearing a number not contemporaneously outstanding. If any Bond is lost, stolen or destroyed, the District, pursuant to the applicable laws of the State of Texas and in the absence of notice or knowledge that such Bond has been acquired by a bona fide purchaser, shall, upon receipt of certain documentation from the Registered Owner and an indemnity bond, execute and the Paying Agent/Registrar shall authenticate and deliver a replacement Bond of like maturity, interest rate and principal amount bearing a number not contemporaneously outstanding. Registered Owners of lost, stolen or destroyed bonds will be required to pay the District's costs to replace such bond. In addition, the District or the Paying Agent/Registrar may require the Registered Owner to pay a sum sufficient to cover any tax or other governmental charge that may be imposed.

Issuance of Additional Debt

At a bond election held within the District the voters of the District authorized the issuance of a total of \$25,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, sanitary sewer and drainage facilities and a like principal amount for the purpose of refunding bonds. After issuance of the Bonds, the District will have \$18,685,000 principal amount of unlimited tax bonds authorized but unissued for the purpose of acquiring or constructing water, sanitary sewer, and drainage facilities and \$24,890,000 principal amount of unlimited tax bonds authorized but unissued for the purpose of refunding such bonds. The Bond Resolution imposes no limitation on the amount of additional parity bonds which may be authorized for issuance by the District's voters or the amount ultimately issued by the District. See "RISK FACTORS-Future Debt" and "THE SYSTEM-Future Debt."

The District is authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue such bonds, the following actions would be required: (a) consent from the City of Magnolia; (b) approval of a detailed fire plan by the Commission; (c) authorization of the detailed fire plan and bonds for such purpose by the qualified voters in the District; (d) approval of the bonds by the Commission; and (e) approval of bonds by the Attorney General of Texas. The Board has not considered preparing a fire plan or calling an election at this time for such purposes.

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) development of park plan, (b) approval of the park plan and bonds by the voters in the District, (c) approval of the park projects and bonds by the Commission; and (d) approval of the bonds by the Attorney General of Texas. If the District does issue park bonds, the outstanding principal amount of such bonds may not exceed an amount equal to one percent of the value of the taxable property in the District, unless the District meets certain financial feasibility requirements under the TCEQ rules, in which case the outstanding principal amount of such bonds issued by the District may exceed an amount equal to one percent but not three percent of the value of the taxable property in the District.

Pursuant to Chapter 54 of the Water Code, a municipal utility district may petition the TCEQ for the power to issue bonds supported by property taxes to finance roads. Before the District could issue such bonds, the District would be required to receive a grant of such power from the TCEQ, authorization from the District's voters to issue such bonds, and approval of the bonds by the Attorney General of Texas. The District has not considered filing an application to the TCEQ for "road powers" nor calling such an election at this time.

Issuance of additional bonds could dilute the investment security for the Bonds.

Annexation by the City of Magnolia

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Magnolia, the District must conform to a City of Magnolia ordinance consenting to the creation of the District. In addition, the District may be annexed by the City of Magnolia without the District's consent. If the District is annexed, the City will assume the District's assets and obligations (including the Bonds) and dissolve the District within ninety (90) days. Annexation of territory by the City is a policy-making matter within the discretion of the Mayor and City Council of the City of Magnolia, and therefore, the District makes no representation that the City of Magnolia will ever annex the District and assume its debt, nor does the District make any representation concerning the ability of the City of Magnolia to pay debt service on the District's bonds if annexation were to occur.

Consolidation

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 drainage system) and liabilities (such as the Bonds), with the assets and liabilities of districts with which it is consolidating. Although no consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

Remedies in Event of Default

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 as required by the Bond Resolution, or defaults in the observance or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right 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 Resolution. Except for mandamus, the Bond Resolution does 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 Resolution 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. See "RISK FACTORS-Registered Owners' Remedies and Bankruptcy Limitations."

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 unmatured 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 might 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.

Defeasance

The Bond Resolution provides 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 or (ii) by depositing with any place of payment (paying agent) of the Bonds or other 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 obligations of 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, and which 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.

Upon such deposit as described above, such bonds shall no longer be regarded as outstanding or unpaid. After firm banking and financial arrangements for the discharge and final payment or redemption of the Bonds have been made as described above, all rights of the District to initiate proceedings to call the Bonds for redemption or take any other action amending the terms of the Bonds are extinguished; provided, however, that the right to call the Bonds for redemption is not extinguished if the District: (i) in the proceedings providing for the firm banking and financial arrangements, expressly reserves the right to call the Bonds for redemption; (ii) gives notice of the reservation of that right to the owners of the Bonds immediately following the making of the firm banking and financial arrangements; and (iii) directs that notice of the reservation be included in any redemption notices that it authorizes.

There is no assurance that the current law will not be changed in the future in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds.

BOOK-ENTRY-ONLY SYSTEM

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy or completeness thereof. The District cannot and does not give any assurances that DTC, DTC Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) Bonds representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will do so on a timely basis or that DTC, DTC Direct Participants or DTC Indirect Participants will act in the manner described in this Official Statement. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedure" of DTC to be followed in dealing with DTC Direct Participants are on file with DTC.

General

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered Bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. With respect to the Bonds, one fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, 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 3.6 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 ("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 (“Indirect Participants”). DTC has a rating of “AA+” from S&P Global Ratings. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at 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 ownership interest of each actual purchaser of each Bond (“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 system for the Bonds 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. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

All 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 Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds 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, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment 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 system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but neither the District nor the Initial Purchaser take any responsibility for the accuracy thereof.

THE DISTRICT

General

Grand Oaks Municipal Utility District (the "District") is a municipal utility district created by order of the Texas Commission on Environmental Quality (the "Commission" or "TCEQ"), dated March 12, 2004, and operates under the provisions of Chapters 49 and 54 of the Texas Water Code, Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution, and other general statutes applicable to municipal utility districts.

The District is empowered, among other things, to 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. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District is also empowered to establish parks and recreational facilities for the residents of the District, to contract for or employ its own peace officers, and, after approval by the City, the Commission, and the voters of the District, to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts or municipalities.

The Commission exercises continuing supervisory jurisdiction over the District. The District is required to observe certain requirements of the City of Magnolia which limit the purposes for which the District may sell bonds for the acquisition, construction, and improvement of waterworks, wastewater, and drainage facilities and the refunding of outstanding debt obligations; limit the net effective interest rate on such bonds and other terms of such bonds; require approval by the City of Magnolia of District construction plans; and permit connections only to platted lots and reserves which have been approved by the Planning Commission of the City of Magnolia. Construction and operation of the District's system are subject to the regulatory jurisdiction of additional government agencies. See "THE SYSTEM."

Description and Location

The District presently contains approximately 266 acres of land located approximately 36 miles north of downtown Houston, Texas. The District is bounded on the west by Nichols-Sawmill Road and on the north by acreage which is bounded on the north by Connie Avenue. The District lies approximately 1 mile south of the intersection of Nichols-Sawmill Road and Farm to Market 1774. The District is located wholly within the exclusive extraterritorial jurisdiction of the City of Magnolia and within the Magnolia Independent School District. See "AERIAL PHOTOGRAPH."

Land Use

The District currently includes approximately 129 developed acres of single-family residential development (555 completed lots with utilities and paving), approximately 83 developable acres of developable land, which are not provided with underground water, sanitary sewer and drainage facilities, approximately 14 acres of commercial/retail development, approximately 33 undevelopable acres (drainage easements, street rights-of-way and utility sites) and approximately 2 acres are included in open space areas. The Developer has also constructed a fitness center with a swimming pool, a park with volleyball courts, basketball courts, and a dog park on approximately 5 acres, as well as walking trails which run throughout the District. The table on the following page represents a detailed breakdown of the current acreage and development in the District.

Land Use

	Approximate Acres	Lots
<i>Single-Family Residential</i>		
Glen Oaks		
Section One.....	20	104
Section Two	16	77
Section Three	29	124
Section Four.....	16	60
Subtotal.....	81	365
Grand Oaks		
Section One.....	28	95
Section Two	14	70
Section Three.....	6	25
Subtotal.....	48	190
Single-Family Residential Total.....	129	555
Future Development (a).....	83	
Commercial	14	-
Non-Developable (b).....	40	-
Subtotal.....	137	-
Totals.....	266	555

(a) Underground water, sanitary sewer and drainage facilities are being constructed on approximately 35 acres which is being developed as Glen Oaks, Section Five, such section will include 145 lots and is expected to be completed by June 2022.

(b) Includes approximately 33 acres consisting of drainage easements, Grand Oaks Boulevard public right-of-ways, and utility sites, approximately 2 acres of parks, recreation and open space areas and approximately 5 acres on which the Developer has constructed a fitness center with a swimming pool, a park with volleyball courts, basketball courts, and a dog park.

Status of Development

The District consists of Grand Oaks Subdivision, a single-family rental home community, owned and managed by BoaVida Communities, and Glen Oaks Subdivision, a single-family residential community. With the consent of the District, the Developer (as defined herein) has financed the design and construction of water, sanitary sewer and drainage facilities to serve Grand Oaks, Sections 1 through 3 (approximately 48 acres of land developed into 190 single-family residential lots) and Glen Oaks, Sections 1, 2, 3, and 4 (approximately 81 acres of land developed into 365 single-family residential lots). Construction of underground utilities and street paving is complete in these sections. Grand Oaks subdivision includes 190 prefabricated, modular homes, which have been constructed off-site and placed upon permanent slabs, and is fully built out. BoaVida Communities owns, leases and maintains the property. Approximately 96% of the homes are leased and occupied. The average value of homes in Grand Oaks ranges from approximately \$55,000 to approximately \$95,000. Home construction in Glen Oaks subdivision began in November, 2005. As of March 22, 2022, Glen Oaks contained 365 single-family residential homes completed and occupied, no single-family homes completed and unoccupied, and no developed lots available for homebuilding.

The District presently contains approximately 83 acres of developable land which are not provided with underground water, sanitary sewer and drainage facilities. Approximately 35 of such acres are being developed as Glen Oaks, Section Five, which will include 145 lots and is expected to be completed by June 2022. The Developer has entered into contracts to sell such lots to Hovnanian and CastleRock, which are expected to offer homes at prices ranging from approximately \$195,000 to \$320,000.

The District includes approximately 14 acres of developable commercial property of which approximately 9 acres have been developed by the City of Magnolia for a wastewater treatment plant site and 2 acres have been developed for commercial use.

The Developer has constructed a fitness center with a swimming pool, a park with volleyball courts, basketball courts, and a dog park on approximately 5 acres, as well as walking trails which run throughout the District. Additionally, the District has two youth baseball fields, a soccer field and a picnic pavilion. Approximately 33 acres of land are

contained in drainage easements, street rights-of-way, and utility sites, and approximately 2 acres are included in open space areas. See “THE DISTRICT—Status of Development.”

Utility Agreement with the City of Magnolia

The City of Magnolia provides water supply and wastewater treatment services to the District, pursuant to that certain Potable Water and Sanitary Sewer Supply Agreement (the "Utility Agreement") between the City of Magnolia and the District, as subsequently amended. Pursuant to the Utility Agreement, the City of Magnolia agrees to provide water supply and wastewater treatment services to the District for 924 equivalent single-family residential connections and 3 acres of commercial development in the District. The District is obligated to pay the City of Magnolia a capital recovery charge for such water and sewer capacity in the City of Magnolia's system, as established and adjusted according to the terms of the Utility Agreement. Customers in the District pay for water and sewer service based on actual usage and the applicable City of Magnolia water and sewer rates. The District collects such water and sewer revenue from its customers on behalf of the City of Magnolia. The District is responsible for operation and maintenance of its water distribution and wastewater collection system.

MANAGEMENT

Board of Directors

The District is governed by the Board of Directors, consisting of five directors, which has control over and management supervision of all affairs of the District. Each of the three current Directors owns land in the District. Directors are elected to serve for four-year staggered terms. The Directors and Officers of the District are listed below:

<u>Name</u>	<u>District Board Title</u>	<u>Term Expires</u>
Joel R. Scott	President	May-2024
Daniel Signorelli	Vice President	May-2024
Rick Nommensen	Secretary	May-2024
John Hammond	Assistant Vice President	May-2022
Brandon Buell	Assistant Secretary	May-2022

While the District does not employ any full-time employees, it has contracted for certain services as follows:

Tax Assessor/Collector

Land and improvements within the District are appraised for ad valorem taxation purposes by the Montgomery Central Appraisal District. The District's Tax Assessor/Collector is appointed by the Board of Directors of the District. Bob Leared Interests is currently serving in this capacity for the District.

Bookkeeper

The District has engaged Municipal Accounts & Consulting, L.P. to serve as the District's bookkeeper.

System Operator

The District contracts with TNG Utility Corp. for maintenance and operation of the District's storm water drainage facilities.

Engineer

The consulting engineer for the District in connection with the design and construction of the District's facilities is Quiddity Engineering, LLC d.b.a. Jones and Carter, Inc. (the "Engineer").

Attorney

The District has engaged Allen Boone Humphries Robinson LLP as General Counsel and as Bond Counsel in connection with the issuance of the Bonds. The legal fees to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the Bonds actually issued, sold and delivered and, therefore, such fees are contingent on the sale and delivery of the Bonds. The legal fees paid to Allen Boone Humphries Robinson LLP in its capacity as General Counsel are based on time charges actually incurred.

Financial Advisor

Post Oak Municipal Advisors LLC (the "Financial Advisor") serves as financial advisor to the District. The fee to be paid the Financial Advisor is contingent upon sale and delivery of the Bonds.

Auditor

As required by the Texas Water Code, the District retains an independent auditor to audit the District's financial statements annually, which audited financial statements are filed with the Commission. The financial statements of the District as of September 30, 2021, and for the year then ended, included in this Official Statement, have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein. See "APPENDIX A" for a copy of the District's September 30, 2021, audited financial statements.

THE DEVELOPER

Role of a Developer

In general, the activities of a landowner or developer in a municipal utility district such as the District include designing the project, defining a marketing program and setting building schedules; securing necessary governmental approvals and permits for development; arranging for the construction of roads and the installation of utilities; and selling or leasing improved tracts or commercial reserves to other developers or third parties. While a developer is required by the Commission to pave certain streets, a developer is under no obligation to a district to undertake development activities according to any particular plan or schedule. Furthermore, there is no restriction on a developer's right to sell any or all of the land which the developer owns within a district. In addition, the developer is ordinarily the major taxpayer within the district during the early stages of development. The relative success or failure of a developer to perform in the above-described capacities may affect the ability of a district to collect sufficient taxes to pay debt service and retire bonds.

Neither the Developer nor any affiliate of the Developer, if any, is obligated to pay principal of or interest on the Bonds. Furthermore, the Developer has no 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 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. See "RISK FACTORS."

The Developer

Magnolia I, L.P. (the "Developer"), a Texas limited partnership, whose general partner is Cambridge Real Estate GP, Inc., a Texas corporation, was formed for the sole purpose of developing both the Grand Oaks and Glen Oaks subdivisions in the District. Upon completion of development of the Grand Oaks subdivision, Magnolia I sold the Grand Oaks Subdivision. BoaVida Communities now owns and operates the Grand Oaks Subdivision as a fully developed rental home community. Magnolia I and Cambridge Real Estate GP, Inc., are entities owned and/or controlled by the heirs of James M. Hill.

All funds required by the Developer for development activities are provided from equity or from funds received by the Developer from its affiliates.

THE SYSTEM

Regulation

According to the Engineer, the District's water supply and distribution, wastewater collection, and storm drainage facilities (collectively, the "System") have been designed in accordance with accepted engineering practices and the then current requirements of various entities having regulatory or supervisory jurisdiction over the construction and operation of such facilities. The construction of the System was required to be accomplished in accordance with the standards and specifications of such entities and is subject to inspection by each such entity. Operation of the System must be accomplished in accordance with the standards and requirements of such entities. The Commission exercises continuing supervisory authority over the District. Discharge of treated sewage is subject to the regulatory authority of the Commission and the U.S. Environmental Protection Agency. Construction of drainage facilities is subject to the regulatory authority of the City of Magnolia, Montgomery County and, in some instances, the Commission. Montgomery County and the City of Magnolia also exercise regulatory jurisdiction over the System. The regulations and requirements of entities exercising regulatory jurisdiction over the System are subject to further development and revision which, in turn, could require additional expenditures by the District in order to achieve compliance. In particular, additional or revised requirements in connection with any permit for the wastewater treatment plant in which the District owns capacity beyond the criteria existing at the time of construction of the plant could result in the need to construct additional facilities in the future. The following descriptions are based upon information supplied by the District's Engineer.

Water Distribution, Sanitary Sewer Collection and Drainage System

Construction of the District's System has been financed with funds advanced by the Developer, a portion of which will be reimbursed with proceeds from sale of the Bonds and a portion of which will be reimbursed with the proceeds from the sale of future bonds.

Source of Water Supply: The District obtains water supply capacity from the City of Magnolia, which has entered into a contract for wholesale water service with the District for 924 equivalent single family connections. According to the Engineer, the District has contracted for capacity sufficient to serve the current needs of the District. The District currently serves approximately 564 equivalent single family connections.

Subsidence and Conversion to Surface Water Supply: The District is located within the boundaries of the Lone Star Groundwater Conservation District (the "Conservation District") which was created by the Texas Legislature to conserve, protect and enhance the groundwater resources of Montgomery County. The Conservation District has adopted rules and a regulatory plan for the conservation, preservation, protection, recharge and prevention of waste of groundwater, groundwater reservoirs or their subdivisions and to control subsidence caused by the withdrawal of groundwater from those groundwater resources or their subdivisions. Because the District obtains water service from the City of Magnolia, the District has no potable water well subject to regulation by the Subsidence District.

Source of Wastewater Treatment: Wastewater treatment for the District is provided by a wastewater treatment plant constructed, owned and operated by the City of Magnolia. The District has purchased approximately 564 connections of sanitary sewer capacity in the City of Magnolia Wastewater Treatment Plant. The Engineer estimates that the District's current wastewater capacity will serve approximately 924 equivalent single-family connections, which is adequate to serve the current needs of the District, assuming current regulatory criteria and present land use plans. The District currently serves approximately 564 equivalent single family connections.

100-Year Flood Plain: "Flood Insurance Rate Map" or "FIRM" means an official map of a community on which the Federal Emergency Management Agency (FEMA) has delineated the appropriate areas of flood hazards. The 1% chance of probable inundation, also known as the 100-year flood plain, is depicted on these maps. The "100-year flood plain" (or 1% chance of probable inundation) as shown on the FIRM is the estimated geographical area that would be flooded by a rain storm of such intensity to statistically have a one percent chance of occurring in any given year. According to the District's Engineer, none of the developable acreage within the District is located within the 100-year flood plain. Additionally, the District's storm water drainage system has been designed and constructed in accordance with current applicable regulatory standards for a development of this size and location. See "RISK FACTORS –Severe Weather."

In 2018, the National Weather Service completed a rainfall study known as NOAA Atlas 14, Volume 11 Precipitation Frequency Atlas of the United States ("Atlas 14"). Floodplain boundaries within the District may be redrawn based on the Atlas 14 study based on a higher statistical rainfall amount, resulting in interim floodplain regulations applying to a larger number of properties and consequently leaving less developable property within the District. The application of such regulations could additionally result in higher insurance rates, increased development fees, and stricter building codes for any property located within the expanded boundaries of the floodplain.

Future Debt

After the sale of the Bonds, the Developer will have expended approximately \$4,000,000 (as of February 28, 2022) for design, construction and acquisition of such facilities for which they will not have been reimbursed. It is anticipated that proceeds from future issues of District bonds will be used, in part, to reimburse the Developer for these costs to the extent allowed by the Commission. Additionally, the District presently contains approximately 83 acres of developable land not presently served with water, sanitary sewer and drainage facilities. It is anticipated that additional bonds will be issued to finance the construction of these facilities to serve this undeveloped acreage. The District can make no representation that any additional development will occur within the District. The Engineer has stated that the District's \$18,685,000 authorized but unissued unlimited tax bonds for water, sanitary sewer and drainage facilities will be adequate, under present land use projections, to finance such improvements. See "RISK FACTORS-Future Debt" and "THE BONDS-Issuance of Additional Debt."

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USE AND DISTRIBUTION OF BOND PROCEEDS

The estimated use and distribution of Bond proceeds is shown below. Of proceeds to be received from sale of the Bonds, \$2,664,499 is estimated for construction costs, \$90,000 is estimated for non-construction costs, and \$245,501 is estimated for issuance costs and fees.

I. CONSTRUCTION COSTS

Developer Contribution Items	
1) Grand Oaks, Section 1 - W, WW, & D.....	\$ 921,377
2) Glen Oaks, Section 3 - W, WW, & D.....	1,259,096
3) Glen Oaks, Section 4 - W, WW, & D.....	148,768
Total Developer Contribution Items	\$ 2,329,241
District Items	
1) Water Impact Fees	\$ 111,600
2) Wastewater Impact Fees	88,660
3) Land Cost - Drainage Reserves	134,998
Total District Items	\$ 335,258
Total Construction Costs	\$ 2,664,499

II. NON-CONSTRUCTION COSTS

• Bond Discount	\$ 87,585
• Contingency (a)	2,415
Total Non-Construction Costs	\$ 90,000

III. ISSUANCE COSTS AND FEES

• Legal Fees	\$ 90,000
• Fiscal Agent Fees	60,000
• Bond Application Report	50,000
• Bond Issuance Expenses	35,001
• Attorney General Fees (0.10% or \$9,500 max)	3,000
• TCEQ Bond Issuance Fee (0.25%)	7,500
Total Issuance Cost and Fees	\$ 245,501

TOTAL BOND ISSUE	\$ 3,000,000
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(a) Contingency represents the difference between estimated and actual amounts of bond discount.

In the event approved estimated amounts exceed actual costs, the difference comprises a surplus which may be expended for uses in accordance with the rules of the Commission. In the event actual costs exceed previously approved estimated amounts and contingencies, additional Commission approval and the issuance of additional bonds may be required.

UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED

<u>Date of Authorization</u>	<u>Purpose</u>	<u>Amount Authorized</u>	<u>Issued to Date</u>	<u>Amount Unissued</u>
2/5/2005	Water, Sanitary Sewer & Drainage	\$25,000,000	\$6,315,000 (a)	\$18,685,000
2/5/2005	Refunding Bonds	\$25,000,000	\$110,000	\$24,890,000

(a) Includes the Bonds.

FINANCIAL STATEMENT

2021 Certified Taxable Assessed Valuation.....	\$76,520,486 (a)
District Debt:	
Outstanding Bonds (as of February 28, 2022).....	\$2,405,000
The Bonds.....	<u>3,000,000</u>
Gross Debt Outstanding (after issuance of the Bonds).....	\$5,405,000
Ratio of Gross Debt to 2021 Certified Taxable Assessed Valuation.....	7.06%
Area of District: 266 acres	

(a) As certified by the Montgomery Central Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."

Cash and Investment Balances (unaudited as of March 22, 2022)

General Operating Fund	Cash and Temporary Investments	\$1,839,647
Capital Projects Fund	Cash and Temporary Investments	\$0
Debt Service Fund	Cash and Temporary Investments	\$396,390 (a)

(a) Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund.

Outstanding Bonds

<u>Series</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding as of February 28, 2022</u>
2016	\$1,695,000	\$1,050,000
2017 (a)	\$1,300,000	<u>\$1,355,000</u>
		<u><u>\$2,405,000</u></u>

(a) Unlimited Tax Refunding Bonds.

ESTIMATED OVERLAPPING DEBT STATEMENT

Expenditures of the various taxing entities within the territory of the District are paid out of ad valorem taxes levied by such entities on properties within the District. Such entities are independent of the District and may incur borrowings to finance their expenditures. This statement of direct and estimated overlapping ad valorem tax bonds ("Tax Debt") was developed from information contained in the "Texas Municipal Reports" published by the Municipal Advisory Council of Texas. Except for the amounts relating to the District, the District has not independently verified the accuracy or completeness of such information, and no person should rely upon such information as being accurate or complete. Furthermore, certain of the entities listed may have issued additional bonds since the date hereof, and such entities may have programs requiring the issuance of substantial amounts of additional bonds, the amount of which cannot be determined. The following table reflects the estimated share of the overlapping Tax Debt of the District.

Taxing Jurisdiction	Outstanding Bonds	As of	Overlapping	
			Percent	Amount
Lone Star College System.....	\$643,940,000	02/28/22	0.02%	128,788
Montgomery County.....	485,170,000	02/28/22	0.08%	388,136
Magnolia ISD.....	138,065,000	02/28/22	0.70%	966,455
Total Estimated Overlapping Debt.....				\$1,483,379
The District.....	5,405,000 (a)	Current	100.00%	<u>5,405,000</u>
Total Direct and Estimated Overlapping Debt.....				\$6,888,379
Ratio of Total Direct and Estimated Overlapping Debt to:				
2021 Certified Taxable Assessed Valuation.....				9.00%

(a) Includes the Bonds.

Overlapping Tax Rates for 2021

	2021 Tax Rate per \$100 of Taxable Assessed Valuation
Lone Star College System.....	\$ 0.1078
Montgomery County.....	0.4083
Magnolia ISD.....	<u>1.1872</u>
Total Overlapping Tax Rate.....	\$ 1.7033
The District.....	<u>0.9500</u>
Total Tax Rate.....	\$ 2.6533

TAX DATA

Tax Collections

The following statement of tax collections sets forth in condensed form the historical tax collection experience of the District. This summary has been prepared for inclusion herein, based upon information from District records. Reference is made to these records for further and more complete information.

Tax Year	Net Certified Taxable Valuation	Tax Rate	Total Tax Levy	Total Collections As of February 28, 2022	
				Amount	Percent
2017	\$ 37,267,894	\$1.020	\$ 380,133	\$ 378,206	99.49%
2018	42,935,095	1.000	429,351	427,288	99.52%
2019	53,867,793	1.000	538,678	536,049	99.51%
2020	56,673,856	1.000	566,739	564,064	99.53%
2021	76,520,486	0.95	726,945	694,001	95.47%

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. No split payments are allowed and no discounts are allowed.

Tax Rate Distribution

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Debt Service	\$0.310	\$0.390	\$0.360	\$0.500	\$0.720
Maintenance and Operations	0.640	0.610	0.640	0.500	0.300
Total	\$0.950	\$1.000	\$1.000	\$1.000	\$1.020

Tax Rate Limitations

Debt Service: Unlimited (no legal limit as to rate or amount).

Maintenance and Operations: \$1.50 per \$100 of taxable assessed valuation.

Debt Service Tax

The Board covenants in the Bond Resolution 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. The District levied a total debt service tax for 2021 in the amount of \$0.310 per \$100 of taxable assessed valuation. See "Tax Rate Distribution" herein.

Maintenance and Operations Tax

The Board of Directors of the District 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. Pursuant to an election held on March 3, 2004, the Board was authorized to levy such a maintenance tax in an amount not to exceed \$1.50 per \$100 of taxable assessed valuation. Such tax is in addition to taxes which the District is authorized to levy for paying principal and interest on the District's bonds. The District levied a general maintenance tax for 2021 in the amount of \$0.640 per \$100 of taxable assessed valuation. The District has not levied a tax for road maintenance.

Tax Exemptions

As discussed in the section titled "TAX 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.

The Developer has executed a Waiver of Special Appraisal, waiving their right to claim any agriculture or open space exemptions, or any other type of exemption or valuation, for the property they own within the District that would reduce the assessed value of such land below its market value for purposes of ad valorem taxation by the District. Such waiver is binding for a period of thirty years.

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 twenty percent (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 Texas Property Tax Code.

Principal Taxpayers

The following list of principal taxpayers was provided by the District's Tax Assessor/Collector based upon the 2021 Certified Taxable Assessed Valuation.

Taxpayer	Type of Property	2021 Certified Assessed Valuation	% of 2021 Certified Assessed Valuation
Grand Oaks MHC LLC	Land & Improvements	\$6,721,570	8.78%
Magnolia I Ltd. (a)	Land & Improvements	1,784,980	2.33%
Castlerock Communities LP	Land & Improvements	1,616,380	2.11%
K Hovnanian of Houston II LLC	Land & Improvements	1,442,241	1.88%
Oakland Development Inc.	Land & Improvements	738,000	0.96%
Rnt Management, LLC	Land & Improvements	405,420	0.53%
CenterPoint Energy Houston Electricity	Land & Improvements	386,570	0.51%
Individual	Land	346,570	0.45%
Individual	Land	330,360	0.43%
Individual	Land	327,210	0.43%
Total for Principal Taxpayers		\$ 14,099,301	18.42%

(a) See "THE DEVELOPER."

Summary of Assessed Valuation

The following summary of the 2021, 2020, 2019, 2018 and 2017 certified assessed valuation is provided by the District's Tax Assessor/Collector based on information contained in the 2021, 2020, 2019, 2018 and 2017 tax rolls of the District. Information in this summary may differ slightly from the assessed valuations shown herein due to differences in dates of data.

	2021	2020	2019	2018	2017
Land	\$18,754,820	\$11,260,200	\$11,120,940	\$9,147,630	\$7,992,300
Improvements	58,875,870	46,001,930	43,816,280	34,059,880	30,037,100
Personal Property	744,228	1,051,202	883,345	739,840	638,284
Exempt Property	(1,854,432)	(1,639,476)	(1,952,772)	(1,012,255)	(1,399,790)
Total Assessed Valuation	\$76,520,486	\$56,673,856	\$53,867,793	\$42,935,095	\$37,267,894

Tax Adequacy for Debt Service

The calculations shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation over the 2021 Certified Taxable Assessed Valuation, no use of available funds, and utilize tax rates necessary to pay the District's average and maximum annual debt service requirements on the Bonds and the Outstanding Bonds.

Average annual debt service requirement (2022-2047).....	\$307,522
\$0.43 tax rate on the 2021 Certified Taxable Assessed Valuation of \$76,520,486 at a 95% collection rate produces	\$312,586
Maximum annual debt service requirement (2024).....	\$421,156
\$0.58 tax rate on the 2021 Certified Taxable Assessed Valuation of \$76,520,486 at a 95% collection rate produces	\$421,628

TAX PROCEDURES

Authority to Levy Taxes

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, the Outstanding 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 Resolution to levy such a tax from year to year as described more fully herein under "THE BONDS-Source of and Security for Payment." Under Texas law, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District and for the payment of certain contractual obligations. See "TAX DATA."

Property Tax Code and County-Wide Appraisal District

Title 1 of the Texas Tax Code (the "Property Tax Code") specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized here.

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State 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 Montgomery Central Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units within Montgomery County, including the District. Such appraisal values are subject to review and change by the Appraisal Review Board of Montgomery County (the "Appraisal Review Board").

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 the State of 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; farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; travel trailers; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older and of certain disabled persons to the extent deemed advisable by the Board. The District may be required to offer such an exemption if a majority of voters approves it at an election. The District would be required to call such an election upon petition by twenty percent (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 certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 depending on the disability rating of the veteran. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who was entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the total 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. Also, the surviving spouse of a member of the armed forces who was killed or fatally injured in the line of duty, subject to certain conditions, entitled to a total tax exemption on such surviving spouse's residence homestead. If the surviving spouse changes homesteads, but does not remarry, then the amount of the exemption as of the last year of the first qualifying residential homestead is applicable to the subsequent homesteads. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

Residential Homestead Exemptions: The Property Tax Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised 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 before July 1.

Freeport Goods and Goods-in-Transit Exemptions: 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 2011 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 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 personal 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

Montgomery County may designate all or part of the area within the District as a reinvestment zone. Thereafter, Montgomery County, the District, and the City of Magnolia (if it were to annex the District), under certain circumstances, 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 valuation of property covered by the agreement over its assessed valuation 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.

Valuation of Property for Taxation

Generally, property in the District must be appraised by the applicable Appraisal District at market value as of January 1 of each year. Once an appraisal roll is prepared and finally approved by the applicable Appraisal Review Board, it is used by the District in establishing its tax rolls and tax rate. Generally, assessments under the Tax Code are to be based on one hundred percent (100%) of market value, as such is defined in the Tax Code. In determining market value, either the replacement cost or the income or the market data method of valuation may be used, whichever is appropriate. Nevertheless, certain land may be appraised at less than market value under the Tax Code. Increases in the appraised value of residence homesteads are limited by the Texas Constitution to a cumulative 10 percent annual increase regardless of the market value of the property.

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land's capacity to produce agricultural or timber products rather than at its market value. The 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. Provisions of the Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the 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 while claiming it as to another. If a claimant receives the agricultural use 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, including taxes for the previous three (3) years for agricultural use, open space land, and timberland.

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 real property in such Appraisal District at least once every three (3) years. It is not known what frequency of reappraisal 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 applicable Appraisal District chooses formally to include such values on its appraisal roll.

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% physically 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 applicable 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.

District and Taxpayer Remedies

Under certain circumstances taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a timely petition for review in State district court. In such event, the value of the property in question will 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 value, appraisals which 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 of Directors, 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 six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (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 twelve percent (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 one percent (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, 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 tax, penalties and interest, if the person requests an installment agreement in writing 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) sixty-five (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, as amended, classifies districts differently based on the current operation and maintenance tax rate or on the percentage of build-out that the District has completed. Districts that have adopted an operation and maintenance 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 herein 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 operation and maintenance 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 operation and maintenance 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 of Texas or President of the United States, 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 operation and maintenance 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 operation and maintenance 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 operation and maintenance tax rate.

The District:

A determination as to a district's status as a Special Taxing Unit, Developed District or Developing District is made by the Board of Directors on an annual basis. For the 2021 tax year, the Board of Directors classified the District as a Developing District. 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 for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State of Texas and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "ESTIMATED OVERLAPPING DEBT STATEMENT-Overlapping Tax Rates for 2021." A tax lien on real property takes priority over the claim 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 applicable 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 subject to the restrictions on residential homesteads described above under "Levy and Collection of Taxes." 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 all other types of property after the purchaser's deed issued at the foreclosure sale is

filed in the county records or by bankruptcy proceedings which restrict the collection of taxpayer debts. The District's ability to foreclose its tax lien or collect penalties or interest on delinquent taxes may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act, 12 U.S.C. 1825, as amended. See "RISK FACTORS-General" and "-Tax Collection Limitations," and "-Registered Owners' Remedies and Bankruptcy Limitations."

Tax Payment Installments after Disaster

Certain qualified taxpayers, including owners of residential homesteads, located within a designated disaster area or emergency area and whose property has been damaged as a direct result of the disaster or emergency, are entitled to enter into a tax payment installment agreement with a taxing jurisdiction, such as the District, if the taxpayer pays at least one-fourth of the tax bill imposed on the property by the delinquency date. The remaining taxes may be paid without penalty or interest in three equal installments within six months of the delinquency date.

Additionally, the Property Tax Code authorizes a taxing jurisdiction such as the District, solely at the jurisdiction's discretion to adopt a similar installment payment option for taxes imposed on property that is located within a designated disaster area or emergency area and is owned or leased by certain qualified business entities, regardless of whether the property has been damaged as a direct result of the disaster or emergency.

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GENERAL FUND

General

The Bonds are payable from the levy of an ad valorem tax, without limitation as to rate or amount, upon all taxable property in the District. Surplus revenues, if any, of the District's general fund are not pledged to the payment of the Bonds but are available for any lawful purpose including payment of debt service on the Bonds, at the discretion and upon action of the Board.

General Fund Statement

The following statement sets forth in condensed form the historical results of operation of the District's general fund. Accounting principles customarily employed in the determination of net revenues have been observed and, in all instances, exclude depreciation. Such summary is based upon information obtained from the District's audited financial statements for fiscal years ended September 30 of the years 2017 through 2021 and an unaudited summary for the five-month period ended February 28, 2022 provided by the District's Bookkeeper. Reference is made to such statements and records for further and more complete information.

Fiscal Year Ended September 30						
	10/1/2021 to 2/28/2022 (a)	2021	2020	2019	2018	2017
Revenues:						
Property taxes	\$ 467,736	\$ 341,994	\$ 343,262	\$ 213,639	\$ 111,375	\$ 106,871
Water Service	127,471	310,310	279,153	280,574	252,631	239,364
Sewer Service	96,617	232,573	207,808	204,775	188,623	175,389
Regional Water Fee	39,125	99,652	95,163	94,311	70,559	70,491
Penalty and Interest	13,486	41,883	25,568	35,773	34,305	32,571
Tap Connection and Inspection Fees	13,769	109,224	74,610	7,749	32,131	17,851
Investment Income	2,196	4,485	11,392	19,332	9,865	3,905
Other Income	-	11	3,481	2,901	3,043	2,625
Total Revenues	<u>\$ 760,400</u>	<u>\$ 1,140,132</u>	<u>\$ 1,040,437</u>	<u>\$ 859,054</u>	<u>\$ 702,532</u>	<u>\$ 649,067</u>
Expenditures:						
Service Operations:						
Purchased Services	\$ 93,765	\$ 383,214	\$ 242,155	\$ 280,691	\$ 246,091	\$ 217,650
Regional Water Fee	35,359	156,093	80,557	102,882	82,529	66,223
Professional fees	58,140	112,290	108,152	86,542	76,457	63,011
Contracted services	65,218	169,806	159,536	129,465	115,678	107,194
Utilities	557	1,375	1,839	1,606	1,774	1,248
Repairs and maintenance	64,372	120,688	41,072	61,087	31,920	34,581
Other Expenditures	25,166	47,962	34,195	51,738	47,503	40,715
Tap Connections	1,485	37,280	26,235	3,515	4,945	2,875
Capital Outlay	-	13,362	-	-	2,365	-
Debt Service, debt issuance costs	-	15,323	9,973	12,756	15,192	-
Total Expenditures	<u>\$ 344,063</u>	<u>\$ 1,057,393</u>	<u>\$ 703,714</u>	<u>\$ 730,282</u>	<u>\$ 624,454</u>	<u>\$ 533,497</u>
Excess (Deficiency) of Revenues						
Over Expenditures	\$ 416,337	\$ 82,739	\$ 336,723	\$ 128,772	\$ 78,078	\$ 115,570
Beginning Fund Balance	<u>\$ 1,463,362</u>	<u>\$ 1,380,623</u>	<u>\$ 1,043,900</u>	<u>\$ 915,128</u>	<u>\$ 837,050</u>	<u>\$ 721,480</u>
Ending Fund Balance	<u>\$ 1,879,699</u>	<u>\$ 1,463,362</u>	<u>\$ 1,380,623</u>	<u>\$ 1,043,900</u>	<u>\$ 915,128</u>	<u>\$ 837,050</u>

(a) Unaudited. Provided by the District's bookkeeper.

DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements on the Outstanding Bonds and the Bonds.

Year	Outstanding	Debt Service on the Bonds			Total
	Debt Service	Principal	Interest	Total	Debt Service
2022	\$ 227,419		\$ 41,888	\$ 41,888	\$ 269,306
2023	223,444	\$70,000	125,663	195,663	419,106
2024	224,344	75,000	121,813	196,813	421,156
2025	224,969	75,000	117,688	192,688	417,656
2026	220,319	80,000	113,563	193,563	413,881
2027	220,406	85,000	109,163	194,163	414,569
2028	220,131	85,000	104,488	189,488	409,619
2029	214,481	90,000	99,813	189,813	404,294
2030	218,688	95,000	96,888	191,888	410,575
2031	212,250	95,000	93,800	188,800	401,050
2032	210,813	100,000	90,000	190,000	400,813
2033	208,863	105,000	86,000	191,000	399,863
2034	106,650	110,000	81,800	191,800	298,450
2035	103,388	115,000	77,400	192,400	295,788
2036	100,125	120,000	72,800	192,800	292,925
2037	96,750	125,000	68,000	193,000	289,750
2038	93,375	130,000	63,000	193,000	286,375
2039		135,000	57,800	192,800	192,800
2040		140,000	52,400	192,400	192,400
2041		145,000	46,800	191,800	191,800
2042		155,000	41,000	196,000	196,000
2043		160,000	34,800	194,800	194,800
2044		165,000	28,400	193,400	193,400
2045		175,000	21,800	196,800	196,800
2046		180,000	14,800	194,800	194,800
2047		190,000	7,600	197,600	197,600
Total	<u>\$ 3,126,413</u>	<u>\$ 3,000,000</u>	<u>\$ 1,869,163</u>	<u>\$ 4,869,163</u>	<u>\$ 7,995,575</u>

Average Annual Debt Service Requirements (2022-2047).....	\$307,522
Maximum Annual Debt Service Requirements (2024).....	\$421,156

LEGAL MATTERS

Legal Proceedings

Delivery of the Bonds will be accompanied by the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas, payable from the proceeds of an annual ad valorem tax levied, without limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the approving legal opinion of Bond Counsel, to a like effect and to the effect that, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals.

Bond Counsel has reviewed the information appearing in this Official Statement under “THE BONDS,” “THE DISTRICT-General,” “-Utility Agreement with the City of Magnolia,” “TAX PROCEDURES,” “LEGAL MATTERS,” “TAX MATTERS,” and “CONTINUING DISCLOSURE OF INFORMATION” solely to determine if such information, insofar as it relates to matters of law, is true and correct, and whether such information fairly summarizes the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this Official Statement nor has it conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon Bond Counsel’s limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

Allen Boone Humphries Robinson LLP also serves as General Counsel to the District on matters other than the issuance of bonds. The legal fees paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based on a percentage of the bonds actually issued, sold, and delivered and, therefore, such fees are contingent upon the sale and delivery of the Bonds. The legal fees paid to Allen Boone Humphries Robinson LLP in its capacity as General Counsel are based on time charges actually incurred.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of the expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction, nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

No Material Adverse Change

The obligations of the Initial Purchaser 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 from that set forth or contemplated in the Official Statement.

No-Litigation Certificate

The District will furnish the Initial Purchaser a certificate, executed by both the President or Vice President and Secretary or Assistant Secretary of the Board, and dated as of the date of delivery of the Bonds, to the effect that no litigation of any nature is pending or to its knowledge threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the levy, assessment and collection of ad valorem taxes to pay the interest or the principal of 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 or the title of the present officers of the District.

TAX MATTERS

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes, and interest on the Bonds is not subject to the alternative minimum tax on individuals.

The Internal Revenue Code of 1986, as amended (the “Code”) imposes a number of requirements that must be satisfied for interest on state or local obligations, such as the Bonds, to be excludable from gross income for federal income tax purposes. These requirements include limitations on the use of proceeds and the source of repayment, limitations on the investment of proceeds prior to expenditure, a requirement that excess arbitrage earned on the investment of proceeds be paid periodically to the United States and a requirement that the issuer file an information report with the Internal Revenue Service (the “Service”). The District has covenanted in the Bond Resolution that it will comply with these requirements.

Bond Counsel’s opinion will assume continuing compliance with the covenants of the Bond Resolution pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes and, in addition, will rely on representations by the District, the District’s Financial Advisor and the Initial Purchaser with respect to matters solely within the knowledge of the District, the District’s Financial Advisor and the Initial Purchaser, respectively, which Bond Counsel has not independently verified. If the District should fail to comply with the covenants in the Bond Resolution or if the foregoing representations should be determined to be inaccurate or incomplete, interest on the Bonds could become taxable from the date of delivery of the Bonds, regardless of the date on which the event causing such taxability occurs.

Under the Code, taxpayers are required to report on their returns the amount of tax exempt interest, such as interest on the Bonds, received or accrued during the year. Payments of interest on tax-exempt obligations such as the Bonds are in many cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any owner who is not an “exempt recipient” and who fails to provide certain identifying information. Individuals generally are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients.

Except as stated above, Bond Counsel will express no opinion as to any federal, state or local tax consequences resulting from the ownership of, receipt of interest on, or disposition of, the Bonds.

Prospective purchasers of the Bonds should be aware that the ownership of tax exempt obligations may result in collateral federal income tax consequences to financial institutions, life insurance and property and casualty insurance companies, certain S corporations with Subchapter C earnings and profits, individual recipients of Social Security or Railroad Retirement benefits, taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax exempt obligations, taxpayers owning an interest in a FASIT that holds tax-exempt obligations, and individuals otherwise qualifying for the earned income credit. In addition, certain foreign corporations doing business in the United States may be subject to the “branch profits tax” on their effectively-connected earnings and profits, including tax exempt interest such as interest on the Bonds. These categories of prospective purchasers should consult their own tax advisors as to the applicability of these consequences.

Bond Counsel’s opinions are based on existing law, which is subject to change. Such opinions are further based on Bond Counsel’s knowledge of facts as of the date hereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel’s attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, Bond Counsel’s opinions are not a guarantee of result and are not binding on the Service; rather, such opinions represent Bond Counsel’s legal judgment based upon its review of existing law and in reliance upon the representations and covenants referenced above that it deems relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the District as the taxpayer and the owners of the Bonds may not have a right to participate in such audit. Public awareness of any future audit of the Bonds could adversely affect the value and liquidity of the Bonds during the pendency of the audit regardless of the ultimate outcome of the audit.

Tax Accounting Treatment of Original Issue Discount Bonds

The issue price of certain of the Bonds (the “Original Issue Discount Bonds”) is less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount

Bond in the hands of any owner who has purchased such Original Issue Discount Bond at the initial public offering price in the initial public offering of the Bonds; and (b) such initial owner 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 period that such Original Issue Discount Bond continues to be owned by such owner.

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 Bond was held by such initial owner) is includable in gross income. (Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption “TAX MATTERS” generally applies, except as otherwise provided below, to original issue discount on an Original Issue Discount Bond held by an owner who purchased such Bond at the initial offering price in the initial public offering of the Bonds, and should be considered in connection with the discussion in this portion of the Official Statement.)

The foregoing is based on the assumptions that (a) the Initial Purchaser has purchased the Bonds for contemporaneous sale to the general public and not for investment purposes, and (b) all of the Original Issue Discount Bonds have been offered, and a substantial amount of each maturity thereof has been sold, to the general public in arm’s-length transactions for a cash price (and with no other consideration being included) equal to the initial offering prices thereof stated on the cover page of this Official Statement, and (c) the respective initial offering prices of the Original Issue Discount Bonds to the general public are equal to the fair market value thereof. Neither the District nor Bond Counsel warrants that the Original Issue Discount Bonds will be offered and sold in accordance with such assumptions.

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 Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner’s basis for such Bond for purposes of determining the amount of gain or loss recognized by such owner upon 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 plus 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 Bond.

The federal income tax consequences of the purchase, ownership, and 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 interest accrued upon redemption, sale or other disposition of such Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership and redemption, sale or other disposition of such Bonds.

Qualified Tax-Exempt Obligations

The Code requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution’s investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for “qualified tax-exempt obligations,” which include tax-exempt obligations, such as the Bonds, (a) designated by the issuer as “qualified tax-exempt obligations” and (b) issued by or on behalf of a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed \$10,000,000.

The District has designated the Bonds as “qualified tax-exempt obligations” and represents that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2022 is not expected to exceed \$10,000,000 and that the District and entities aggregated with the District under the Code will not designate more than \$10,000,000 in “qualified tax-exempt obligations” (including the Bonds) during calendar year 2022.

Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net interest cost, which bid was tendered by SAMCO Capital Markets, Inc. (the “Initial Purchaser”) bearing the interest rates shown on the cover page hereof, at a price of 97.08% of the principal amount thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of 4.225781% as calculated pursuant to Chapter 1204 of the Texas Government Code.

Prices and Marketability

The prices and other terms with respect to the offering and sale of the Bonds may be changed at any time by the Initial Purchaser 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 Purchaser may over-allot or effect transactions that stabilize or maintain the market prices of the Bonds at levels above those that might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

The District has no control over trading of the Bonds in the secondary market. Moreover, there is no guarantee that a secondary market will be made in the Bonds. In such a secondary market, the difference between the bid and asked price of utility district bonds may be greater than the difference between the bid and asked price 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.

Securities Laws

No registration statement relating to the offer and sale of the Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the 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 laws of any other jurisdiction. The District assumes no responsibility for registration or qualification of the Bonds under the securities laws of any other 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 shall 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 RATING

S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) is expected to assign their municipal bond ratings of “AA” (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy guaranteeing the timely payment of the principal of and interest on the Bonds will be issued by Build America Mutual Assurance Company (“BAM”). The District has not applied for an underlying rating nor is it expected that the District would have received an investment grade rating had such application been made. See “MUNICIPAL BOND INSURANCE.” An explanation of the significance of such ratings may be obtained from S&P. This rating reflects only the views of S&P, and the District makes no representation as to the appropriateness of such rating. Further, 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, if in the sole judgment of S&P circumstances so warrant. Any such downward revisions or withdrawal of the rating may have value and the market price of the Bonds. See “MUNICIPAL BOND INSURANCE.”

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company (“BAM”) will issue its Municipal Bond Insurance Policy for the Bonds (the “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 to this Official Statement.

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, 27th Floor, New York, New York 10281, its telephone number is: 212-235-2500, and its website is located at: 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. 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 December 31, 2021 and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$481.5 million, \$183.4 million and \$298.1 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, 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 the heading “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. (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. 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 of 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.

PREPARATION OF OFFICIAL STATEMENT

Sources and Compilation of Information

The financial data and other information contained in this Official Statement has been obtained primarily from the District's records, the Developer, the Engineer, the Tax Assessor/Collector, the Appraisal District and information from certain other sources. All of these sources are believed to be reliable, but no guarantee is made by the District as to the accuracy or completeness of the information derived from sources other than the District, and its inclusion herein is not to be construed as a representation on the part of the District except as described below under "Certification of Official Statement." Furthermore, there is no guarantee that any of the assumptions or estimates contained herein will be realized. The summaries of the agreements, reports, statutes, resolutions, engineering and other related information set forth in this Official Statement are included herein 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.

Financial Advisor

Post Oak Municipal Advisors LLC is employed as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the Official Statement, including the Official Notice of Sale and the Official Bid Form for the sale of the Bonds. In its capacity as Financial Advisor, Post Oak Municipal Advisors LLC has compiled and edited this Official Statement. In addition to compiling and editing, the Financial Advisor has obtained the information set forth herein under the caption indicated from the following sources:

"THE DISTRICT" - The Developer, Quiddity Engineering LLC d.b.a. Jones & Carter, Inc. ("Engineer"), and Records of the District ("Records"); "THE DEVELOPER" - Developer; "THE ROAD SYSTEM" - Engineer; "WATER

SUPPLY AND WASTEWATER TREATMENT” – Engineer; “UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED” - Records; “FINANCIAL STATEMENT” - Montgomery Central Appraisal District and Bob Leared Interests, Tax Assessor/Collector; “ESTIMATED OVERLAPPING DEBT STATEMENT” - Municipal Advisory Council of Texas and Financial Advisor; “TAX DATA” – Bob Leared Interests; “MANAGEMENT” - Records; “DEBT SERVICE REQUIREMENTS” - Financial Advisor; “THE BONDS,” “TAX PROCEDURES,” “LEGAL MATTERS,” and “TAX MATTERS” - Allen Boone Humphries Robinson LLP.

The Financial Advisor has provided the following sentence for inclusion in this official statement. The Financial Advisor has reviewed the information in this official statement in accordance with, and as part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

Consultants

In approving this Official Statement the District has relied upon the following consultants.

Engineer: The information contained in this Official Statement relating to engineering matters and to the description of the System and in particular that information included in the sections entitled “THE DISTRICT,” “THE ROAD SYSTEM” and “WATER SUPPLY AND WASTEWATER TREATMENT” has been provided by Quiditty Engineering LLC d.b.a. Jones & Carter, Inc. and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

Appraisal District: The information contained in this Official Statement relating to the assessed valuations has been provided by the Montgomery Central Appraisal District and has been included herein in reliance upon the authority of such entity as experts in assessing the values of property in Montgomery County, including the District.

Tax Assessor/Collector: The information contained in this Official Statement relating to the historical breakdown of the Assessed Valuation, principal taxpayers, and certain other historical data concerning tax rates and tax collections has been provided by Bob Leared Interests and is included herein in reliance upon the authority of such entity as experts in assessing and collecting taxes.

Auditor: As required by the Texas Water Code, the District retains an independent auditor to audit the District's financial statements annually, which audited financial statements are filed with the Commission. The financial statements of the District as of September 30, 2021, and for the year then ended, included in this Official Statement, have been audited by BKD, LLP, independent auditors, as stated in their report appearing herein. See “APPENDIX A” for a copy of the District's September 30, 2021, audited financial statements.

Bookkeeper: The information related to the “unaudited” summary of the District’s General Operating Fund as it appears in “WATER AND SEWER OPERATIONS” has been provided by Municipal Accounts & Consulting L.P. and is included herein in reliance upon the authority of such firm as experts in the tracking and managing the various funds of special districts.

Updating the 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 Purchaser, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchaser; 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 Purchaser, unless the Initial Purchaser notifies the District 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 as required by law (but not more than 90 days after the date the District delivers the Bonds).

Certification of Official Statement

The District, acting through its Board of Directors in its official capacity, hereby certifies, as of the date hereof, that the information, statements, and descriptions or any addenda, supplement and amendment thereto pertaining to the District and its affairs contained herein, to the best of its knowledge and belief, contain no untrue statement 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 are made, not misleading. With respect to information included in this Official Statement other than that relating to the District, the District has no reason to believe that such information contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading; however, the Board has made no independent investigation as to the accuracy or completeness of the information derived from sources other than the District. In rendering such certificate, the official executing this certificate may state that he has relied in part on his examination of records of the District relating to matters within his own area of responsibility, and his discussions with, or certificates or correspondence signed by, certain other officials, employees, consultants and representatives of the District.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Resolution, the District has made the following agreement for the benefit of the Registered Owners and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, and timely notice of certain specified events, to the Municipal Securities Rulemaking Board (the “MSRB”). The MSRB has established the Electronic Municipal Market Access (“EMMA”) system.

Annual Reports

The District will provide certain updated financial information and operating data, which is customarily prepared by the District and publicly available, annually to the MSRB.

The financial information and operating data which will be provided with respect to the District is found in APPENDIX A (Independent Auditor’s Report and Financial Statements). The District will update and provide this information within six months after the end of each of its fiscal years ending in or after 2022. The District may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (“Rule”). The updated information will include audited financial statements if the District commissions an audit and the audit is completed by the required time. If the audit of such financial statements is not complete within such period, the District shall provide unaudited financial statements for the applicable fiscal year to each EMMA within such six-month period, and audited financial statements when the audit report on such statements becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in the Bond Resolution or such other accounting principles as the District may be required to employ from time to time pursuant to state law or regulation.

The District’s current fiscal year end is September 30. Accordingly, it must provide updated information by March 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 business 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 status of the Bonds, or other material events affecting the tax 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; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person or the sale of all or substantially all of the assets of the District or other obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of an 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, 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, 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, any of which reflect financial difficulties. The terms “obligated person” and “financial obligation” when used in this paragraph shall have the meanings ascribed to them under the Rule. The term “material” when used in this paragraph shall have the meaning ascribed to it under the federal securities laws. Neither the Bonds nor the Bond Resolution make any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from MSRB

The District has agreed to provide the foregoing information only to the MSRB. The MSRB makes the information available to the public without charge through the EMMA internet portal at 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 Registered Owners or beneficial owners 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 type of operations of the District, if but only if 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 either the Registered Owners of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or any person 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. The District may amend or repeal the agreement in the Bond Resolution if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction determines that such provisions are invalid or unenforceable, but only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the initial offering. 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.

Compliance with Prior Undertakings

During the last five years, the District has complied in all material respects with its continuing disclosure agreements made in accordance with SEC Rule 15c2-12.

MISCELLANEOUS

All estimates, statements and assumptions in this Official Statement and the Appendices hereto have been made on the basis of the best information available and are believed to be reliable and accurate. Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact, and no representation is made that any such statements will be realized.

This Official Statement was approved by the Board of Directors of Grand Oaks Municipal Utility District, as of the date shown on the cover page.

/s/ **Joel R. Scott**

President, Board of Directors
Grand Oaks Municipal Utility District

ATTEST:

/s/ **Rick Nommensen**

Secretary, Board of Directors
Grand Oaks Municipal Utility District

AERIAL PHOTOGRAPH

The following images contain the approximate boundaries of the District as of March 2022.



PHOTOGRAPHS

The following photographs were taken in the District in March 2022, solely to illustrate the type of improvements which have been constructed in the District. The District cannot predict if any additional improvements will be constructed in the future.











APPENDIX A

Independent Auditor's Report and Financial Statements for the Fiscal Year Ended September 30, 2021

Grand Oaks Municipal Utility District

Montgomery County, Texas

Independent Auditor's Report and Financial Statements

September 30, 2021



Grand Oaks Municipal Utility District

September 30, 2021

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Independent Auditor's Report

Board of Directors
Grand Oaks Municipal Utility District
Montgomery County, Texas

We have audited the accompanying financial statements of the governmental activities and each major fund of Grand Oaks Municipal Utility District (the District), as of and for the year ended September 30, 2021, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

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 from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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 the assessment of the risks 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, we 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of September 30, 2021, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison schedule listed in the table of contents 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. We 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 our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The other information as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

BKD, LLP

Houston, Texas
February 14, 2022

Grand Oaks Municipal Utility District

Management's Discussion and Analysis

September 30, 2021

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements and 3) notes to financial statements. This report also contains supplementary information required by the Governmental Accounting Standards Board and other information required by the District's state oversight agency, the Texas Commission on Environmental Quality (the Commission).

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, such as the provision of water, sanitary sewer and drainage services. Other activities, such as the provision of recreation facilities and solid waste collection, are minor activities and are not budgeted or accounted for as separate programs. 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, liabilities, and deferred inflows and outflows of resources of 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 assets, liabilities, and deferred inflows and outflows of resources is labeled as net position and this difference is similar to the total stockholders' 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. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. 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 year.

Grand Oaks Municipal Utility District

Management's Discussion and Analysis (Continued)

September 30, 2021

Although the statement of activities looks different from a commercial enterprise's statement of income, 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 Funds

Governmental-fund financial statements consist of a balance sheet and a statement of revenues, expenditures and changes 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, sewer and drainage 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 assets, liabilities, and deferred inflows and outflows of resources 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 is different, there are significant differences between the totals presented in these financial statements. For this reason, there is an analysis in the notes to financial statements that describes the adjustments to fund balances to arrive at net position presented in the governmental activities column on the statement of net position. Also, there is an analysis in the notes to 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.

Notes to Financial Statements

The notes to financial statements provide additional information that is essential to a full understanding of the data found in the government-wide and fund financial statements.

Grand Oaks Municipal Utility District
Management's Discussion and Analysis (Continued)
September 30, 2021

Financial Analysis of the District as a Whole

The District's overall financial position and activities for the past two years are summarized as follows, based on the information included in the government-wide financial statements.

Summary of Net Position

	2021	2020
Current and other assets	\$ 1,915,381	\$ 1,824,804
Capital assets	<u>5,114,081</u>	<u>3,197,099</u>
Total assets	<u>7,029,462</u>	<u>5,021,903</u>
Deferred outflows of resources	<u>50,394</u>	<u>53,669</u>
Total assets and deferred outflows of resources	<u><u>\$ 7,079,856</u></u>	<u><u>\$ 5,075,572</u></u>
Long-term liabilities	\$ 6,262,334	\$ 4,370,155
Other liabilities	<u>199,176</u>	<u>179,416</u>
Total liabilities	<u>6,461,510</u>	<u>4,549,571</u>
Net position:		
Net investment in capital assets	(1,097,859)	(1,119,387)
Restricted	238,648	254,287
Unrestricted	<u>1,477,557</u>	<u>1,391,101</u>
Total net position	<u><u>\$ 618,346</u></u>	<u><u>\$ 526,001</u></u>

The total net position of the District increased by \$92,345. The majority of the increase in net position is related to tax revenues intended to pay principal on the District's bond indebtedness, which is shown as a long-term liability in the government-wide financial statements, as well as tap connection and inspection fee revenues exceeding the related tap connection expenses. Although the District's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Grand Oaks Municipal Utility District
Management's Discussion and Analysis (Continued)
September 30, 2021

Summary of Changes in Net Position

	2021	2020
Revenues:		
Property taxes	\$ 566,740	\$ 538,677
Charges for services	642,535	582,124
Other revenues	161,048	124,756
Total revenues	<u>1,370,323</u>	<u>1,245,557</u>
Expenses:		
Services	1,043,511	711,953
Depreciation	127,352	80,303
Debt service	107,115	104,388
Total expenses	<u>1,277,978</u>	<u>896,644</u>
Change in net position	92,345	348,913
Net position, beginning of year	<u>526,001</u>	<u>177,088</u>
Net position, end of year	<u><u>\$ 618,346</u></u>	<u><u>\$ 526,001</u></u>

Financial Analysis of the District's Funds

The District's combined fund balances as of the end of the fiscal year ended September 30, 2021, were \$1,682,858, an increase of \$63,404 from the prior year.

The general fund's fund balance increased by \$82,739 due to property taxes and service revenues exceeding service operation expenditures and debt issuance costs. In addition, tap connection and inspection fee revenues exceeded the related tap connection expenditures.

The debt service fund's fund balance decreased by \$19,335 due to bond principal and interest requirements exceeding property tax revenues generated.

General Fund Budgetary Highlights

There were several differences between the final budgetary amounts and actual amounts. The major differences between budget and actual were due to property tax, service and penalty and interest revenues and purchased services, regional water fees, and repairs and maintenance expenditures being higher than anticipated. In addition, capital outlay expenditures and debt issuance costs were not included in the budget. The fund balance as of September 30, 2021, was expected to be \$1,678,763 and the actual end-of-year fund balance was \$1,463,362.

Grand Oaks Municipal Utility District
Management's Discussion and Analysis (Continued)
September 30, 2021

Capital Assets and Related Debt

Capital Assets

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

Capital Assets (Net of Accumulated Depreciation)

	2021	2020
Land and improvements	\$ 713,360	\$ 713,360
Water facilities	942,648	644,094
Wastewater facilities	1,452,069	1,084,969
Drainage facilities	<u>2,006,004</u>	<u>754,676</u>
Total capital assets	<u><u>\$ 5,114,081</u></u>	<u><u>\$ 3,197,099</u></u>

Additions to capital assets during the current year are as follows:

Lift station fence and gate	\$ 13,362
Water, sewer and drainage facilities to serve Glen Oaks, Section 3	<u>2,030,972</u>
	<u><u>\$ 2,044,334</u></u>

Debt

The changes in the debt position of the District during the fiscal year ended September 30, 2021, are summarized as follows.

Long-term debt payable, beginning of year	\$ 4,370,155
Increases in long-term debt	2,030,972
Decreases in long-term debt	<u>(138,793)</u>
Long-term debt payable, end of year	<u><u>\$ 6,262,334</u></u>

The developer of the District has constructed 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 Commission. At September 30, 2021, a liability for developer-constructed capital assets of \$3,667,299 was recorded in the government-wide financial statements.

Since inception, the developer has advanced \$220,000 to the District for operations. The District does not have sufficient funds or anticipated revenues sufficient to liquidate these advances during the forthcoming fiscal year. These advances have been recorded as liabilities in the government-wide financial statements.

Grand Oaks Municipal Utility District
Management's Discussion and Analysis (Continued)
September 30, 2021

At September 30, 2021, the District had \$21,685,000 of unlimited tax bonds authorized, but unissued, for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District.

The District's Series 2016 bonds and Series 2017 refunding bonds are unrated.

Other Relevant Factors

Relationship to the City of Magnolia (the City)

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City, the District must conform to the City ordinance consenting to the creation of the District.

Contingencies

The developer of the District is constructing facilities within the boundaries of the District. The District has agreed to reimburse the developer for a portion of these costs, plus interest, from the proceeds of future bond sales, to the extent approved by the Commission. The District's engineer has stated that current construction contract amounts are approximately \$216,500. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

Grand Oaks Municipal Utility District
Statement of Net Position and Governmental Funds Balance Sheet
September 30, 2021

	General Fund	Debt Service Fund	Total	Adjustments	Statement of Net Position
Assets					
Cash	\$ 113,265	\$ 21,225	\$ 134,490	\$ -	\$ 134,490
Certificates of deposit	1,040,000	215,000	1,255,000	-	1,255,000
Short-term investments	302,470	3,339	305,809	-	305,809
Receivables:					
Property taxes	14,195	12,354	26,549	-	26,549
Service accounts	138,456	-	138,456	-	138,456
Accrued penalty and interest	-	-	-	13,666	13,666
Accrued interest	2,196	52	2,248	-	2,248
Due from others	39,163	-	39,163		39,163
Interfund receivable	18,503	-	18,503	(18,503)	-
Capital assets (net of accumulated depreciation):					
Land and improvements	-	-	-	713,360	713,360
Infrastructure	-	-	-	4,400,721	4,400,721
Total assets	1,668,248	251,970	1,920,218	5,109,244	7,029,462
Deferred Outflows of Resources					
Deferred amount on debt refundings	0	0	0	50,394	50,394
Total assets and deferred outflows of resources	\$ 1,668,248	\$ 251,970	\$ 1,920,218	\$ 5,159,638	\$ 7,079,856

Grand Oaks Municipal Utility District
Statement of Net Position and Governmental Funds Balance Sheet (Continued)
September 30, 2021

	General Fund	Debt Service Fund	Total	Adjustments	Statement of Net Position
Liabilities					
Accounts payable	\$ 63,314	\$ 1,617	\$ 64,931	\$ -	\$ 64,931
Accrued interest payable	-	-	-	6,868	6,868
Customer deposits	125,547	-	125,547	-	125,547
Due to others	1,830	-	1,830	-	1,830
Interfund payable	-	18,503	18,503	(18,503)	-
Long-term liabilities:					
Due within one year	-	-	-	145,000	145,000
Due after one year	-	-	-	6,117,334	6,117,334
Total liabilities	<u>190,691</u>	<u>20,120</u>	<u>210,811</u>	<u>6,250,699</u>	<u>6,461,510</u>
Deferred Inflows of Resources					
Deferred property tax revenues	<u>14,195</u>	<u>12,354</u>	<u>26,549</u>	<u>(26,549)</u>	<u>0</u>
Fund Balances/Net Position					
Fund balances:					
Restricted for, unlimited tax bonds	-	219,496	219,496	(219,496)	-
Unassigned	<u>1,463,362</u>	<u>-</u>	<u>1,463,362</u>	<u>(1,463,362)</u>	<u>-</u>
Total fund balances	<u>1,463,362</u>	<u>219,496</u>	<u>1,682,858</u>	<u>(1,682,858)</u>	<u>0</u>
Total liabilities, deferred inflows of resources and fund balances	<u>\$ 1,668,248</u>	<u>\$ 251,970</u>	<u>\$ 1,920,218</u>		
Net position:					
Net investment in capital assets				(1,097,859)	(1,097,859)
Restricted for debt service				238,648	238,648
Unrestricted				<u>1,477,557</u>	<u>1,477,557</u>
Total net position				<u>\$ 618,346</u>	<u>\$ 618,346</u>

Grand Oaks Municipal Utility District
Statement of Activities and Governmental Funds Revenues,
Expenditures and Changes in Fund Balances
Year Ended September 30, 2021

	General Fund	Debt Service Fund	Total	Adjustments	Statement of Activities
Revenues					
Property taxes	\$ 341,994	\$ 218,830	\$ 560,824	\$ 5,916	\$ 566,740
Water service	310,310	-	310,310	-	310,310
Sewer service	232,573	-	232,573	-	232,573
Regional water fee	99,652	-	99,652	-	99,652
Penalty and interest	41,883	3,110	44,993	1,188	46,181
Tap connection and inspection fees	109,224	-	109,224	-	109,224
Investment income	4,485	1,143	5,628	-	5,628
Other income	11	4	15	-	15
	<u>1,140,132</u>	<u>223,087</u>	<u>1,363,219</u>	<u>7,104</u>	<u>1,370,323</u>
Total revenues					
Expenditures/Expenses					
Service operations:					
Purchased services	383,214	-	383,214	-	383,214
Regional water fee	156,093	-	156,093	-	156,093
Professional fees	112,290	476	112,766	-	112,766
Contracted services	169,806	7,937	177,743	-	177,743
Utilities	1,375	-	1,375	-	1,375
Repairs and maintenance	120,688	-	120,688	-	120,688
Other expenditures	47,962	6,390	54,352	-	54,352
Tap connections	37,280	-	37,280	-	37,280
Capital outlay	13,362	-	13,362	(13,362)	-
Depreciation	-	-	-	127,352	127,352
Debt service:					
Principal retirement	-	140,000	140,000	(140,000)	-
Interest and fees	-	87,619	87,619	4,173	91,792
Debt issuance costs	15,323	-	15,323	-	15,323
	<u>1,057,393</u>	<u>242,422</u>	<u>1,299,815</u>	<u>(21,837)</u>	<u>1,277,978</u>
Total expenditures/expenses					
Excess (Deficiency) of Revenues Over Expenditures	82,739	(19,335)	63,404	(63,404)	
Change in Net Position				92,345	92,345
Fund Balances/Net Position					
Beginning of year	1,380,623	238,831	1,619,454	-	526,001
End of year	<u>\$ 1,463,362</u>	<u>\$ 219,496</u>	<u>\$ 1,682,858</u>	<u>\$ 0</u>	<u>\$ 618,346</u>

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Grand Oaks Municipal Utility District (the District) was created by an order of the Texas Commission on Environmental Quality (the Commission), effective March 12, 2004, in accordance with the Texas Water Code. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code and is subject to the continuing supervision of the Commission. The principal functions of the District are to finance, construct, own and operate waterworks, wastewater and drainage facilities and to provide such facilities and services to the customers of the District.

The District is governed by a Board of Directors (the Board) consisting of five individuals who are residents or owners of property within the District and are elected by voters within the District. The Board sets the policies of the District. The accounting and reporting policies of the District conform to accounting principles generally accepted in the United States of America for state and local governments, as defined by the Governmental Accounting Standards Board. The following is a summary of the significant accounting and reporting policies of the District:

Reporting Entity

The accompanying government-wide financial statements present the financial statements of the District. There are no component units that are legally separate entities for which the District is considered to be financially accountable. Accountability is defined as the District's substantive appointment of the voting majority of the component unit's governing board. Furthermore, to be financially accountable, the District must be able to impose its will upon the component unit or there must be a possibility that the component unit may provide specific financial benefits to, or impose specific financial burdens on, the District.

Government-wide and Fund Financial Statements

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, such as the provision of water, wastewater, drainage and other related 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 with a column for adjustments to convert to the government-wide financial statements.

The government-wide financial statements report information on all of the activities of the District. As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Governmental activities generally are financed through taxes, charges for services and intergovernmental revenues. The statement of activities reflects the revenues and expenses of the District.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

The fund financial statements provide information about the District's governmental funds. Separate statements for each governmental fund are presented. The emphasis of fund financial statements is directed to specific activities of the District.

The District presents the following major governmental funds:

General Fund – The general fund is the primary operating fund of the District which accounts for all financial resources not accounted for in another fund. Revenues are derived primarily from property taxes, charges for services and interest income.

Debt Service Fund – The debt service fund is used to account for financial resources that are restricted, committed or assigned to expenditures for principal and interest related costs, as well as the financial resources being accumulated for future debt service.

Fund Balances – Governmental Funds

The fund balances for the District's governmental funds can be displayed in up to five components:

Nonspendable – Amounts that are not in a spendable form or are required to be maintained intact.

Restricted – Amounts that can be spent only for the specific purposes stipulated by external resource providers, constitutionally or through enabling legislation. Restrictions may be changed or lifted only with the consent of resource providers.

Committed – Amounts that can be used only for the specific purposes determined by resolution of the Board. Commitments may be changed or lifted only by issuance of a resolution by the District's Board.

Assigned – Amounts intended to be used by the District for specific purposes as determined by management. In governmental funds other than the general fund, assigned fund balance represents the amount that is not restricted or committed. This indicates that resources in other governmental funds are, at a minimum, intended to be used for the purpose of that fund.

Unassigned – The residual classification for the general fund and includes all amounts not contained in the other classifications.

The District considers restricted amounts to have been spent when an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available. The District applies committed amounts first, followed by assigned amounts, and then unassigned amounts when an expenditure is incurred for purposes for which amounts in any of those unrestricted fund balance classifications could be used.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Measurement Focus and Basis of Accounting

Government-wide Financial Statements

The government-wide financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of the timing of related cash flows.

Nonexchange transactions, in which the District receives (or gives) value without directly giving (or receiving) equal value in exchange, include property taxes and donations. Recognition standards are based on the characteristics and classes of nonexchange transactions. Revenues from property taxes are recognized in the period for which the taxes are levied. Intergovernmental revenues are recognized as revenues, net of estimated refunds and uncollectible amounts, in the accounting period when an enforceable legal claim to the assets arises and the use of resources is required or is first permitted. Donations are recognized as revenues, net of estimated uncollectible amounts, as soon as all eligibility requirements imposed by the provider have been met. Amounts received before all eligibility requirements have been met are reported as liabilities.

Fund Financial Statements

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. With this measurement focus, only current assets and liabilities are generally included on the balance sheet. The statement of governmental funds revenues, expenditures and changes in fund balances presents increases (revenues and other financing sources) and decreases (expenditures and other financing uses) in spendable resources. General capital asset acquisitions are reported as expenditures and proceeds of long-term debt are reported as other financing sources. Under the modified accrual basis of accounting, revenues are recognized when both measurable and available. The District considers revenues reported in the governmental funds to be available if they are collectible within 60 days after year-end. Principal revenue sources considered susceptible to accrual include taxes, charges for services and investment income. Other revenues are considered to be measurable and available only when cash is received by the District. Expenditures are recorded when the related fund liability is incurred, except for principal and interest on general long-term debt, which are recognized as expenditures when payment is due.

Deferred Outflows and Inflows of Resources

A deferred outflow of resources is a consumption of net position that is applicable to a future reporting period and a deferred inflow of resources is an acquisition of net position that is applicable to a future reporting period.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Interfund Transactions

Transfers from one fund to another fund are reported as interfund receivables and payables if there is intent to repay the amount and if there is the ability to repay the advance on a timely basis.

Operating transfers represent legally authorized transfers from the fund receiving resources to the fund through which the resources are to be expended.

Pension Costs

The District does not participate in a pension plan and, therefore, has no pension costs.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and deferred inflows and outflows of resources and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses/expenditures during the reporting period. Actual results could differ from those estimates.

Investments and Investment Income

Investments in certificates of deposit, mutual funds, U.S. Government and agency securities, and certain pooled funds, which have a remaining maturity of one year or less at the date of purchase, are recorded at amortized cost. All other investments are carried at fair value. Fair value is determined using quoted market values.

Investment income includes dividends and interest income and the net change for the year in the fair value of investments carried at fair value. Investment income is credited to the fund in which the investment is recorded.

Property Taxes

An appraisal district annually prepares appraisal records listing all property within the District and the appraised value of each parcel or item as of January 1. Additionally, on January 1, a tax lien attaches to property to secure the payment of all taxes, penalty and interest ultimately imposed for the year on the property. After the District receives its certified appraisal roll from the appraisal district, the rate of taxation is set by the Board of the District based upon the aggregate appraisal value. Taxes are due and payable October 1 or when billed, whichever is later, and become delinquent after January 31 of the following year.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

In the governmental funds, property taxes are initially recorded as receivables and deferred inflows of resources at the time the tax levy is billed. Revenues recognized during the fiscal year ended September 30, 2021, include collections during the current period or within 60 days of year-end related to the 2020 and prior years' tax levies.

In the government-wide statement of net position, property taxes are considered earned in the budget year for which they are levied. For the District's fiscal year ended September 30, 2021, the 2020 tax levy is considered earned during the current fiscal year. In addition to property taxes levied, any delinquent taxes are recorded net of amounts considered uncollectible.

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure, are reported in the government-wide financial statements. Capital assets are defined by the District as assets with an individual cost of \$5,000 or more and an estimated useful life of two years or more. Purchased or constructed capital assets are reported at cost or estimated historical cost. Donated capital assets are recorded at their estimated acquisition value at the date of donation.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend the asset lives are not capitalized.

Capital assets are depreciated using the straight-line method over their estimated useful lives as follows:

	Years
Water production and distribution facilities	10-45
Wastewater collection and treatment facilities	10-45
Drainage facilities	10-45

Debt Issuance Costs

Debt issuance costs, other than prepaid insurance, do not meet the definition of an asset or deferred outflows of resources since the costs are not applicable to a future period and, therefore, are recognized as an expense/expenditure in the period incurred.

Long-term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities. Premiums and discounts on bonds are recognized as a component of long-term liabilities and amortized over the life of the related debt using the effective interest rate method. Bonds payable are reported net of the applicable bond premium or discount.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

In the fund financial statements, governmental fund types recognize premiums and discounts on bonds 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 debt service expenditures.

Net Position/Fund Balances

Fund balances and net position are reported as restricted when constraints placed on them are either externally imposed by creditors, grantors, contributors, or laws or regulations of other governments, or are imposed by law through constitutional provisions or enabling legislation.

When both restricted and unrestricted resources are available for use, generally, it is the District's policy to use restricted resources first.

Reconciliation of Government-wide and Fund Financial Statements

Amounts reported for net position of governmental activities in the statement of net position and fund balances in the governmental funds balance sheet are different because:

Capital assets used in governmental activities are not financial resources and are not reported in the funds.	\$ 5,114,081
Property tax revenue recognition and the related reduction of deferred inflows of resources are subject to availability of funds in the fund financial statements.	26,549
Penalty and interest on delinquent taxes is not receivable in the current period and is not reported in the funds.	13,666
Deferred amount on debt refundings for governmental activities are not financial resources and are not reported in the funds.	50,394
Accrued interest on long-term liabilities is not payable with current financial resources and is not reported in the funds.	(6,868)
Long-term debt obligations are not due and payable in the current period and are not reported in the funds.	<u>(6,262,334)</u>
Adjustment to fund balances to arrive at net position.	<u><u>\$ (1,064,512)</u></u>

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Amounts reported for change in net position of governmental activities in the statement of activities are different from change in fund balances in the governmental funds statement of revenues, expenditures and changes in fund balances because:

Change in fund balances.	\$ 63,404
Governmental funds report capital outlays as expenditures. However, for government-wide financial statements, the cost of capitalized assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which depreciation expense exceeded capital outlay expenditures in the current year.	(113,990)
Governmental funds report principal payments on debt as expenditures. For the statement of activities, these transactions do not have any effect on net position.	140,000
Revenues that do not provide current financial resources are not reported as revenues for the funds, but are reported as revenues in the statement of activities.	7,104
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 governmental funds.	(4,173)
Change in net position of governmental activities.	<u>\$ 92,345</u>

Note 2: Deposits, Investments and Investment Income

Deposits

Custodial credit risk is the risk that, in the event of a bank failure, a government's deposits may not be returned to it. The District's deposit policy for custodial credit risk requires compliance with the provisions of state law.

State law requires collateralization of all deposits with federal depository insurance; a surety bond; bonds and other obligations of the U.S. Treasury, U.S. agencies or instrumentalities of the State of Texas; or certain collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States.

At September 30, 2021, none of the District's bank balances were exposed to custodial credit risk.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Investments

The District may legally invest in obligations of the United States or its agencies and instrumentalities, direct obligations of Texas or its agencies or instrumentalities, collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States, other obligations guaranteed as to principal and interest by the State of Texas or the United States or their agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, obligations of states, agencies and counties and other political subdivisions with an investment rating not less than "A," insured or collateralized certificates of deposit, and certain bankers' acceptances, repurchase agreements, mutual funds, commercial paper, guaranteed investment contracts and investment pools.

The District's investment policy may be more restrictive than the Public Funds Investment Act.

The District invests in TexPool, an external investment pool that is not registered with the Securities and Exchange Commission. The State Comptroller of Public Accounts of the State of Texas has oversight of TexPool.

At September 30, 2021, the District had the following investments and maturities:

Type	Maturities in Years				
	Amortized Cost	Less Than 1	1-5	6-10	More Than 10
TexPool	\$ 305,809	\$ 305,809	\$ 0	\$ 0	\$ 0

Interest Rate Risk. As a means of limiting its exposure to fair value losses arising from rising interest rates, the District's investment policy does not allow investments in certain mortgage-backed securities, collateralized mortgage obligations with a final maturity date in excess of 10 years and interest rate indexed collateralized mortgage obligations. The external investment pool is presented as an investment with a maturity of less than one year because it is redeemable in full immediately.

Credit Risk. Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At September 30, 2021, the District's investments in TexPool were rated "AAAm" by Standard & Poor's.

Summary of Carrying Values

The carrying values of deposits and investments shown previously are included in the balance sheet at September 30, 2021, as follows.

Grand Oaks Municipal Utility District
Notes to Financial Statements
September 30, 2021

Carrying value:	
Deposits	\$ 1,389,490
Investments	<u>305,809</u>
Total	<u><u>\$ 1,695,299</u></u>

Included in the following statement of net position captions:

Cash	\$ 134,490
Certificates of deposit	1,255,000
Short-term investments	<u>305,809</u>
Total	<u><u>\$ 1,695,299</u></u>

Investment Income

Investment income of \$5,628 for the year ended September 30, 2021, consisted of interest income.

Note 3: Capital Assets

A summary of changes in capital assets for the year ended September 30, 2021, is presented as follows:

Governmental Activities	Balances, Beginning of Year	Additions	Balances, End of Year
Capital assets, non-depreciable:			
Land and improvements	\$ 713,360	\$ 0	\$ 713,360
Capital assets, depreciable:			
Water production and distribution facilities	960,740	327,761	1,288,501
Wastewater collection and treatment facilities	1,597,722	412,538	2,010,260
Drainage facilities	<u>1,077,655</u>	<u>1,304,035</u>	<u>2,381,690</u>
Total capital assets, depreciable	<u>3,636,117</u>	<u>2,044,334</u>	<u>5,680,451</u>
Less accumulated depreciation:			
Water production and distribution facilities	(316,646)	(29,207)	(345,853)
Wastewater collection and treatment facilities	(512,753)	(45,438)	(558,191)
Drainage facilities	<u>(322,979)</u>	<u>(52,707)</u>	<u>(375,686)</u>
Total accumulated depreciation	<u>(1,152,378)</u>	<u>(127,352)</u>	<u>(1,279,730)</u>
Total governmental activities, net	<u><u>\$ 3,197,099</u></u>	<u><u>\$ 1,916,982</u></u>	<u><u>\$ 5,114,081</u></u>

Grand Oaks Municipal Utility District
Notes to Financial Statements
September 30, 2021

Note 4: Long-term Liabilities

Changes in long-term liabilities for the year ended September 30, 2021, were as follows:

Governmental Activities	Balances, Beginning of Year	Increases	Decreases	Balances, End of Year	Amounts Due in One Year
Bonds payable:					
General obligation bonds	\$ 2,545,000	\$ -	\$ 140,000	\$ 2,405,000	\$ 145,000
Add premiums on bonds	2,098	-	129	1,969	-
Less discounts on bonds	33,270	-	1,336	31,934	-
	2,513,828	0	138,793	2,375,035	145,000
Due to developer:					
Construction	1,636,327	2,030,972	-	3,667,299	-
Advances	220,000	-	-	220,000	-
Total governmental activities long-term liabilities	<u>\$ 4,370,155</u>	<u>\$ 2,030,972</u>	<u>\$ 138,793</u>	<u>\$ 6,262,334</u>	<u>\$ 145,000</u>

General Obligation Bonds

	Series 2016	Refunding Series 2017
Amounts outstanding, September 30, 2021	\$1,050,000	\$1,355,000
Interest rates	2.00% to 3.75%	2.00% to 4.00%
Maturity dates, serially beginning/ending	September 1, 2022/2038	September 1, 2022/2033
Interest payment dates	March 1/ September 1	March 1/ September 1
Callable dates*	September 1, 2022	September 1, 2023

*Or any date thereafter; callable at par plus accrued interest to the date of redemption.

Annual Debt Service Requirements

The following schedule shows the annual debt service requirements to pay principal and interest on general obligation bonds outstanding at September 30, 2021.

Grand Oaks Municipal Utility District
Notes to Financial Statements
September 30, 2021

Year	Principal	Interest	Total
2022	\$ 145,000	\$ 82,419	\$ 227,419
2023	145,000	78,443	223,443
2024	150,000	74,344	224,344
2025	155,000	69,968	224,968
2026	155,000	65,319	220,319
2027-2031	840,000	245,958	1,085,958
2032-2036	635,000	94,836	729,836
2037-2038	180,000	10,125	190,125
Total	<u>\$ 2,405,000</u>	<u>\$ 721,412</u>	<u>\$ 3,126,412</u>

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

Bonds voted	\$ 25,000,000
Bonds sold	3,315,000
Refunding bonds voted	25,000,000
Refunding bonds authorization used	110,000

Due to Developer

The developer of the District has constructed water, sewer and drainage facilities on behalf of the District. The District is maintaining and operating the facilities and has agreed to reimburse the developer for these construction costs and interest to the extent approved by the Commission from the proceeds of future bond sales. The District's engineer estimates reimbursable costs for completed projects are \$3,667,299. These amounts have been recorded in the financial statements as long-term liabilities.

The developer of the District has advanced \$220,000 to the District for operating expenses. The District has agreed to pay these amounts, plus interest, to the extent approved by the Commission from the proceeds of future bond sales. The amounts have been recorded in the financial statements as long-term liabilities. The District is currently unable to estimate when bonds will be issued to pay this liability.

Grand Oaks Municipal Utility District

Notes to Financial Statements

September 30, 2021

Note 5: Significant Bond Resolutions and Commission Requirements

The Bond Resolutions require that the District levy and collect an ad valorem debt service tax sufficient to pay interest and principal on bonds when due. During the year ended September 30, 2021, the District levied an ad valorem debt service tax at the rate of \$0.3900 per \$100 of assessed valuation, which resulted in a tax levy of \$221,029 on the taxable valuation of \$56,673,856 for the 2020 tax year. The interest and principal requirements paid from the tax revenues and available resources were \$226,119.

Note 6: Maintenance Taxes

At an election held May 15, 2004, voters authorized a maintenance tax not to exceed \$1.50 per \$100 of assessed valuation on all property within the District subject to taxation. During the year ended September 30, 2021, the District levied an ad valorem maintenance tax at the rate of \$0.6100 per \$100 of assessed valuation, which resulted in a tax levy of \$345,711 on the taxable valuation of \$56,673,856 for the 2020 tax year. The maintenance tax is being used by the general fund to pay expenditures of operating the District.

Note 7: Water and Sanitary Sewer Supply Agreement

On August 27, 2002, a developer of land in the District entered into a Potable Water and Sanitary Sewer Supply Agreement (the Agreement) with the City of Magnolia (the City) on behalf of the District. On March 28, 2006, the developer assigned its rights and obligations under the Agreement to the District. On October 28, 2008, the City and the District entered into a First Amendment to the Agreement to clarify certain matters. On May 1, 2016, the City and the District entered into a Second Amendment to the Agreement, which supersedes and replaces the terms of the First Amendment. Under the terms of the Agreement, as amended, the City is obligated to provide water and sanitary sewer service to 924 residential connections and 15 acres of commercial development within the District. The District is obligated to pay the City a capital recovery charge for residential water and sewer connections for capacity in the City's system, as established and adjusted according to the terms of the Agreement, as amended. The District is obligated to pay the City water and sewer service fees based on actual usage in the District according to the applicable City water and sewer rates. During the current year, the District incurred \$539,307 in costs under the Agreement.

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; and natural disasters for which the District carries commercial insurance. The District has not significantly reduced insurance coverage or had settlements which exceeded coverage amounts in the past three fiscal years.

Grand Oaks Municipal Utility District
Notes to Financial Statements
September 30, 2021

Note 9: Contingencies

The developer of the District is constructing facilities within the boundaries of the District. The District has agreed to reimburse the developer for a portion of these costs, plus interest, from the proceeds of future bond sales, to the extent approved by the Commission. The District's engineer has stated that current construction contract amounts are approximately \$216,500. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

Note 10: Uncertainties

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position and results of operations of the District. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time

Required Supplementary Information

Grand Oaks Municipal Utility District
Budgetary Comparison Schedule – General Fund
Year Ended September 30, 2021

	Original Budget	Actual	Variance Favorable (Unfavorable)
Revenues			
Property taxes	\$ 325,700	\$ 341,994	\$ 16,294
Water service	294,200	310,310	16,110
Sewer service	219,800	232,573	12,773
Regional water fee	104,300	99,652	(4,648)
Penalty and interest	23,700	41,883	18,183
Tap connection and inspection fees	102,300	109,224	6,924
Investment income	4,100	4,485	385
Other income	-	11	11
	<hr/>	<hr/>	<hr/>
Total revenues	1,074,100	1,140,132	66,032
	<hr/>	<hr/>	<hr/>
Expenditures			
Service operations:			
Purchased services	250,700	383,214	(132,514)
Regional water fee	104,300	156,093	(51,793)
Professional fees	102,500	112,290	(9,790)
Contracted services	166,900	169,806	(2,906)
Utilities	2,000	1,375	625
Repairs and maintenance	76,600	120,688	(44,088)
Other expenditures	35,860	47,962	(12,102)
Tap connections	37,100	37,280	(180)
Capital outlay	-	13,362	(13,362)
Debt service, debt issuance costs	-	15,323	(15,323)
	<hr/>	<hr/>	<hr/>
Total expenditures	775,960	1,057,393	(281,433)
	<hr/>	<hr/>	<hr/>
Excess of Revenues Over Expenditures	298,140	82,739	(215,401)
	<hr/>	<hr/>	<hr/>
Fund Balance, Beginning of Year	1,380,623	1,380,623	-
	<hr/>	<hr/>	<hr/>
Fund Balance, End of Year	<u>\$ 1,678,763</u>	<u>\$ 1,463,362</u>	<u>\$ (215,401)</u>

Grand Oaks Municipal Utility District
Notes to Required Supplementary Information
September 30, 2021

Budgets and Budgetary Accounting

An annual operating budget is prepared for the general fund by the District's consultants. The budget reflects resources expected to be received during the year and expenditures expected to be incurred. The Board of Directors is required to adopt the budget prior to the start of its fiscal year. The budget is not a spending limitation (a legally restricted appropriation). The original budget of the general fund was not amended during fiscal 2021.

The District prepares its annual operating budget on a basis consistent with accounting principles generally accepted in the United States of America. The Budgetary Comparison Schedule - General Fund presents the original and revised budget amounts, if revised, compared to the actual amounts of revenues and expenditures for the current year.

Other Information

Grand Oaks Municipal Utility District
Other Schedules Included Within This Report
September 30, 2021

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

- [X] Notes Required by the Water District Accounting Manual
See "Notes to Financial Statements," Pages 12-24
- [X] Schedule of Services and Rates
- [X] Schedule of General Fund Expenditures
- [X] Schedule of Temporary Investments
- [X] Analysis of Taxes Levied and Receivable
- [X] Schedule of Long-term Debt Service Requirements by Years
- [X] Changes in Long-term Bonded Debt
- [X] Comparative Schedule of Revenues and Expenditures – General Fund and Debt Service Fund –
Five Years
- [X] Board Members, Key Personnel and Consultants

Grand Oaks Municipal Utility District

Schedule of Services and Rates

Year Ended September 30, 2021

1. Services provided by the District:

<input checked="" type="checkbox"/> Retail Water	<input type="checkbox"/> Wholesale Water	<input checked="" type="checkbox"/> Drainage
<input checked="" type="checkbox"/> Retail Wastewater	<input type="checkbox"/> Wholesale Wastewater	<input type="checkbox"/> Irrigation
<input type="checkbox"/> Parks/Recreation	<input type="checkbox"/> Fire Protection	<input type="checkbox"/> Security
<input checked="" type="checkbox"/> Solid Waste/Garbage	<input type="checkbox"/> Flood Control	<input type="checkbox"/> Roads
<input type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)		
<input checked="" type="checkbox"/> Other <input type="checkbox"/> Wholesale water and wastewater services provided to the District by the City of Magnolia.		

2. Retail service providers

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

	Minimum Charge	Minimum Usage	Flat Rate Y/N	Rate Per 1,000 Gallons Over Minimum	Usage Levels
Water:	\$ 39.00	0	N	\$ 2.60	1 to No Limit
Wastewater:	\$ 26.29	0	N	\$ 2.65	1 to No Limit
Regional water fee:	\$ 3.05	0	N	\$ 3.05	1 to No Limit

Does the District employ winter averaging for wastewater usage? Yes ☐ No ☒

Total charges per 10,000 gallons usage (including fees): Water \$ 95.50 Wastewater \$ 52.79

b. Water and wastewater retail connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC*
Unmetered	-	-	x1.0	-
≤ 3/4"	542	470	x1.0	470
1"	5	5	x2.5	13
1 1/2"	2	2	x5.0	10
2"	-	-	x8.0	-
3"	-	-	x15.0	-
4"	-	-	x25.0	-
6"	-	-	x50.0	-
8"	1	1	x80.0	80
10"	-	-	x115.0	-
12"	-	-	x330.0	-
Total water	550	478		573
Total wastewater	542	470	x1.0	470

3. Total water consumption (in thousands) during the fiscal year:

Gallons pumped into the system:	34,137
Gallons billed to customers:	34,381
Water accountability ratio (gallons billed/gallons pumped):	100.71%

*"ESFC" means equivalent single-family connections

Grand Oaks Municipal Utility District
Schedule of General Fund Expenditures
Year Ended September 30, 2021

Personnel (including benefits)		\$	-
Professional Fees			
Auditing	\$	16,500	
Legal		88,984	
Engineering		6,806	
Financial advisor		-	112,290
Purchased Services for Resale			
Bulk water and wastewater service purchases			383,214
Regional Water Fee			156,093
Contracted Services			
Bookkeeping		25,812	
General manager		-	
Appraisal district		-	
Tax collector		-	
Security		-	
Other contracted services		50,898	76,710
Utilities			1,375
Repairs and Maintenance			120,688
Administrative Expenditures			
Directors' fees		4,650	
Office supplies		3,318	
Insurance		7,528	
Other administrative expenditures		32,466	47,962
Capital Outlay			
Capitalized assets		13,362	
Expenditures not capitalized		-	13,362
Tap Connection Expenditures			37,280
Solid Waste Disposal			93,096
Fire Fighting			-
Parks and Recreation			-
Other Expenditures			15,323
Total expenditures		\$	<u>1,057,393</u>

Grand Oaks Municipal Utility District
Schedule of Temporary Investments
September 30, 2021

	Interest Rate	Maturity Date	Face Amount	Accrued Interest Receivable
General Fund				
Certificates of deposit				
No. 91300011935540	0.70%	11/02/21	\$ 100,000	\$ 635
No. 12547	0.40%	04/24/22	120,000	158
No. 12911	0.50%	05/29/22	120,000	197
No. 440012055	0.30%	05/05/22	100,000	122
No. 4191471	0.30%	02/28/22	100,000	122
No. 2000000270	0.20%	02/04/22	100,000	82
No. 3216000593	0.20%	12/30/21	100,000	82
No. 600002827	0.75%	11/25/21	100,000	635
No. 1001000418	0.25%	11/30/21	100,000	102
No. 6550112346	0.15%	03/30/22	100,000	61
TexPool	0.04%	Demand	302,470	-
			<u>1,342,470</u>	<u>2,196</u>
Debt Service Fund				
Certificate of Deposit				
No. 4148000	0.25%	08/26/22	215,000	52
TexPool	0.04%	Demand	3,339	-
			<u>218,339</u>	<u>52</u>
Totals			<u>\$ 1,560,809</u>	<u>\$ 2,248</u>

Grand Oaks Municipal Utility District
Analysis of Taxes Levied and Receivable
Year Ended September 30, 2021

	Maintenance Taxes	Debt Service Taxes
Receivable, Beginning of Year	<u>\$ 10,478</u>	<u>\$ 10,155</u>
2020 Original Tax Levy	316,822	202,558
Additions and corrections	<u>28,889</u>	<u>18,471</u>
Adjusted tax levy	<u>345,711</u>	<u>221,029</u>
Total to be accounted for	356,189	231,184
Tax collections: Current year	(340,252)	(217,538)
Prior years	<u>(1,742)</u>	<u>(1,292)</u>
Receivable, end of year	<u><u>\$ 14,195</u></u>	<u><u>\$ 12,354</u></u>
Receivable, by Years		
2020	\$ 5,459	\$ 3,491
2019	2,809	1,580
2018	1,031	1,031
2017	567	1,360
2016	567	1,236
2015	671	1,280
2014	1,121	752
2013	954	787
2012	954	786
2011	<u>62</u>	<u>51</u>
Receivable, end of year	<u><u>\$ 14,195</u></u>	<u><u>\$ 12,354</u></u>

Grand Oaks Municipal Utility District
Analysis of Taxes Levied and Receivable (Continued)
Year Ended September 30, 2021

	2020	2019	2018	2017
Property Valuations				
Land	\$ 11,260,200	\$ 11,120,940	\$ 9,147,630	\$ 7,992,300
Improvements	46,001,930	43,816,280	34,059,880	30,037,100
Personal property	1,051,202	883,345	739,840	638,284
Exemptions	<u>(1,639,476)</u>	<u>(1,952,772)</u>	<u>(1,012,255)</u>	<u>(1,399,790)</u>
Total property valuations	<u>\$ 56,673,856</u>	<u>\$ 53,867,793</u>	<u>\$ 42,935,095</u>	<u>\$ 37,267,894</u>
Tax Rates per \$100 Valuation				
Debt service tax rates	\$ 0.3900	\$ 0.3600	\$ 0.5000	\$ 0.7200
Maintenance tax rates*	<u>0.6100</u>	<u>0.6400</u>	<u>0.5000</u>	<u>0.3000</u>
Total tax rates per \$100 valuation	<u>\$ 1.0000</u>	<u>\$ 1.0000</u>	<u>\$ 1.0000</u>	<u>\$ 1.0200</u>
Tax Levy	<u>\$ 566,740</u>	<u>\$ 538,677</u>	<u>\$ 429,352</u>	<u>\$ 380,133</u>
Percent of Taxes Collected to Taxes Levied**	<u>98%</u>	<u>99%</u>	<u>99%</u>	<u>99%</u>

*Maximum tax rate approved by voters: \$1.50 on May 15, 2004

**Calculated as taxes collected for a tax year divided by taxes levied for that tax year.

Grand Oaks Municipal Utility District
Schedule of Long-term Debt Service Requirements by Years
September 30, 2021

Due During Fiscal Years Ending September 30	Series 2016		Total
	Principal Due September 1	Interest Due March 1, September 1	
2022	\$ 50,000	\$ 35,275	\$ 85,275
2023	50,000	34,150	84,150
2024	50,000	32,900	82,900
2025	50,000	31,525	81,525
2026	50,000	30,025	80,025
2027	50,000	28,525	78,525
2028	50,000	26,963	76,963
2029	50,000	25,338	75,338
2030	50,000	23,713	73,713
2031	50,000	21,963	71,963
2032	50,000	20,212	70,212
2033	50,000	18,462	68,462
2034	90,000	16,650	106,650
2035	90,000	13,387	103,387
2036	90,000	10,125	100,125
2037	90,000	6,750	96,750
2038	90,000	3,375	93,375
Totals	<u>\$ 1,050,000</u>	<u>\$ 379,338</u>	<u>\$ 1,429,338</u>

Grand Oaks Municipal Utility District
Schedule of Long-term Debt Service Requirements by Years (Continued)
September 30, 2021

Due During Fiscal Years Ending September 30	Refunding Series 2017		
	Principal Due September 1	Interest Due March 1, September 1	Total
2022	\$ 95,000	\$ 47,144	\$ 142,144
2023	95,000	44,293	139,293
2024	100,000	41,444	141,444
2025	105,000	38,443	143,443
2026	105,000	35,294	140,294
2027	110,000	31,881	141,881
2028	115,000	28,169	143,169
2029	115,000	24,144	139,144
2030	125,000	19,975	144,975
2031	125,000	15,287	140,287
2032	130,000	10,600	140,600
2033	135,000	5,400	140,400
Totals	<u>\$ 1,355,000</u>	<u>\$ 342,074</u>	<u>\$ 1,697,074</u>

Grand Oaks Municipal Utility District
Schedule of Long-term Debt Service Requirements by Years (Continued)
September 30, 2021

Due During Fiscal Years Ending September 30	Annual Requirements For All Series		
	Total Principal Due	Total Interest Due	Total Principal and Interest Due
2022	\$ 145,000	\$ 82,419	\$ 227,419
2023	145,000	78,443	223,443
2024	150,000	74,344	224,344
2025	155,000	69,968	224,968
2026	155,000	65,319	220,319
2027	160,000	60,406	220,406
2028	165,000	55,132	220,132
2029	165,000	49,482	214,482
2030	175,000	43,688	218,688
2031	175,000	37,250	212,250
2032	180,000	30,812	210,812
2033	185,000	23,862	208,862
2034	90,000	16,650	106,650
2035	90,000	13,387	103,387
2036	90,000	10,125	100,125
2037	90,000	6,750	96,750
2038	90,000	3,375	93,375
Totals	<u>\$ 2,405,000</u>	<u>\$ 721,412</u>	<u>\$ 3,126,412</u>

Grand Oaks Municipal Utility District
Changes in Long-term Bonded Debt
Year Ended September 30, 2021

	Bond Issues		
	Series 2016	Refunding Series 2017	Totals
Interest rates	2.00% to 3.75%	2.00% to 4.00%	
Dates interest payable	March 1/ September 1	March 1/ September 1	
Maturity dates	September 1, 2022/2038	September 1, 2022/2033	
Bonds outstanding, beginning of current year	\$ 1,100,000	\$ 1,445,000	\$ 2,545,000
Retirements, principal	<u>50,000</u>	<u>90,000</u>	<u>140,000</u>
Bonds outstanding, end of current year	<u>\$ 1,050,000</u>	<u>\$ 1,355,000</u>	<u>\$ 2,405,000</u>
Interest paid during current year	<u>\$ 36,275</u>	<u>\$ 49,844</u>	<u>\$ 86,119</u>
Paying agent's name and address:			

Series 2016 - The Bank of New York Mellon Trust Company, N.A., Dallas, Texas

Series 2017 - The Bank of New York Mellon Trust Company, N.A., Dallas, Texas

Bond authority:	Tax Bonds	Other Bonds	Refunding Bonds
Amount authorized by voters	\$ 25,000,000	0	\$ 25,000,000
Amount of authorization issued	<u>\$ 3,315,000</u>	<u>0</u>	<u>\$ 110,000</u>
Remaining authorization to be issued	<u>\$ 21,685,000</u>	<u>0</u>	<u>\$ 24,890,000</u>
Debt service fund cash and temporary investment balances as of September 30, 2021:			<u>\$ 239,564</u>
Average annual debt service payment (principal and interest) for remaining term of all debt:			<u>\$ 183,907</u>

Grand Oaks Municipal Utility District

Comparative Schedule of Revenues and Expenditures – General Fund

Five Years Ended September 30,

	Amounts				
	2021	2020	2019	2018	2017
General Fund					
Revenues					
Property taxes	\$ 341,994	\$ 343,262	\$ 213,639	\$ 111,375	\$ 106,871
Water service	310,310	279,153	280,574	252,631	239,364
Sewer service	232,573	207,808	204,775	188,623	175,389
Regional water fee	99,652	95,163	94,311	70,559	70,491
Penalty and interest	41,883	25,568	35,773	34,305	32,571
Tap connection and inspection fees	109,224	74,610	7,749	32,131	17,851
Investment income	4,485	11,392	19,332	9,865	3,905
Other income	11	3,481	2,901	3,043	2,625
	<u>1,140,132</u>	<u>1,040,437</u>	<u>859,054</u>	<u>702,532</u>	<u>649,067</u>
Total revenues					
Expenditures					
Service operations:					
Purchased services	383,214	242,155	280,691	246,091	217,650
Regional water fee	156,093	80,557	102,882	82,529	66,223
Professional fees	112,290	108,152	86,542	76,457	63,011
Contracted services	169,806	159,536	129,465	115,678	107,194
Utilities	1,375	1,839	1,606	1,774	1,248
Repairs and maintenance	120,688	41,072	61,087	31,920	34,581
Other expenditures	47,962	34,195	51,738	47,503	40,715
Tap connections	37,280	26,235	3,515	4,945	2,875
Capital outlay	13,362	-	-	2,365	-
Debt service, debt issuance costs	15,323	9,973	12,756	15,192	-
	<u>1,057,393</u>	<u>703,714</u>	<u>730,282</u>	<u>624,454</u>	<u>533,497</u>
Total expenditures					
Excess of Revenues Over Expenditures	82,739	336,723	128,772	78,078	115,570
Fund Balance, Beginning of Year	<u>1,380,623</u>	<u>1,043,900</u>	<u>915,128</u>	<u>837,050</u>	<u>721,480</u>
Fund Balance, End of Year	<u>\$ 1,463,362</u>	<u>\$ 1,380,623</u>	<u>\$ 1,043,900</u>	<u>\$ 915,128</u>	<u>\$ 837,050</u>
Total Active Retail Water Connections	<u>478</u>	<u>492</u>	<u>438</u>	<u>420</u>	<u>382</u>
Total Active Retail Wastewater Connections	<u>470</u>	<u>485</u>	<u>438</u>	<u>418</u>	<u>378</u>

Percent of Fund Total Revenues

2021	2020	2019	2018	2017
30.0 %	33.0 %	24.9 %	15.9 %	16.5 %
27.2	26.8	32.7	36.0	36.9
20.4	20.0	23.8	26.8	27.0
8.7	9.1	11.0	10.0	10.9
3.7	2.5	4.2	4.9	5.0
9.6	7.2	0.9	4.6	2.7
0.4	1.1	2.2	1.4	0.6
0.0	0.3	0.3	0.4	0.4
<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
33.6	23.3	32.7	35.0	33.5
13.7	7.7	11.9	11.8	10.2
9.8	10.4	10.1	10.9	9.7
14.9	15.3	15.1	16.5	16.5
0.1	0.2	0.2	0.2	0.2
10.6	3.9	7.1	4.5	5.3
4.2	3.3	6.0	6.8	6.3
3.3	2.5	0.4	0.7	0.5
1.2	-	-	0.3	-
1.3	1.0	1.5	2.2	-
<u>92.7</u>	<u>67.6</u>	<u>85.0</u>	<u>88.9</u>	<u>82.2</u>
<u>7.3 %</u>	<u>32.4 %</u>	<u>15.0 %</u>	<u>11.1 %</u>	<u>17.8 %</u>

Grand Oaks Municipal Utility District

Comparative Schedule of Revenues and Expenditures – Debt Service Fund

Five Years Ended September 30,

	Amounts				
	2021	2020	2019	2018	2017
Debt Service Fund					
Revenues					
Property taxes	\$ 218,830	\$ 193,490	\$ 213,641	\$ 267,270	\$ 233,170
Penalty and interest	3,110	4,863	760	1,937	929
Investment income	1,143	6,071	9,238	5,864	2,158
Other income	4	-	-	-	-
Total revenues	223,087	204,424	223,639	275,071	236,257
Expenditures					
Current:					
Professional fees	476	8	-	586	-
Contracted services	7,937	8,309	7,670	9,646	8,014
Other expenditures	6,390	4,297	3,274	851	4,443
Debt service:					
Principal retirement	140,000	135,000	135,000	130,000	110,000
Interest and fees	87,619	90,319	93,519	107,197	87,034
Debt issuance costs	-	-	-	250	104,104
Debt defeasance	-	-	-	-	38,500
Total expenditures	242,422	237,933	239,463	248,530	352,095
Excess (Deficiency) of Revenues Over Expenditures	(19,335)	(33,509)	(15,824)	26,541	(115,838)
Other Financing Sources (Uses)					
General obligation bonds issued	-	-	-	-	1,695,000
Premium on debt issued	-	-	-	-	2,533
Deposit with escrow agent	-	-	-	-	(1,586,533)
Total other financing sources	0	0	0	0	111,000
Excess (Deficiency) of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses	(19,335)	(33,509)	(15,824)	26,541	(4,838)
Fund Balance, Beginning of Year	238,831	272,340	288,164	261,623	266,461
Fund Balance, End of Year	\$ 219,496	\$ 238,831	\$ 272,340	\$ 288,164	\$ 261,623

Percent of Fund Total Revenues

2021	2020	2019	2018	2017
98.1 %	94.6 %	95.5 %	97.2 %	98.7 %
1.4	2.4	0.4	0.7	0.4
0.5	3.0	4.1	2.1	0.9
0.0	-	-	-	-
<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
0.2	0.0	-	0.2	-
3.5	4.1	3.4	3.5	3.4
2.9	2.1	1.5	0.3	1.9
62.8	66.0	60.4	47.3	46.5
39.3	44.2	41.8	38.9	36.8
-	-	-	0.1	44.1
<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16.3</u>
<u>108.7</u>	<u>116.4</u>	<u>107.1</u>	<u>90.3</u>	<u>149.0</u>
<u><u>(8.7) %</u></u>	<u><u>(16.4) %</u></u>	<u><u>(7.1) %</u></u>	<u><u>9.7 %</u></u>	<u><u>(49.0) %</u></u>

Grand Oaks Municipal Utility District
Board Members, Key Personnel and Consultants
Year Ended September 30, 2021

Complete District mailing address:	Grand Oaks Municipal Utility District c/o Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, Texas 77027
District business telephone number:	713.860.6400
Submission date of the most recent District Registration Form (TWC Sections 36.054 and 49.054):	May 29, 2020
Limit on fees of office that a director may receive during a fiscal year:	\$ 7,200

Board Members	Term of Office Elected & Expires	Fees*	Expense Reimbursements	Title at Year-end
Joel R. Scott	Elected 05/20- 05/24	\$ 1,350	\$ 6	President
Daniel K. Signorelli	Elected 05/20- 05/24	0	0	Vice President
Rick Nommensen	Elected 05/20- 05/24	1,350	0	Secretary
Mark Nini	Elected 05/18- 05/22	450	0	Assistant Vice President
Brandon Buell	Elected 05/18- 05/22	1,500	14	Assistant Secretary

*Fees are the amounts actually paid to a director during the District's fiscal year.

Grand Oaks Municipal Utility District
Board Members, Key Personnel and Consultants (Continued)
Year Ended September 30, 2021

Consultants	Date Hired	Fees and Expense Reimbursements	Title
Allen Boone Humphries Robinson LLP	03/12/04	\$ 91,974	General Counsel
BKD, LLP	08/23/05	16,500	Auditor
Jones & Carter, Inc.	09/21/18	22,129	Engineer
Bob Leared Interests	07/27/04	4,151	Tax Assessor/ Collector
Montgomery County Appraisal District	Legislative Action	4,337	Appraiser
Municipal Accounts & Consulting, L.P.	03/24/20	27,649	Bookkeeper
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	07/27/04	476	Delinquent Tax Attorney
Post Oak Municipal Advisors LLC	04/24/18	0	Financial Advisor
TNG Utility Corp.	10/25/05	191,978	Operator
Investment Officers			
Mark Burton and Ghia Lewis	03/24/20	N/A	Bookkeepers

APPENDIX B

SPECIMEN MUNICIPAL BOND INSURANCE POLICY



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

Notices (Unless Otherwise Specified by BAM)

Email:

claims@buildamerica.com

Address:

1 World Financial Center, 27th floor
200 Liberty Street
New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN