

**OFFICIAL STATEMENT DATED NOVEMBER 13, 2023**

**IN THE OPINION OF BOND COUNSEL (HEREINAFTER DEFINED), THE BONDS ARE VALID OBLIGATIONS OF WALLER COUNTY MUNICIPAL UTILITY DISTRICT NO. 35, AND INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR PURPOSES OF FEDERAL INCOME TAXATION UNDER STATUTES, REGULATIONS, PUBLISHED RULINGS AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION SUBJECT TO THE MATTERS DESCRIBED UNDER “LEGAL MATTERS” HEREIN, INCLUDING THE ALTERNATIVE MINIMUM TAX ON CERTAIN CORPORATIONS. SEE “LEGAL MATTERS” HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.**

THE BONDS HAVE BEEN DESIGNATED AS “QUALIFIED TAX-EXEMPT OBLIGATIONS” FOR FINANCIAL INSTITUTIONS. SEE “LEGAL MATTERS – QUALIFIED TAX-EXEMPT OBLIGATIONS.”

NEW ISSUE – Book Entry Only

S&P Global Ratings (BAM Insured) ..... “AA”

**\$4,210,000**

**WALLER COUNTY MUNICIPAL UTILITY DISTRICT NO. 35**

(A Political Subdivision of the State of Texas, located within Waller County)

**UNLIMITED TAX ROAD BONDS**

**SERIES 2023**

Dated: December 1, 2023

Interest accrues from: Date of Delivery

Due: September 1, as shown on inside cover

The \$4,210,000 Unlimited Tax Road Bonds, Series 2023 (the “Bonds”), are obligations of Waller County Municipal Utility District No. 35 (the “District”) and are not obligations of the State of Texas; Waller County, Texas; the City of Houston, Texas; or any entity other than the District. Neither the faith and credit nor the taxing power of the State of Texas; Waller County, Texas; the City of Houston, Texas; nor any entity other than the District is pledged to the payment of the principal of or interest on the Bonds.

Principal of the Bonds is payable at maturity or earlier redemption by the paying agent/registrar, initially, The Bank of New York Mellon Trust Company, N.A., Dallas, Texas (the “Paying Agent/Registrar”). Interest on the Bonds accrues from the initial date of delivery (on or about December 14, 2023) (the “Date of Delivery”), and is payable on March 1, 2024, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. Interest on the Bonds initially accrues from the Date of Delivery, and, thereafter, from the most recent Interest Payment Date. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. The Bonds are fully registered bonds in principal denominations of \$5,000 or any integral multiple thereof. See “THE BONDS” herein.

The Bonds will be registered and delivered only 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 (as defined herein under “BOOK-ENTRY-ONLY SYSTEM”) of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the DTC participants. 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/Registrar, directly to DTC, which, will, in turn, remit such principal and interest to its participants for subsequent disbursement to the Beneficial Owners. See “BOOK-ENTRY-ONLY SYSTEM.”

**See “MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS” on inside cover.**

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 (“BAM”).**



The Bonds, when issued, will constitute valid and legally binding obligations of the District and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. See “THE BONDS – Source and Security for Payment.”

Investment in the Bonds is subject to risk factors described herein. See “RISK FACTORS.”

The Bonds are offered when, as and if issued by the District, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Schwartz, Page & Harding, L.L.P., Houston, Texas, Bond Counsel. Delivery of the Bonds in book-entry form through DTC is expected on or about December 14, 2023.

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

### \$4,210,000 Unlimited Tax Road Bonds, Series 2023

#### \$2,025,000 Serial Bonds

Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 93245D (b)	Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 93245D (b)
2025	\$85,000	6.250%	4.400%	AA9	2033 (c)	\$125,000	5.000%	4.700%	AJ0
2026	85,000	6.500%	4.400%	AB7	2034 (c)	135,000	5.000%	4.750%	AK7
2027	90,000	6.500%	4.400%	AC5	2035 (c)	140,000	5.000%	4.800%	AL5
2028	95,000	6.000%	4.450%	AD3	2036 (c)	150,000	5.000%	4.850%	AM3
2029	100,000	6.000%	4.500%	AE1	2037 (c)	155,000	5.000%	4.900%	AN1
2030	105,000	5.000%	4.550%	AF8	2038 (c)	165,000	5.000%	4.950%	AP6
2031 (c)	115,000	5.000%	4.600%	AG6	2039 (c)	175,000	5.000%	5.000%	AQ4
2032 (c)	120,000	5.000%	4.650%	AH4	2040 (c)	185,000	5.000%	5.010%	AR2

#### \$2,185,000 Term Bonds

\$400,000 Term Bond Due September 1, 2042 (c)(d), Interest Rate: 4.750% (Price: \$96.977) (a), CUSIP No. 93245D AT8 (b)

\$445,000 Term Bond Due September 1, 2044 (c)(d), Interest Rate: 4.750% (Price: \$96.790) (a), CUSIP No. 93245D AV3 (b)

\$495,000 Term Bond Due September 1, 2046 (c)(d), Interest Rate: 4.875% (Price: \$98.173) (a), CUSIP No. 93245D AX9 (b)

\$845,000 Term Bond Due September 1, 2049 (c)(d), Interest Rate: 5.000% (Price: \$99.705) (a), CUSIP No. 93245D BA8 (b)

- (a) The initial reoffering yields on the Bonds are established by, and are the sole responsibility of, the Initial Purchaser (hereinafter defined) and may subsequently be changed.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by FactSet Research Systems, Inc. on behalf of the American Bankers Association and will be included solely for the convenience of the owners of the Bonds.
- (c) The Bonds maturing on and after September 1, 2031, 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, 2030, or any date thereafter, at a price equal to the principal thereof plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption Provisions – *Optional Redemption*."
- (d) Subject to mandatory sinking fund redemption by lot or other customary method of random selection on September 1 in the years and in the amounts as set forth herein under "THE BONDS – Redemption Provisions – *Mandatory Redemption*."

**USE OF INFORMATION IN OFFICIAL STATEMENT**

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

This Official Statement does not constitute, and is not authorized by the District for use in connection with, an offer to sell or the solicitation of any 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, 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 the District c/o Schwartz, Page & Harding, L.L.P., 1300 Post Oak Boulevard, Suite 2400, Houston, Texas 77056 upon payment of the costs for duplication thereof.

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 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 the Official Statement until delivery of the Bonds to the Initial Purchaser, and thereafter only as specified in “GENERAL CONSIDERATIONS – Updating of Official Statement.”

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 “MUNICIPAL BOND INSURANCE” and “APPENDIX B.”

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

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

### **Award and Marketing of the Bonds**

After requesting competitive bids for the Bonds, the District has accepted the bid resulting in the lowest net effective interest rate to the District, which was tendered by SAMCO Capital Markets, Inc. (referred to herein as the “Initial Purchaser”). The Initial Purchaser has agreed to purchase the Bonds, bearing the interest rates on the inside cover page of this Official Statement, at a price of 97.002960% of the principal amount thereof, which resulted in a net effective interest rate of 5.133248%, calculated pursuant to Chapter 1204, Texas Government Code, as amended.

### **Prices and Marketability**

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

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchaser on or before the Date of Delivery (hereinafter defined) stating the prices at which a substantial amount of the Bonds of each maturity has been sold to the public. For this purpose, the term “public” shall not include any person who is a bond house, broker, or similar person acting in the capacity of Initial Purchaser or wholesaler. Other than as set forth in the Official Notice of Sale, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial reoffering 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 WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

### **Securities Laws**

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

## **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.”

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 municipal bonds, as defined in Section 6901 of the New York Insurance Law, which are most often issued by 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](http://www.buildamerica.com).

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

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

### *Capitalization of BAM*

BAM's total admitted assets, total liabilities, and total capital and surplus, as of September 30, 2023, and as prepared in accordance with statutory accounting practices prescribed or permitted by the New York State Department of Financial Services were \$502.8 million, \$217.0 million and \$285.8 million, respectively.

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

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

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

### *Additional Information Available from BAM*

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

**Credit Profiles.** Prior to the pricing of bonds that BAM has been selected to insure, BAM may prepare a pre-sale Credit Profile for those bonds. These pre-sale Credit Profiles provide information about the sector designation (e.g. general obligation, sales tax); a preliminary summary of financial information and key ratios; and demographic and economic data relevant to the obligor, if available. Subsequent to closing, for any offering that

includes bonds insured by BAM, any pre-sale Credit Profile will be updated and superseded by a final Credit Profile to include information about the gross par insured by CUSIP, maturity and coupon. BAM pre-sale and final Credit Profiles are easily accessible on BAM's website at [www.buildamerica.com/credit-profiles](http://www.buildamerica.com/credit-profiles). BAM will produce a Credit Profile for all bonds insured by BAM, whether or not a pre-sale Credit Profile has been prepared for such bonds. (The preceding website address is provided for convenience of reference only. Information available at such address is not incorporated herein by reference.)

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

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

### **MUNICIPAL BOND RATING**

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

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

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

**OFFICIAL STATEMENT SUMMARY**

The following material is a summary of certain information contained herein and is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in this Official Statement.

**THE BONDS**

- The District..... Waller County Municipal Utility District No. 35 (the "District"), a political subdivision of the State of Texas, is located in Waller County, Texas. See "THE DISTRICT."
- The Bonds..... The District is issuing \$4,210,000 Unlimited Tax Road Bonds, Series 2023 (the "Bonds"). The Bonds are dated December 1, 2023, and mature on September 1 in the years and in the amounts set forth on the inside cover page hereof. Interest on the Bonds accrues from the initial date of delivery (on or about December 14, 2023) (the "Date of Delivery"), and is payable on March 1 and September 1 of each year (each an "Interest Payment Date"), commencing March 1, 2024, until the earlier of maturity or redemption. "THE BONDS."
- Redemption Provisions ..... The Bonds that mature on and after September 1, 2031, 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, 2030, or on any date thereafter, at the principal amount thereof plus accrued interest thereon to the date fixed for redemption. See "THE BONDS – Redemption Provisions – *Optional Redemption*."
- The Bonds maturing on September 1, 2025, through September 1, 2040, both inclusive, are serial bonds. The Bonds maturing on September 1 in the years 2042, 2044, 2046, and 2049 are term bonds that are also subject to mandatory sinking fund redemption provisions as set out herein under "THE BONDS – Redemption Provisions – *Mandatory Redemption*."
- Book-Entry-Only System..... The Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York ("DTC"), pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in principal denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners (hereinafter defined) thereof. Principal of and interest on the Bonds will be payable by the Paying Agent/Registrar (hereinafter defined) to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See "BOOK-ENTRY-ONLY SYSTEM."
- Source of Payment ..... Principal of and interest on the Bonds are 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; Waller County, Texas; the City of Houston, Texas; or any entity other than the District. See "THE BONDS – Source and Security for Payment."
- Authority for Issuance..... At an election held within the District on November 2, 2021, voters of the District authorized the District's issuance of \$290,905,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring a waterworks, sanitary sewer and storm drainage system serving the District (the "Utility System"),



\$131,600,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring a road system serving the District (the “Road System”), and \$64,650,000 principal amount of unlimited tax bonds for the purpose of constructing or acquiring parks and recreational facilities in the District (the “Park System”).

The Bonds represent the District’s first series of unlimited tax bonds to be issued for the purpose of constructing or acquiring the Road System. After issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$290,905,000 for the Utility System, \$127,390,000 for the Road System, and \$64,650,000 for the Park System. At such election held within the District on November 2, 2021, voters of the District also authorized the District’s issuance of refunding bonds as set out herein under “THE BONDS – Issuance of Additional Debt.”

The Bonds are issued by the District pursuant to the terms and provisions of the Bond Order (hereinafter defined); Article III, Section 52 of the Texas Constitution and the general laws of the State of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; and the election held within the District described above. See “THE BONDS – Authority for Issuance.”

Payment Record.....	The Bonds represent the District’s first issuance of bonded indebtedness.
Use of Proceeds .....	Proceeds from the sale of the Bonds will be used by the District to reimburse Astro Sunterra (herein defined) for the costs of road improvements and related costs as set forth under “USE AND DISTRIBUTION OF BOND PROCEEDS.” Additionally, proceeds from the sale of the Bonds will be used to pay for eighteen (18) months of capitalized interest on the Bonds, developer interest, and 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” pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended. See “LEGAL MATTERS – Qualified Tax-Exempt Obligations.”
Municipal Bond Insurance .....	Build America Mutual Assurance Company (“BAM”). See “MUNICIPAL BOND INSURANCE.”
Municipal Bond Rating.....	S&P Global Ratings (BAM Insured): “AA.” See “MUNICIPAL BOND RATING.”
Bond Counsel .....	Schwartz, Page & Harding, L.L.P., Houston, Texas.
Disclosure Counsel .....	McCall, Parkhurst & Horton L.L.P., Houston, Texas.
Financial Advisor.....	Robert W. Baird & Co. Incorporated, Houston, Texas.
Paying Agent/Registrar.....	The Bank of New York Mellon Trust Company, N.A., Dallas, Texas.

**THE DISTRICT**

Description.....	The District was created by Chapter 540 (House Bill No. 3209), Acts of the 86th Texas Legislature, Regular Session, 2019, codified as Chapter 8071 of the Texas Special District Local Laws Code (the “Act”), in accordance with Article XVI, Section 59 of the Texas Constitution. The creation of the District was confirmed at an
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election held within the District on November 2, 2021. The District encompasses approximately 696.16 total acres and is situated entirely within Waller County, Texas, entirely within the extraterritorial jurisdiction of the City of Houston, Texas (the “City”), and entirely within Royal Independent School District. The District is located approximately 30 miles west of the City. See “THE DISTRICT.”

Authority..... The rights, powers, privileges, authority and functions of the District are established by Article XVI, Section 59, and Article III, Section 52 of the Constitution of the State of Texas, the general laws of the State of Texas pertaining to municipal utility districts, particularly Chapters 49 and 54 of the Texas Water Code, as amended, and the Act. See “THE DISTRICT – General.”

Sunterra..... The District is part of the development of Sunterra, a master-planned community that consists of approximately 2,303.88 total acres comprised of five municipal utility districts: the District, Harris-Waller Counties Municipal Utility District No. 4 (“MUD 4”), Harris-Waller Counties Municipal Utility District No. 5 (“MUD 5”), Waller County Municipal Utility District No. 37 (“MUD 37”), and Harris County Municipal Utility District No. 569 (“MUD 569”).

MUD 4, in its capacity as the “Regional District” for the Sunterra development, is the provider of regional water, wastewater, drainage facilities and regional arterial, collector, and thoroughfare roads (“Regional District Facilities”) to the 2,303.88-acre service area (“Service Area”) made up of lands within the District (696.16 acres), MUD 4 (140.29 acres), MUD 5 (489.32 acres), MUD 37 (410.07 acres), and MUD 569 (568.04 acres).

The District, MUD 4, MUD 5, MUD 37, and MUD 569 (the “Participants”) have each entered into a Contract for Financing, Operation, and Maintenance of Regional Facilities with the Regional District. By execution of such contract, each Participant, including the District, is obligated to make contract payments to the Regional District in an amount sufficient to pay its pro rata share, based on the appraised valuation of a Participant, subject to taxation plus amounts equal to any optional exemption or special appraisal value granted or adopted by a Participant, and any optional exemption or special value claimed by a landowner due to use for agriculture, open space, timberland or other similar uses, as a percentage of the total appraised valuation of all Participants, of debt service on bonds issued by the Regional District to finance Regional District Facilities. To date, the Regional District has issued three series of contract revenue bonds for financing Regional District Facilities, as follows: \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023. Additionally, the Regional District anticipates issuing its \$16,085,000 Contract Revenue Road Bonds, Series 2023, with a closing date scheduled for November 21, 2023. See “RISK FACTORS – Future Debt” and “REGIONAL DISTRICT CONTRACT.”

Status of Development in the District ..... To date, approximately 397 single-family lots have been developed on approximately 61.26 acres within the following single-family residential subdivisions: Sunterra, Sections 46, 49, and 50. As of

October 9, 2023, development within the District consisted of approximately 104 completed homes (approximately 47 occupied, approximately 43 under contract for sale to homebuyers but unoccupied, and approximately 14 not under contract and unoccupied), approximately 97 homes under construction (approximately 48 under contract to homebuyers), and approximately 196 vacant, developed lots. In addition, the residential subdivisions of Sunterra, Sections 48 and 53 are currently under construction, and, upon completion, such sections will include a total of approximately 178 single-family lots on approximately 25.76 acres available for additional home construction.

The residential lots within the subdivisions referenced above encompass a total of approximately 87.02 acres. The remainder of the land within the District includes the following: approximately 225.18 acres to be developed as additional residential lots, approximately 15.19 acres for a school site, approximately 17.80 acres for planned commercial properties, approximately 122.29 acres for internal subdivision streets, collector roads, and major thoroughfares, approximately 3.22 acres for water plant and lift station sites, approximately 205.93 acres for detention ponds, and approximately 19.53 acres for easements and other undevelopable lands. See "STATUS OF DEVELOPMENT."

Developers..... Astro Sunterra, L.P., a Delaware limited partnership ("Astro Sunterra"), is the primary developer of land in the District. Astro Sunterra was established by Mr. Al Brende and Starwood Land Astro Venture LP as a special purpose entity for the purpose of developing land and marketing developed land within the Sunterra development, including the District. Starwood Land Astro Venture LP has entered into a management agreement with the Land Tejas Companies, Ltd. for the purpose of managing the day-to-day development activities within the District.

Several tracts of land within the District totaling approximately 60 acres have or will be developed by either KB Home Lone Star Inc. ("KB Home Lone Star") or Brightland Homes, Ltd. ("Brightland Homes"). Astro Sunterra, KB Home Lone Star, and Brightland Homes are collectively referred to herein as the "Developers." See "THE DEVELOPERS."

Homebuilders Within the District..... Homebuilders currently active within the District include Brightland Homes, Colina Homes, DR Horton, and Westin Homes. New homes being constructed in the District range in price from approximately \$280,000 to approximately \$600,000 and in size from approximately 1,400 to 3,300 square feet. See "STATUS OF DEVELOPMENT – Homebuilders Active within the District."

**RISK FACTORS**

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

**SELECTED FINANCIAL INFORMATION**  
**(UNAUDITED)**

2023 Taxable Assessed Valuation.....	\$ 37,040,737	(a)
Estimated Valuation as of July 1, 2023 .....	\$ 68,465,737	(b)
Direct Debt		
The Bonds .....	\$ 4,210,000	
Total.....	\$ 4,210,000	
Estimated Overlapping Debt .....	\$ 6,498,984	(c)
Total Direct and Estimated Overlapping Debt .....	\$ 10,708,984	(c)
Direct Debt Ratio:		
As a Percentage of 2023 Taxable Assessed Valuation.....	11.37	%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	6.15	%
Direct and Estimated Overlapping Debt Ratio:		
As a Percentage of 2023 Taxable Assessed Valuation.....	28.91	%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	15.64	%
Debt Service Funds (as of the Date of Delivery) .....	\$ 320,109	(d)
Operating Fund Balance (as of October 9, 2023) .....	\$ 157,375	
2023 Tax Rate		
Debt Service .....	\$0.00	
Contract Tax.....	\$0.89	(e)
Maintenance and Operations .....	<u>\$0.61</u>	
Total.....	\$1.50	
Average Annual Debt Service Requirement (2024–2049) .....	\$ 293,645	(f)
Maximum Annual Debt Service Requirement (2047).....	\$ 312,250	(f)
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay		
Average Annual Debt Service (2024–2049) at 95% Tax Collections		
Based on 2023 Taxable Assessed Valuation.....	\$0.84	
Based on Estimated Valuation as of July 1, 2023.....	\$0.46	
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay		
Maximum Annual Debt Service Requirement (2047) at 95% Tax Collections		
Based on 2023 Taxable Assessed Valuation.....	\$0.89	
Based on Estimated Valuation as of July 1, 2023.....	\$0.49	

- (a) Represents the taxable assessed valuation of all taxable property in the District as of January 1, 2023, as provided by the Waller County Appraisal District. See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Waller County Appraisal District for informational purposes only, this amount is an estimate of the taxable value of all taxable property located within the District as of July 1, 2023, and includes an estimate of additional taxable value resulting from the construction of taxable improvements from January 1, 2023, through July 1, 2023. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."
- (c) Includes the District's share of contract revenue bonds and contract revenue road bonds issued by the Regional District, including \$16,085,000 Contract Revenue Road Bonds, Series 2023, expected to be issued by the Regional District in the fourth quarter of 2023. See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement" and "REGIONAL DISTRICT CONTRACT."
- (d) Represents eighteen months of capitalized interest on the Bonds to be deposited into the District's debt service fund upon closing and delivery of the Bonds. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the debt service fund.
- (e) Tax revenues from the District's levy of a contract tax rate are used by the District to make payments to the Regional District for the District's share of debt service for contract revenue bonds issued by the Regional District for Regional District Facilities. To date, the Regional District has issued three series of contract revenue bonds for financing Regional District Facilities as follows: \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023. Additionally, the Regional District anticipates issuing its \$16,085,000 Contract Revenue Road Bonds, Series 2023, with a closing date scheduled for November 21, 2023. See "REGIONAL DISTRICT CONTRACT."
- (f) Requirement of debt service on the Bonds. See "DISTRICT DEBT – Debt Service Requirements."

**OFFICIAL STATEMENT**  
**\$4,210,000**  
**WALLER COUNTY MUNICIPAL UTILITY DISTRICT NO. 35**  
**UNLIMITED TAX ROAD BONDS**  
**SERIES 2023**

**INTRODUCTION**

This Official Statement provides certain information in connection with the issuance by Waller County Municipal Utility District No. 35 (the “District”) of its \$4,210,000 Unlimited Tax Road Bonds, Series 2023 (the “Bonds”).

The Bonds are issued pursuant to (i) the bond order adopted by the Board of Directors of the District on the date of sale of the Bonds authorizing the issuance of the Bonds (the “Bond Order”); (ii) Article III, Section 52 of the Texas Constitution and the general laws of the State of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; and (iii) an election held within the District on November 2, 2021.

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meaning assigned to such terms in the Bond Order. This Official Statement also includes information about the District and certain reports and other statistical data. The summaries and references to all documents, statutes, reports and other instruments referred to herein do not purport to be complete, comprehensive or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report, or instrument.

**RISK FACTORS**

**General**

The Bonds are obligations solely of the District and are not obligations of the State of Texas; Waller County, Texas; the City of Houston, Texas (the “City”); or any political subdivision or entity other than the District. The Bonds are secured by the levy of an annual ad valorem tax, without legal limitation as to rate or amount, levied by the District on all taxable property located within the District. See “THE BONDS – Source and Security for Payment.”

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

**Factors Affecting Taxable Values and Tax Payments**

*Economic Factors and Construction of Improvements:* The rate of development within the District is directly related to the vitality of the single-family housing industry in the Houston, Texas metropolitan area. Construction of new single-family homes can be significantly affected by factors such as interest rates, construction costs, and consumer demand. Decreased levels of such construction activity would restrict the growth of property values in the District. The District cannot predict the pace or magnitude of any future development in the District.

*Principal Landowner/Developers:* There is no commitment by or legal requirement of the Developers (herein defined) or any other landowner to the District to proceed at any particular rate or according to any specified plan with the development of land in the District, or of any homebuilder to proceed at any particular pace with the construction of homes in the District. Moreover, there is no restriction on any landowner’s right to sell its land. Therefore, the District can make no representation about the probability of future development, if any, or

the rate of future home construction activity in the District. Failure to construct taxable improvements on developed lots would restrict the rate of growth of taxable values in the District and result in higher tax rates. See "STATUS OF DEVELOPMENT," "THE DEVELOPERS" and "TAX DATA – Principal Taxpayers."

*Dependence on Principal Taxpayers:* The ability of any principal landowner to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District's ability to meet its debt service obligations. As illustrated in this Official Statement under the caption "TAX DATA – Principal Taxpayers," the District's top ten principal taxpayers in 2023 owned property located within the District the aggregate assessed valuation of which comprised approximately 99.63% of the District's taxable assessed valuation as of January 1, 2023. DR Horton-Texas LTD, a homebuilder in the District and the top taxpayer for the 2023 tax year, owned property representing approximately 32.44% of the District's taxable assessed valuation as of January 1, 2023. Astro Sunterra (herein defined), the primary developer of land in the District and the second top taxpayer for the 2023 tax year, owned property representing approximately 20.80% of the District's taxable assessed valuation as of January 1, 2023. In the event that any principal taxpayer, or any combination of taxpayers, should default in the payment of taxes in an amount which exceeds the District's debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate. The District is not required by law or the Bond Order to maintain any specified amount of surplus in its interest and sinking fund. See "TAX DATA – Principal Taxpayers" and "TAXING PROCEDURES – Levy and Collection of Taxes."

*Maximum Impact on District Tax Rate:* Assuming no further development or construction of taxable improvements, the value of the land and other taxable property currently within the District will be the major determinant of the ability or willingness of property owners in the District to pay their taxes. The taxable assessed valuation of the District as of January 1, 2023, is \$37,040,737 and the estimate of value as of July 1, 2023, is \$68,465,737. See "TAX DATA."

After issuance of the Bonds, the maximum annual debt service requirement on the Bonds will be \$312,250 (2047), and the average annual debt service requirement on the Bonds will be \$293,645 (2024–2049). Based on the District's taxable assessed valuation as of January 1, 2023, and no use of funds on hand, a tax rate of \$0.89 per \$100 assessed valuation at a 95% collection rate would be necessary to pay the maximum annual debt service requirement, and a tax rate of \$0.84 per \$100 assessed valuation at a 95% collection rate would be necessary to pay the average annual debt service requirement. Based on the District's estimate of value as of July 1, 2023, and no use of funds on hand, a tax rate of \$0.49 per \$100 assessed valuation at a 95% collection rate would be necessary to pay the maximum annual debt service requirement, and a tax rate of \$0.46 per \$100 assessed valuation at a 95% collection rate would be necessary to pay the average annual debt service requirement. See "DISTRICT DEBT – Debt Service Requirements" and "TAX DATA – Tax Rate Calculations."

The District can make no representation that the taxable property values in the District will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners. Increases in the District's tax rate to rates substantially higher than the levels discussed above may have an adverse impact upon future development of the District, the sale and construction of property within the District, and the ability of the District to collect, and the willingness of owners of property located within the District to pay ad valorem taxes levied by the District.

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

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

## **Vacant and Under Construction Lots**

As of October 9, 2023, there were approximately 196 vacant developed lots within the completed subdivisions in the District. In addition, there were approximately 178 lots under construction in the additional subdivisions being developed in the District. The District makes no representation as to when or if such lots will be completed or sold to homebuilders or whether homes will be constructed on such lots. See "STATUS OF DEVELOPMENT."

## **Transformer Shortage**

The construction and sale of new homes in the District is subject to various risk factors, including shortages in obtaining materials. Recently, the Developers have reported delays in obtaining the electrical transformers needed to transform high voltage in electrical power lines to the low voltage used in homes. Without transformers, new homes cannot be connected to the power grid. Historically, transformers have been installed within 30–90 days after homebuilders begin the construction of homes on vacant lots. If delays and the lack of availability of transformers continues, homebuilders may be unwilling to purchase lots in the District or to begin construction of homes on lots already purchased. The delay of construction of new homes in the District could impact the growth of the District's tax base.

Currently, the 117 lots in Sunterra, Section 46 and the 112 lots in Sunterra, Section 50 are not yet connected to the power grid. According to Brightland Homes (hereinafter defined), power is expected to be delivered to the 117 lots in Sunterra, Section 46 in the first quarter of 2024. According to Astro Sunterra (hereinafter defined), power is expected to be delivered to the 112 lots in Sunterra, Section 50 in the fourth quarter of 2023.

The District has no jurisdiction over the delivery of power to the development occurring within its boundaries and, therefore, the District makes no representation or warranty as to when, if ever, such delivery will occur.

## **Tax Collection Limitations**

The District's ability to make debt service payments may be adversely affected by difficulties in collecting 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 judicial foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by (a) cumbersome, time-consuming, and expensive collection procedures; (b) a bankruptcy court's stay of tax collection proceedings against a taxpayer; (c) market conditions affecting the marketability of taxable property within the District and limiting the proceeds from a foreclosure sale of such property; or (d) the taxpayer's right to redeem the property. While the District has a lien on taxable property within the District for taxes levied against such property, such lien can be foreclosed only in a judicial proceeding. Attorney's fees and other 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 (6) 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 "TAXING PROCEDURES."

## **Registered Owners' Remedies and Bankruptcy**

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 Order, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Order, the registered owners of the Bonds ("Registered Owners") have the right to seek of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Order. Except for mandamus, the Bond Order 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 Order may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District.

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

The enforceability of the rights and remedies of Registered Owners may be limited 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. Texas law requires a district, such as the District, to obtain the approval of the Texas Commission on Environmental Quality ("TCEQ") as a condition to seeking relief under the Federal Bankruptcy Code.

Notwithstanding noncompliance by the District with Texas law requirements, the District could file a voluntary bankruptcy petition under Chapter 9 of the Federal Bankruptcy Code, 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 the 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 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.

The District may not be placed into bankruptcy involuntarily.

### **Future Debt**

#### *District Bonds*

At an election held within the District on November 2, 2021, voters of the District authorized the District's issuance of \$131,600,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing a road system serving the District (the "Road System"). The Bonds represent the District's first issuance of unlimited tax bonds from such voted authorization, and following the issuance of the Bonds, \$127,390,000 principal amount of bonds for the purpose of acquiring or constructing the Road System will remain authorized but unissued.

At such election held within the District on November 2, 2021, voters of the District also authorized the District's issuance of the following: \$131,600,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System; \$290,905,000 principal amount of unlimited tax for the purpose of acquiring or constructing a waterworks, sanitary sewer and storm drainage system serving the District (the "Utility System"); \$290,905,000 principal amount of unlimited tax for the purpose of refunding bonds issued by the District for the Utility System; \$64,650,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing recreational facilities in the District (the "Park System"); and \$64,650,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Park System. To date, the District has issued no bonds from such voted authorizations, and all principal amount of bonds from such voted authorizations remains authorized but unissued.



All of the remaining unlimited tax bonds described above, which have heretofore been authorized by the voters of the District, may be issued by the District from time to time as needed. In the Bond Order, the District reserves the right to issue the remaining authorized but unissued bonds and such additional bonds as may hereafter be approved by the voters of the District.

The District's issuance of the remaining unlimited tax bonds for the Utility System and for the Park System shall be subject to approval by the TCEQ. The District's issuance of bonds issued for the purpose of constructing or acquiring the Road System, including the Bonds, is not subject to approval of the TCEQ.

In the fourth quarter of 2023, the District anticipates that it will submit an application to the TCEQ for approval to issue its first series of unlimited tax bonds for acquiring or constructing the Utility System. The principal amount of such series of bonds is estimated to be \$1,170,000, and the District anticipates that it will issue such bonds in the third quarter of 2024 following receipt of approval from the TCEQ.

According to the District's engineer, following reimbursement from the proceeds of the Bonds, the District will owe the Developers approximately \$6,395,000 for its expenditures to construct the Utility System, approximately \$2,350,000 for expenditures to construct the Park System, and approximately \$4,875,000 for expenditures to construct the Road System. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-to-property-valuation ratios and thereby adversely affect the investment quality or security of the Bonds. See "THE BONDS - Issuance of Additional Debt," "- Financing Road Facilities," and "Financing Recreational Facilities."

#### *Regional District Bonds*

The District is part of the development of Sunterra, a master-planned community that consists of approximately 2,303.88 total acres comprised of five municipal utility districts: the District, Harris-Waller Counties Municipal Utility District No. 4 ("MUD 4"), Harris-Waller Counties Municipal Utility District No. 5 ("MUD 5"), Waller County Municipal Utility District No. 37 ("MUD 37"), and Harris County Municipal Utility District No. 569 ("MUD 569").

MUD 4, in its capacity as the "Regional District" for the Sunterra development, is the provider of regional water, wastewater, drainage facilities and regional arterial, collector, and thoroughfare roads ("Regional District Facilities") to the 2,303.88-acre service area ("Service Area") made up of lands within the District (696.16 acres), MUD 4 (140.29 acres), MUD 5 (489.32 acres), MUD 37 (410.07 acres), and MUD 569 (568.04 acres).

The District, MUD 4, MUD 5, MUD 37, and MUD 569 (the "Participants") have each entered into a Contract for Financing, Operation, and Maintenance of Regional Facilities with the Regional District (the "Regional District Contract"). Among other terms and provisions, the Regional District Contract authorizes the Regional District to issue contract revenue bonds sufficient to complete the acquisition and construction of the Regional District Facilities required to serve the Service Area.

By execution of the Regional District Contract, each Participant, including the District, is obligated to make contract payments to the Regional District in an amount sufficient to pay its pro rata share, which share is based upon the appraised valuation subject to taxation plus amounts equal to any optional exemption or special appraisal value granted or adopted by a Participant, and any optional exemption or special value claimed by a landowner due to use for agricultural, open space, timberland, or other similar uses (the "Gross Certified Assessed Valuation") of each Participant as a percentage of the Gross Certified Assessed Valuation of all Participants, of debt service on bonds issued by the Regional District to finance Regional District Facilities. No Participant is liable for the payments owed by any other Participant; however, failure of any Participant to make its Contract Payment, as required by the Regional District Contract, could result in an increase in the Contract Payment amount paid by each of the Participants during the time that such Participant's payment is delinquent, as the Participants would have to replenish its respective coverage in the Regional District debt service fund.

To date, the Regional District has issued three series of contract revenue bonds for financing Regional District Facilities as follows: \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023. All \$37,130,000 principal amount of such bond issues remains outstanding. In the fourth quarter of 2023, the Regional District anticipates that

it will issue its \$16,085,000 Contract Revenue Road Bonds, Series 2023 for the purpose of acquiring or constructing Regional District Facilities. See “REGIONAL DISTRICT CONTRACT” herein for further information.

Currently, the Regional District owes Astro Sunterra approximately \$53,095,000 for reimbursable expenditures made by Astro Sunterra to construct the Regional District Facilities.

### **Operational Expenses**

The District is obligated to pay monthly charges to the Regional District for its share of the Regional District’s operation and maintenance expenses in connection with the Regional District’s provision of service to the Service Area from the Regional District Facilities. The monthly charges paid by the District to the Regional District will be used to pay the District’s share of operation and maintenance expenses and to provide for an operation and maintenance reserve equivalent to three (3) months of operation and maintenance expenses. The District’s share of operation and maintenance expenses and reserve requirements is based upon a “unit cost” of operation and maintenance expense and reserve requirements, calculated by the Regional District and expressed in terms of “cost per equivalent single-family residential connection.” See “REGIONAL DISTRICT CONTRACT” herein.

### **Environmental Regulations**

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

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

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

*Air Quality Issues:* Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the TCEQ may impact new industrial, commercial and residential development in the 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 two separate federal ozone standards: the 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.

The HGB Area is currently designated as a “severe” nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2027. 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 “moderate” nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2024. 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, 2023, 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 TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) 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. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary 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 in order to comply with the MS4 Permit.

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.

On May 25, 2023, the Supreme Court of the United States issued its decision in *Sackett v. EPA*, which clarified the definition of “waters of the United States” and significantly restricted the reach of federal jurisdiction under the CWA. Under the *Sackett* decision, “waters of the United States” includes only geographical features that are described in ordinary parlance as “streams, oceans, rivers, and lakes” and to adjacent wetlands that are indistinguishable from such bodies of water due to a continuous surface connection.

While the *Sackett* decision removed a great deal of uncertainty regarding the ultimate scope of “waters of the United States” and the extent of EPA and USACE jurisdiction, operations of municipal utility districts, including the District, could potentially be subject to additional restrictions and requirements, including additional permitting requirements, in the future.

### **Specific Flood Type Risks**

The District may be subject to the following flood 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 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.

### **National Weather Service Atlas Rainfall Study**

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. 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.

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

The District is located approximately 75 miles from the Texas Gulf Coast and, as it has in the past, could be impacted by high winds, heavy rains, and flooding caused by hurricane, tornado, tropical storm, or other adverse weather event. In the event that a natural disaster should damage or destroy improvements and personal property in the District, the assessed value of such taxable properties could be substantially reduced, resulting in a decrease in the taxable assessed value in the District or an increase in the District’s tax rates. See “TAXING PROCEDURES – Valuation of Property for Taxation.”

There can be no assurance that a casualty loss to taxable property within the District will be covered by insurance (certain casualties, including flood, are usually excepted unless specific insurance is purchased), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild, repair, or replace any taxable properties in the District that were damaged. Even if insurance proceeds are available and damaged properties are rebuilt, there could be a lengthy period in which assessed values in the District are adversely affected.

## **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 industry could have on property values in the District.

## **Marketability of the Bonds**

The District has no understanding with the initial purchaser of the Bonds (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 may be greater than the difference between the bid and asked price of bonds of comparable maturity and quality issued by more traditional issuers, since such bonds are more generally bought, sold and traded in the secondary market.

## **Continuing Compliance with Certain Covenants**

Failure of the District to comply with certain covenants contained in the Bond Order on a continuing basis prior to the maturity of the Bonds could result in interest on the Bonds becoming taxable retroactively to the date of original issuance. See "LEGAL MATTERS – Tax Exemption."

## **Approval of the Bonds**

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

## **Future and Proposed Legislation**

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Bonds under Federal or state law and could affect the market price or marketability of the Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Bonds should consult their own tax advisors regarding the foregoing matters.

## **2023 Legislative Session**

The 88th Texas Legislature began on January 10, 2023, and ended on May 29, 2023 (the "88th Regular Legislative Session"). The Texas Legislature meets in regular session in odd numbered years for 140 days. When the Texas Legislature is not in session, the Governor of Texas (the "Governor") may call one or more special sessions, at the Governor's discretion, each lasting no more than 30 days, and for which the Governor sets the agenda. During this time, the Texas Legislature may enact laws that materially change current law as it relates to the District. On November 7, 2023, the Governor called the Fourth Special Session to begin on November 7, 2023. The District can make no representations or predictions regarding any actions the Texas Legislature has taken or may take concerning the substance or the effect of any legislation passed in a previous session or a future session of the Texas Legislature.

## **Bond Insurance Risk Factors**

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

such payments will be made by the provider of the Policy (the “Bond Insurer”) at such time and in such amounts as would have been due absence such prepayment by the District unless the Bond Insurer chooses to pay such amounts at an earlier date.

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

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

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

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

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

## **THE BONDS**

### **General**

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order, a copy of which is available from Bond Counsel upon payment of the costs of duplication therefor. The Bond Order authorizes the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

### **Description**

The Bonds will be dated December 1, 2023, with interest payable on March 1, 2024, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. Interest on the Bonds initially accrues from the date of delivery of the Bonds to the Initial Purchaser (the “Date of Delivery”), which is expected to be on or about December 14, 2023, and thereafter from the most recent Interest Payment Date. The Bonds mature on September 1 of the years and in the amounts shown under “MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS” on the inside cover page hereof. The Bonds are issued in fully registered form only in denominations of \$5,000 or any integral multiple of \$5,000 for any one maturity. The Bonds will be registered and delivered only to The Depository Trust Company, New York, New York (“DTC”), in its nominee name of Cede & Co., pursuant to the book-entry system described herein. No physical delivery of the Bonds will be made to the purchasers thereof. See “BOOK-ENTRY-ONLY SYSTEM.” Interest calculations are based upon a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months.

## **Authority for Issuance**

At an election held within the District on November 2, 2021, voters of the District authorized the District's issuance of \$131,600,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System. The Bonds represent the District's first issuance of unlimited tax bonds from such voted authorization, and following the issuance of the Bonds, \$127,390,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System will remain authorized but unissued.

The Bonds are issued pursuant to (i) the Bond Order; (ii) Article III, Section 52 of the Texas Constitution and the general laws of the State of Texas, particularly Chapters 49 and 54 of the Texas Water Code, as amended; and (iii) an election held within the District as described above.

At such election held within the District on November 2, 2021, voters of the District also authorized the District's issuance of the following: \$131,600,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System; \$290,905,000 principal amount of unlimited tax for the purpose of acquiring or constructing the Utility System; \$290,905,000 principal amount of unlimited tax for the purpose of refunding bonds issued by the District for the Utility System; \$64,650,000 principal amount of unlimited tax bonds for the purpose of acquiring or the Park System; and \$64,650,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Park System. To date, the District has issued no bonds from such voted authorizations, and all principal amount of bonds from such voted authorizations remains authorized but unissued. See "Financing Road Facilities," "Financing Recreational Facilities," and "Issuance of Additional Debt" below.

## **Source and Security for Payment**

The Bonds are secured by and payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property located within the District. See "TAXING PROCEDURES." Investment in the Bonds involves certain elements of risk, and all prospective purchasers are urged to examine carefully this Official Statement with respect to the investment security of the Bonds. See "RISK FACTORS."

The Bonds are obligations solely of the District and are not obligations of the State of Texas; Waller County, Texas; the City of Houston, Texas; or any political subdivision or entity other than the District.

## **Funds**

The Bond Order establishes the District's Debt Service Fund, including the sub-accounts which are used to separate funds received to pay debt service on bonds issued to finance water, wastewater and storm drainage, and recreational facilities ("WSD&R Bonds") from funds received to pay debt service on bonds issued to finance road facilities ("Road Bonds"). The Bond Order also establishes the District's Construction Fund, including the sub-accounts which are used to separate proceeds from WSD&R Bonds and Road Bonds. An amount equal to eighteen (18) months of interest on the Bonds will be deposited from the proceeds from sale of the Bonds into the sub-account of the Debt Service Fund created in respect of Road Bonds. All remaining proceeds of the Bonds will be deposited in the sub-account of the Construction Fund created in respect of Road Bonds.

The proceeds from all taxes levied, appraised and collected for and on account of the Bonds authorized by the Bond Order shall be deposited, as collected, into the sub-account of the Debt Service Fund created in respect of Road Bonds. The Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Bonds and any additional tax bonds issued by the District, is to be kept separate from all other funds of the District, and funds in the sub-accounts created in respect of Road Bonds are to be used for payment of debt service on the Bonds and any of the District's duly authorized Road Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or part from taxes. Amounts on deposit in the sub-accounts of the Debt Service Fund created in respect of Road Bonds may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Bonds and any of the Districts duly authorized Road Bonds, whether heretofore, hereunder, or hereafter issued, payable in whole or in part from taxes, and to pay any tax anticipation notes issued in respect of debt service due to or become due on Road Bonds, together with interest thereon, as such tax anticipation notes become due. Funds otherwise on deposit in the Debt Service Fund, including funds in a sub-account created in respect of WSD&R Bonds, will not be allocated to the payment of the Bonds.

## Record Date

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

## Redemption Provisions

### *Mandatory Redemption*

The Bonds maturing on September 1 in the years 2042, 2044, 2046, and 2049 (the "Term Bonds") shall be redeemed at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption ("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*" below):

#### \$400,000 Term Bond Maturing on September 1, 2042

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2041	\$ 195,000
September 1, 2042 (Maturity)	\$ 205,000

#### \$445,000 Term Bond Maturing on September 1, 2044

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2043	\$ 215,000
September 1, 2044 (Maturity)	\$ 230,000

#### \$495,000 Term Bond Maturing on September 1, 2046

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2045	\$ 240,000
September 1, 2046 (Maturity)	\$ 255,000

#### \$845,000 Term Bond Maturing on September 1, 2049

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
September 1, 2047	\$ 270,000
September 1, 2048	\$ 280,000
September 1, 2049 (Maturity)	\$ 295,000

Notice of mandatory redemption of the Term Bond will be provided at least thirty (30) calendar days prior to the date fixed for redemption, with the particular portions of the Term Bonds to be redeemed to be selected by lot or other customary method in accordance with the procedures of DTC so long as the Bonds are registered in accordance with the Book-Entry-Only System. See "BOOK-ENTRY-ONLY SYSTEM."

### *Optional Redemption*

The District reserves the right, at its option, to redeem the Bonds (including any Term Bonds) maturing on and after September 1, 2031, prior to their scheduled maturities, in whole or from time to time in part, in integral multiples of \$5,000, on September 1, 2030, or any date thereafter, at a price equal to the principal amount thereof plus accrued interest thereon to the date fixed for redemption. If fewer than all of the Bonds are to be redeemed, the particular maturity or maturities and the amounts thereof to be redeemed shall be determined by the District. If fewer than all of the Bonds of the same maturity are to be redeemed, the particular Bonds shall be selected by DTC in accordance with its procedures. See "BOOK-ENTRY-ONLY SYSTEM." If less than all of the entire outstanding principal amount of a Term Bond is to be redeemed, the District will notify the Paying Agent/Registrar of the reductions in the remaining mandatory redemption amounts to result from the optional redemption. Notice of each exercise of the reserved right of optional redemption shall be given by the Paying



Agent/Registrar at least thirty (30) calendar days prior to the redemption date, in the manner specified in the Bond Order.

### *Effects of Redemption*

By the redemption date, due provision shall be made with the Paying Agent/Registrar for payment of the principal of the Bonds (including any Term Bonds) or portions thereof to be redeemed, plus accrued interest to the redemption date. 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 which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption.

### **Method of Payment of Principal and Interest**

The Board of Directors of the District has appointed The Bank of New York Mellon Trust Company, N.A., having its principal corporate trust office and its principal payment office in Dallas, Texas, as the initial Paying Agent/Registrar for the Bonds (the "Paying Agent/Registrar"). The principal of and interest on the Bonds shall be paid to DTC, which will make distribution of the amounts so paid. See "BOOK-ENTRY-ONLY SYSTEM."

### **Registration**

Section 149(a) of the Internal Revenue Code of 1986, as amended, requires that all tax exempt obligations (with certain exceptions that do not include the Bonds) be in registered form in order for the interest payable on such obligations to be excludable from a Beneficial Owner's income for federal income tax purposes. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. pursuant to the Book-Entry-Only System described herein. One fully-registered Bond will be issued for each maturity of the Bonds and will be deposited with DTC. See "BOOK-ENTRY-ONLY SYSTEM." So long as any Bonds remain outstanding, the District will maintain at least one paying agent/registrar in the State of Texas for the purpose of maintaining the Register on behalf of the District.

### **Replacement of Paying Agent/Registrar**

Provision is made in the Bond Order for replacement of the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the District, the new paying agent/registrar shall be required to accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any paying agent/registrar selected by the District shall be a duly qualified and competent trust or banking corporation or organization organized and doing business under the laws of the United States of America or of any State thereof, with a combined capital and surplus of at least \$25,000,000, which is subject to supervision of or examination by federal or state banking authorities, and which is a transfer agent duly registered with the United States Securities and Exchange Commission.

### **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 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.

**Issuance of Additional Debt**

At an election held within the District on November 2, 2021, voters of the District authorized the District's issuance of \$131,600,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System and could authorize additional amounts. The Bonds represent the District's first issuance of unlimited tax bonds from such voted authorization, and following the issuance of the Bonds, \$127,390,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System will remain authorized but unissued. At such election held within the District on November 2, 2021, voters of the District also authorized the District's issuance of \$131,600,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System and could authorize additional amounts. See "Financing Road Facilities" below.

At such election held within the District on November 2, 2021, voters of the District also authorized the District's issuance of the following: \$290,905,000 principal amount of unlimited tax for the purpose of acquiring or constructing the Utility System; \$290,905,000 principal amount of unlimited tax for the purpose of refunding bonds issued by the District for the Utility System; \$64,650,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System; \$64,650,000 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Park System; and could authorize additional amounts. See "Financing Recreational Facilities" below.

The Bond Order 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.

In the fourth quarter of 2023, the District anticipates that it will submit an application to the TCEQ for approval to issue its first series of unlimited tax bonds for acquiring or constructing the Utility System. The principal amount of such series of bonds is estimated to be \$1,170,000, and the District anticipates that it will issue such bonds in the third quarter of 2024 following receipt of approval from the TCEQ.

**Financing Water, Sewer, and Drainage Facilities**

Pursuant to provisions of the Texas Constitution and Chapters 49 and 54, Texas Water Code, as amended, the District is authorized to acquire or construct the Utility System subject to the approval of the TCEQ and a successful District election to approve the issuance of bonds payable from taxes. At an election held within the District on November 2, 2021, voters of the District authorized a total of \$290,905,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, none of which have been issued. Issuance of additional bonds for said improvements and facilities could dilute the investment security of the Bonds.

**Financing Road Facilities**

Pursuant to the provisions of the Texas Constitution and Chapter 54 of the Texas Water Code, as amended, conservation and reclamation districts created pursuant to said Chapter 54 are authorized to develop and finance with property taxes certain road facilities following a successful District election to approve the issuance of road bonds payable from taxes. At an election held within the District on November 2, 2021, voters of the District authorized \$131,600,000 principal amount of unlimited tax bonds for financing and constructing the Road System. The Bonds represent the first series unlimited tax bonds to be issued by the District for the Road System, and following the issuance of the Bonds, \$127,390,000 of unlimited tax bonds for financing and constructing the Road System will remain authorized but unissued. Issuance of the bonds for the Road System could dilute the investment security of the Bonds.

**Financing Recreational Facilities**

Conservation and reclamation districts in certain counties are authorized to develop and finance with property taxes certain recreational facilities after a district election has been successfully held to approve the issuance of bonds payable from taxes and/or a maintenance tax to support recreational facilities.

The District is authorized to issue bonds payable from an ad valorem tax to pay for the development and maintenance of recreational facilities if (i) the District duly adopts a plan for the facilities; (ii) the bonds are authorized at an election; (iii) the bonds payable from any source do not exceed 1% of the value of the taxable property in the District at the time of issuance of the bonds, or, in the event the District meets certain conditions, 3% of the value of the taxable property in the District at the time of issuance of the bonds, but in no event in an amount greater than the estimated cost in the plan; (iv) the District obtains any necessary governmental consents allowing the issuance of such bonds; (v) the issuance of the bonds is approved by the TCEQ in accordance with its rules with respect to same; and (vi) the bonds are approved by the Attorney General of Texas. The District may issue bonds for such purposes payable solely from net operating revenues without an election. Issuance of bonds for recreational facilities could dilute the investment security for the Bonds. In addition, the District is authorized to levy an operation and maintenance tax to support recreational facilities at a rate not to exceed 10 cents per \$100 of assessed valuation of taxable property in the District, after such tax is approved at an election. Said maintenance tax is in addition to any other maintenance tax authorized to be levied by the District. At an election held within the District on November 2, 2021, voters of the District authorized \$64,650,000 in unlimited tax bonds for the purpose of acquiring or constructing the Park System and could authorize additional amounts.

**Financing Fire-Fighting Activities**

The District is authorized by statute to engage in fire-fighting activities, including the issuance of bonds payable from taxes for such purpose. Before the District could issue fire-fighting bonds payable from taxes, the following actions would be required: (a) authorization of a detailed master plan and bonds for such purpose by the qualified voters in the District; (b) approval of the master plan and issuance of bonds by the TCEQ; and (c) approval of bonds by the Attorney General of Texas. The District does not provide fire protection service, and the Board has not considered seeking TCEQ approval or calling such an election at this time.

**Annexation**

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction ("ETJ") of the City, the District may be annexed for full purposes by the City, subject to compliance by the City with various requirements of Chapter 43 of the Texas Local Government Code, as amended. Such requirements may include the requirement that the City hold an election in the District whereby the qualified voters of the District approve the proposed annexation.

If the District is annexed, the City must assume the District's assets and obligations (including the Bonds) and abolish the District within ninety (90) days of annexation. Annexation of territory by the City is a policy-making matter within the discretion of the Mayor and City Council of the City, and therefore, the District makes no representation that the City will ever attempt to annex the District and assume its debt. Moreover, no representation is made concerning the ability of the City to make debt service payments should annexation occur.

**Consolidation**

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its water and wastewater systems with the water and wastewater systems of the district or districts with which it is consolidating, subject to voter approval. In their consolidation agreement, the consolidating districts may agree to assume each other's bonds, notes and other obligations. If each district assumes the other's bonds, notes and other obligations, taxes may be levied uniformly on all taxable property within the consolidated district in payment of same. If the districts do not assume each other's bonds, notes and other obligations, each district's taxes are levied on property in each of the original districts to pay said debts created by the respective original district as if no consolidation had taken place. No representation is made concerning whether the District will consolidate with any other district, but the District currently has no plans to do so.

## 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 created in the Bond Order, or defaults in the observance or performance of any other covenants, conditions, or obligations set forth in the Bond Order, the Registered Owners have the right to seek 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 Order. Except for mandamus, the Bond Order 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. Certain traditional legal remedies also may not be available. See "RISK FACTORS – Registered Owners' Remedies and Bankruptcy."

## Defeasance

The Bond Order 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) for obligations of the District payable from revenues or from ad valorem taxes or both, or a commercial bank or trust company designated in the proceedings authorizing such discharge amounts sufficient to provide for the payment and/or redemption of the Bonds; provided that such deposits may be invested and reinvested only in (a) direct noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America; (b) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent; and (c) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the governing body of the District adopts or approves the proceedings authorizing the issuance of refunding bonds, are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The foregoing obligations may be in book entry form, and shall mature and/or bear interest payable at such times and in such amounts as will be sufficient to provide for the scheduled payment and/or redemption of the Bonds. If any of such Bonds are to be redeemed prior to their respective dates of maturity, provision must have been made for giving notice of redemption as provided in the Bond Order.

Upon such deposit as described above, such Bonds shall no longer be regarded to be 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 a manner which would permit investments other than those described above to be made with amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, Registered Owners may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under Texas law. There is also no assurance that any investment held for such discharge will maintain its rating.

## BOOK-ENTRY-ONLY SYSTEM

*This section describes how ownership of the Bonds is to be transferred and how the principal of and interest on the Bonds are to be paid to and credited by DTC while the Bonds are registered in its nominee's name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The District believes the source of such information to be reliable, but takes no responsibility for the accuracy or completeness thereof.*

*The District cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Bonds, or redemption or other notices, to DTC Participant, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Bonds), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and 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 procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.*

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be required by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, 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 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("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](http://www.dtcc.com).

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchase 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, 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 Paying Agent/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 an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

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

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

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

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

**USE AND DISTRIBUTION OF BOND PROCEEDS**

Proceeds from the sale of the Bonds will be used by the District to reimburse Astro Sunterra for a portion of the costs related to certain improvements and related costs as set forth below. Additionally, proceeds from the sale of the Bonds will be used to pay eighteen (18) months of capitalized interest on the Bonds, developer interest, and certain costs associated with the issuance of the Bonds.

Proceeds of the Bonds will be used to pay the construction costs below compiled by Quiddity Engineering, Inc. (the "Engineer"). Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer and Robert W. Baird & Co. Incorporated (the "Financial Advisor"). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used. Totals may not sum due to rounding.

**Construction Related Costs**

Road Construction Costs .....	\$ 2,661,858
Land Costs.....	<u>670,590</u>
Total Construction Related Costs .....	\$ 3,332,448

**Non-Construction Costs**

Bond Discount.....	\$ 126,175
Capitalized Interest.....	320,109
Developer Interest .....	<u>142,613</u>
Total Non-Construction Costs.....	\$ 588,897

**Issuance Costs and Fees**

Issuance Costs and Professional Fees.....	\$ 257,104
State Regulatory Fees .....	4,210
Contingency (a).....	<u>27,340</u>
Total Issuance Costs and Fees.....	\$ 288,654

**Total Bond Issue Requirement \$ 4,210,000**

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(a) Represents the difference between the estimated and actual amounts of Bond Discount and Capitalized Interest.

**DISTRICT DEBT**

**General**

The following tables and calculations relate to the Bonds. The District and various other political subdivisions of government which overlap all or a portion of the District are empowered to incur debt to be paid from revenues raised or to be raised by taxation against all or a portion of the property.

2023 Taxable Assessed Valuation.....	\$ 37,040,737	(a)
Estimated Valuation as of July 1, 2023 .....	\$ 68,465,737	(b)

Direct Debt		
The Bonds .....	\$ 4,210,000	
Total.....	\$ 4,210,000	

Estimated Overlapping Debt .....	<u>\$ 6,498,984</u>	(c)
Total Direct and Estimated Overlapping Debt .....	\$ 10,708,984	(c)

Direct Debt Ratio:

As a Percentage of 2023 Taxable Assessed Valuation.....	11.37	%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	6.15	%

Direct and Estimated Overlapping Debt Ratio:

As a Percentage of 2023 Taxable Assessed Valuation.....	28.91	%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	15.64	%

Debt Service Funds (as of the Date of Delivery) .....	\$ 320,109	(d)
Operating Fund Balance (as of October 9, 2023).....	\$ 157,357	

2023 Tax Rate

Debt Service .....	\$0.00	
Contract Tax.....	\$0.89	(e)
Maintenance and Operations .....	<u>\$0.61</u>	
Total.....	\$1.50	

Average Annual Debt Service Requirement (2024–2049) .....	\$ 293,645	(f)
Maximum Annual Debt Service Requirement (2047).....	\$ 312,250	(f)

Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay

Average Annual Debt Service (2024–2049) at 95% Tax Collections

Based on 2023 Taxable Assessed Valuation.....	\$0.84
Based on Estimated Valuation as of July 1, 2023.....	\$0.46

Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay

Maximum Annual Debt Service Requirement (2047) at 95% Tax Collections

Based on 2023 Taxable Assessed Valuation.....	\$0.89
Based on Estimated Valuation as of July 1, 2023.....	\$0.49

- (a) Represents the taxable assessed valuation of all taxable property in the District as of January 1, 2023, as provided by the Waller County Appraisal District. See "TAX DATA" and "TAXING PROCEDURES."
- (b) Provided by the Waller County Appraisal District for informational purposes only, this amount is an estimate of the taxable value of all taxable property located within the District as of July 1, 2023, and includes an estimate of additional taxable value resulting from the construction of taxable improvements from January 1, 2023, through July 1, 2023. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."
- (c) Includes the District's share of contract revenue bonds and contract revenue road bonds issued by the Regional District, including \$16,085,000 Contract Revenue Road Bonds, Series 2023, expected to be issued by the Regional District in the fourth quarter of 2023. See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement" and "REGIONAL DISTRICT CONTRACT."
- (d) Represents eighteen months of capitalized interest on the Bonds to be deposited into the District's debt service fund upon closing and delivery of the Bonds. Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the debt service fund.
- (e) Tax revenues from the District's levy of a contract tax rate are used by the District to make payments to the Regional District for the District's share of debt service for bonds issued by the Regional District for Regional District Facilities. To date, the Regional District has issued three series of contract revenue bonds for financing Regional District Facilities as follows: \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023. Additionally, the Regional District anticipates issuing its \$16,085,000 Contract Revenue Road Bonds, Series 2023, with a closing date scheduled for November 21, 2023. See "REGIONAL DISTRICT CONTRACT."
- (f) Requirement of debt service on the Bonds. See "DISTRICT DEBT – Debt Service Requirements."



**Direct and Estimated Overlapping Debt Statement**

The following table indicates the indebtedness, defined as outstanding bonds payable from ad valorem taxes, of governmental entities overlapping the District and the estimated percentages and amounts of such indebtedness attributable to property within the District. This information is based upon data secured from the individual jurisdictions and/or *Texas Municipal Reports* prepared by the Municipal Advisory Council of Texas. Such figures do not indicate the tax burden levied by the applicable taxing jurisdictions for operation and maintenance or for other purposes.

Taxing Jurisdiction	Outstanding Debt 9/30/2023	Overlapping	
		Percent	Amount
Waller County	\$71,265,000	0.32%	\$ 227,666
Royal Independent School District	103,035,994	1.03%	1,056,248
Harris-Waller Counties MUD No. 4 (a)	53,215,000	9.80%	5,215,070
Total Estimated Overlapping Debt			\$ 6,498,984
The District (b)			\$ 4,210,000
Total Direct & Estimated Overlapping Debt			\$ 10,708,984

(a) The \$53,215,000 of outstanding debt of Harris-Waller Counties MUD No. 4 is comprised of the \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023 that Harris-Waller Counties MUD No. 4, in its capacity as the Regional District, has issued. Additionally, the \$53,215,000 principal amount includes the \$16,085,000 Contract Revenue Road Bonds, Series 2023, that the Regional District anticipates will close on November 21, 2023. The District’s 9.80% share of such debt is based on the District’s 2023 Gross Certified Assessed Valuation as a percentage of the 2023 Gross Certified Assessed Valuation of the Service Area. See “REGIONAL DISTRICT CONTRACT.”

(b) The Bonds.

**Debt Ratios**

Direct Debt Ratio:

As a Percentage of 2023 Taxable Assessed Valuation.....	11.37%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	6.15%

Direct and Estimated Overlapping Debt Ratio:

As a Percentage of 2023 Taxable Assessed Valuation.....	28.91%
As a Percentage of Estimated Valuation as of July 1, 2023 .....	15.64%

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**Debt Service Requirements**

The following schedule sets forth the principal and interest requirements on Bonds. Totals may not sum due to rounding.

Calendar Year	Principal	Interest	Total Debt Service
2024	\$ -	\$ 152,348	\$ 152,348
2025	85,000	213,406	298,406
2026	85,000	208,094	293,094
2027	90,000	202,569	292,569
2028	95,000	196,719	291,719
2029	100,000	191,019	291,019
2030	105,000	185,019	290,019
2031	115,000	179,769	294,769
2032	120,000	174,019	294,019
2033	125,000	168,019	293,019
2034	135,000	161,769	296,769
2035	140,000	155,019	295,019
2036	150,000	148,019	298,019
2037	155,000	140,519	295,519
2038	165,000	132,769	297,769
2039	175,000	124,519	299,519
2040	185,000	115,769	300,769
2041	195,000	106,519	301,519
2042	205,000	97,256	302,256
2043	215,000	87,519	302,519
2044	230,000	77,306	307,306
2045	240,000	66,381	306,381
2046	255,000	54,681	309,681
2047	270,000	42,250	312,250
2048	280,000	28,750	308,750
2049	295,000	14,750	309,750
Total	\$ 4,210,000	\$ 3,424,773	\$ 7,634,773

Average Annual Debt Service Requirement (2024–2049) ..... \$293,645  
 Maximum Annual Debt Service Requirement (2047) ..... \$312,250

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## TAXING PROCEDURES

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

The Texas Tax Code (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 a single appraisal district with the responsibility for recording and appraising property for all taxing units within a county and a single appraisal review board with the responsibility for reviewing and equalizing the values established by the appraisal district. The Waller County Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units wholly within Waller County, including the District. Such appraisal values are subject to review and change by the Waller County Appraisal Review Board (the "Appraisal Review Board"). Under certain circumstances, taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a 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. Absent any such appeal, the appraisal roll, as prepared by the Appraisal District and approved by the Appraisal Review Board, must be used by each taxing jurisdiction in establishing its tax roll and tax rate. The District is eligible, along with all other conservation and reclamation districts within Waller County, to participate in the nomination of and vote for a member of the Board of Directors of the Appraisal District.

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

Except for certain exemptions provided by Texas law, all real property and tangible personal property in the District is subject to taxation by the District; however, it is expected that no effort will be made by the District to collect taxes on personal property other than on personal property rendered for taxation, business inventories and the property of privately owned utilities. Principal categories of exempt property include: 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; farm products owned by the producer; all oil, gas and mineral interests owned by an institution of higher education; certain property owned by exclusively charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; solar and wind-powered energy devices; 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 or under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age Survivors and Disability Insurance Act to the extent deemed advisable by the Board. The District would be required to call an election on such residential homestead exemption upon petition by at least twenty percent (20%) of the number of qualified voters who voted in the District's preceding election and would be required to offer such an exemption if a majority of voters approve it at such election. To date, the District has not granted an exemption for persons sixty-five (65) years of age or older and to individuals who are under a disability for purposes of payment of disability insurance benefits under the Federal Old-Age, Survivors and Disability Insurance Act.

The District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 of assessed valuation depending upon the disability rating of the veteran, if such rating is less than 100%. A veteran who receives a disability rating of 100% is entitled to an exemption for the full value of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran's residence homestead is also entitled to an exemption from taxation of the 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 (i) the residence homestead was donated by a charitable organization at no cost to the disabled veteran or (ii) the residence was donated by a charitable organization at some cost to the disabled veteran if such cost is less than or equal to fifty percent (50%) of the total good faith estimate of the market value of the residence as of the date the donation is made. Also, the surviving spouse of a member of the armed forces or a first responder, as defined under Texas law, who was (i) killed in action, or (ii) fatally injured in the line of duty is, subject to certain conditions, 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.

A “Freeport Exemption” applies to goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining oil 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 certain tangible personal property, as defined by the Property Tax Code, acquired in or imported into Texas for storage purposes and which 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. The exemption excludes oil, natural gas, petroleum products, aircraft, and certain special inventory including dealer’s motor vehicles, dealer’s vessel and outboard motor vehicle, dealer’s heavy equipment and retail manufactured housing inventory. The exemption applies to covered property if it 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. 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. However, taxing units who took official action as allowed by prior law before October 1, 2011, to tax goods-in-transit property, and who pledged such taxes for the payment of debt, may continue to impose taxes against the goods-in-transit property until the debt is discharged without further action, if cessation of the imposition would impair the obligations of the contract by which the debt was created. The District has not exercised its option to tax goods-in-transit personal property but may choose to do so in the future.

### **Tax Exemption Provided to Public Facility Corporations and Certain Lessees**

Chapter 303 of the Texas Local Government Code (the “PFC Act”) authorizes cities, counties, school districts, housing authorities and special districts (a “Sponsor”) to create a sponsored Public Facility Corporation (“PFC”) to acquire, construct, rehabilitate, renovate, repair, equip, furnish and place in service public facilities. These activities may be financed through certain obligations of either the Sponsor or the PFC. Under the PFC Act, a “public facility” includes any real, personal, or mixed property, or an interest in property devoted or to be devoted to public use, and authorized to be financed under the PFC Act. A public facility, including a leasehold estate in a public facility, that is owned by a PFC is exempt from taxation by the State or a municipality or other political subdivision of the State, including the District. This exemption applies to both ad valorem and sales taxes levied by such taxing authorities. Subject to certain restrictions, a leasehold or other possessory interest granted by the PFC to the user of a PFC-owned multifamily residential development entitles that user to this same exemption. The 88th Texas Legislature passed H.B. 2071, which became effective June 18, 2023, to amend the PFC Act. H.B. 2071 significantly revised the PFC Act’s requirements for the lessee of a multi-family residential development to qualify for this exemption and provides that the exemption for such projects does not apply to taxes imposed by a conservation and reclamation district providing water, sewer, or drainage services to the development, unless an agreement is entered into with the district concerning payments in lieu of taxation. Projects for which PFC or Sponsor approval was received prior to the effective date of H.B. 2071 are governed by the prior law and are not subject to the same requirements. The District is not aware of any public facilities located within the boundaries of the District that are either owned or leased by a PFC.

### **General Residential Homestead Exemption**

Texas law 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, but not less than \$5,000 if any exemption is granted, from ad valorem taxation. The law provides, however, that 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. For the 2023 tax year, the District has not granted a general residential homestead exemption.

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

Generally, property in the District must be appraised by the Appraisal District at market value as of January 1 of each year. Assessments under the Property Tax Code are to be based upon one hundred percent (100%) of market value. The appraised value of residential homestead property may be limited to the lesser of the market value of the property, or the sum of the appraised value of the property for the last year in which it was appraised, plus ten percent (10%) of such appraised value multiplied by the number of years since the last appraisal, plus the market value of all new improvements to the property. Once an appraisal roll is prepared and approved by the Appraisal Review Board, it is used by the District in establishing its tax rate. The Property Tax Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraised values. The plan must provide for appraisal of all real property by the 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 Property Tax Code provides for a temporary exemption from ad valorem taxation of a portion of the appraised value of certain property that is at least 15% damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the disaster. Upon receipt of an application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

### **District and Taxpayer Remedies**

Under certain circumstances, taxpayers and taxing units, including the District, may appeal orders of the Appraisal Review Board by filing a petition for review in district court within forty-five (45) days after notice is received that a final order has been entered. In such event, the property value in question may be determined by the court, or by a jury, if requested by any party. Additionally, taxing units may bring suit against the Appraisal District to comply with the Property Tax Code. The District may challenge the exclusion of property from the appraisal rolls or the grant, in whole or in part, of an exemption.

Texas law provides for notice and hearing procedures prior to the adoption of an ad valorem tax rate by the District. Additionally, under certain circumstances, an election would be required to determine whether to approve the adopted total tax rate. See "Rollback of Operation and Maintenance Tax Rate." The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

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

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

designation for agricultural, timberland or open space land. According to the District's Tax Assessor/Collector, as of January 1, 2023, a total of approximately 376 acres within the District was designated for agricultural use, open space, timberland, or inventory deferment.

### **Tax Abatement**

The City and Waller County may designate all or part of the District as a reinvestment zone, and the District, Waller County, and (if it were to annex the area) the City may thereafter enter into tax abatement agreements with owners of property within the zone. The tax abatement agreements may exempt from ad valorem tax by the applicable taxing jurisdictions, and by 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 a comprehensive plan. According to the District's Tax Assessor/Collector, to date, none of the area within the District has been designated as a reinvestment zone.

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

The District is responsible for the collection of its taxes, unless it elects to transfer such functions to another governmental entity. The District adopts its tax rate each year after it receives a tax roll certified by the Appraisal District. Taxes are due upon receipt of a bill therefor, and become delinquent after January 31 of the following year or thirty (30) days after the date billed, whichever is later, or, if billed after January 10, they are delinquent on the first day of the month next following the twenty-first (21<sup>st</sup>) day after such taxes are billed. A delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid beginning the first calendar month it is delinquent. A delinquent tax also incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent plus a one percent (1%) penalty 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. However, a tax delinquent on July 1 incurs a total penalty of twelve percent (12%) of the amount of the delinquent tax without regard to the number of months the tax has been delinquent, which penalty remains at such rate without further increase. If the tax is not paid by July 1, an additional penalty of up to the amount of the compensation specified in the District's contract with its delinquent tax collection attorney, but not to exceed twenty percent (20%) of the total tax, penalty, and interest, may, under certain circumstances, be imposed by the District. With respect to personal property taxes that become delinquent on or after February 1 of a year and that remain delinquent sixty (60) days after the date on which they become delinquent, as an alternative to the penalty described in the foregoing sentence, an additional penalty on personal property of up to the amount specified in the District's contract with its delinquent tax attorney, but not to exceed twenty percent (20%) of the total tax, penalty and interest, may, under certain circumstances, be imposed by the District prior to July 1. The District's contract with its delinquent tax collection attorney currently specifies a twenty percent (20%) additional penalty. The District may waive penalties and interest on delinquent taxes only for the items specified in the Texas Property Tax Code. The Property Tax Code also makes provision for the split payment of taxes, discounts for early payment and the postponement of the delinquency of taxes under certain circumstances.

The owner of a residential homestead property who is (i) a person sixty-five (65) years of age or older, (ii) under a disability for purpose of payment of disability insurance benefits under the Federal Old Age Survivors and Disability Insurance Act, or (iii) qualifies as a disabled veteran under Texas law is also entitled by law to pay current taxes on a residential homestead in installments or to defer the payment of taxes without penalty during the time of ownership. Additionally, a person who is delinquent on taxes for a residential homestead is entitled to an agreement with the District to pay such taxes in installments over a period of between 12 and 36 months (as determined by the District) when such person has not entered into another installment agreement with respect to delinquent taxes with the District in the preceding 24 months.

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

Chapter 49 of the Texas Water Code, as amended, classifies certain municipal utility districts, including the District, differently based on their current operation and maintenance tax rate or on the percentage of projected build-out that a 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 herein as "Low Tax Rate Districts." Districts that have financed, completed, and issued bonds to pay for all land, 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.

#### *Low Tax Rate Districts*

Low Tax Rate Districts 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 in the district, 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 Low Tax Rate District is the current year's debt service and contract tax rate plus the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions.

#### *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 in the district, subject to certain homestead exemptions, 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 the operation and maintenance tax rate that would impose 1.035 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions, 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 Low Tax Rate District and a Developed District, the district will be subject to the operation and maintenance tax threshold applicable to Low Tax Rate Districts.

#### *Developing Districts*

Districts that do not meet the classification of a Low Tax Rate District 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 imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead in the district, 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 the operation and maintenance tax rate that would impose 1.08 times the amount of operation and maintenance tax imposed by the district in the preceding year on a residence homestead appraised at the average appraised value of a residence homestead in the district in that year, subject to certain homestead exemptions.

#### *The District*

A determination as to a district's status as a Low Tax Rate District, Developed District or Developing District will be made by the Board of Directors on an annual basis. For the 2023 tax year, the Board of Directors determined that the District's status is that of 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 against which the tax is levied. In addition, on January 1 of each year, a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of each taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of other such taxing units (see "TAX DATA – Estimated Overlapping Taxes"). 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. Further, personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalties, and interest.

Except with respect to (i) owners of residential homestead property who are sixty-five (65) years of age or older or under a disability as described above and who have filed an affidavit as required by law and (ii) owners of residential homesteads who have entered into an installment agreement with the District for payment of delinquent taxes as described above and who are not in default under said agreement, at any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the District must join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, or by taxpayer redemption rights (a taxpayer may redeem property that is a residence homestead or was designated for agricultural use within two (2) years after the deed issued at foreclosure is filed of record and may redeem all other property within six (6) months after the deed issued at foreclosure is filed of record) or by bankruptcy proceedings which restrict the collection of taxpayer debt. The District's ability to foreclose its tax lien or collect penalties and interest 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. Generally, the District's tax lien and a federal tax lien are on par with the ultimate priority being determined by applicable federal law. See "RISK FACTORS – Tax Collection Limitations."

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**TAX DATA**

**General**

Taxable property within the District is subject to the assessment, levy, and collection by the District of an annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds and any future tax-supported bonds that may be issued from time to time as authorized. Taxes are levied by the District each year against the District’s assessed valuation as of January 1 of that year. Taxes become due September 1 of such year, or when billed, and generally become delinquent after January 31 of the following year. The Board covenants in the Bond Order to assess and levy for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds, and any additional bonds payable from ad valorem taxes. The actual rate of such tax will be determined from year to year as a function of the District’s tax base, its debt service requirements, and its available funds. The District also has the power and authority to assess, levy, and collect ad valorem taxes, not to exceed \$1.50 per \$100 of assessed valuation, for operation and maintenance purposes. In 2023, the Board levied a total tax rate of \$1.50 per \$100 of assessed valuation. See “Tax Rate Distribution” herein.

**Tax Rate Limitations**

Debt Service: ..... Unlimited (no legal limit as to rate or amount).  
 Maintenance:..... \$1.50 per \$100 Taxable Assessed Valuation.  
 Contract:..... Unlimited (no legal limit as to rate or amount).

**Maintenance Tax**

The Board has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District’s improvements if such maintenance tax is authorized by vote of the District’s electors. The Board is authorized by the District’s voters to levy such maintenance tax in an amount not to exceed \$1.50 per \$100 of assessed valuation. Such tax, when levied, is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and any parity bonds which may be issued in the future. See “– Tax Rate Distribution” herein.

**Contract Tax**

The District’s obligation to pay its share of the costs of constructing and operating the Regional District Facilities is secured by the unlimited taxing power of the District. See “REGIONAL DISTRICT CONTRACT.” For the 2023 tax year, the District levied a tax rate of \$0.89 for payment of the District’s contractual obligation to pay costs of the Regional District Facilities.

**Additional Penalties**

The District has contracted with a delinquent tax attorney to collect certain delinquent taxes. In connection with that contract, the District can establish 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 June 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 Tax Code.

**Historical Tax Collections**

The following table illustrates the collection history of the District for tax years 2022 and 2023. The 2022 tax year was the first tax year in which the District levied a tax rate.

Tax Year	Certified Taxable Value	Tax Rate	Adjusted Tax Levy	Collections Current Year	Current Year Ending 9/30	Collections 08/31/23
2022	\$12,010,068	\$1.500	\$180,151	99.90%	2023	99.90%
2023	37,040,737	1.500	555,611	(a)	2024	(a)

(a) In process of collection.

## Tax Rate Distribution

	2023	2022
Contract Tax	\$0.890	\$0.000
Maintenance & Operation	\$0.610	\$1.500
Total	\$1.500	\$1.500

## Analysis of Tax Base

The following table illustrates the District's total taxable assessed value in the 2022 and 2023 tax years by type of property.

Type of Property	2023 Assessed Taxable Valuation	2022 Assessed Taxable Valuation
Land	\$ 57,146,165	\$ 34,232,328
Improvements	0	0
Personal Property	256,370	65,120
Exemptions (a)	(20,361,798)	(22,287,380)
Total	\$ 37,040,737	\$ 12,010,068

(a) Exemptions include special valuation for agricultural purposes. See "TAXING PROCEDURES – Agricultural, Open Space, Timberland and Inventory Deferment."

## Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of taxable assessed valuation that would be required to meet certain debt service requirements on the Bonds if no growth in the District occurs beyond the District's taxable assessed valuation as of January 1, 2023 (\$37,040,737) and the District's estimated valuation as of July 1, 2023 (\$68,465,737). The following further assumes collection of 95% of taxes levied and the sale of no additional bonds:

Average Annual Debt Service Requirement (2024–2049) .....	\$ 293,645
Tax Rate of \$0.84 on the 2023 Taxable Assessed Valuation produces.....	\$ 295,585
Tax Rate of \$0.46 on the Estimate of Value as of July 1, 2023, produces .....	\$ 299,195
Maximum Annual Debt Service Requirement (2047).....	\$ 312,250
Tax Rate of \$0.89 on the 2023 Taxable Assessed Valuation produces.....	\$ 313,179
Tax Rate of \$0.49 on the Estimate of Value as of July 1, 2023, produces .....	\$ 318,708

## Principal Taxpayers

The following represents the principal taxpayers, type of property, and their taxable assessed values as of the Appraisal District's original certification of the 2023 appraisal roll:

Taxpayer	Type of Property	Assessed Valuation 2023 Tax Roll	Percent of 2023 Roll
DR Horton-Texas LTD (a)	Land	\$ 12,017,110	32.44%
Astro Sunterra LP (b)	Land	7,705,570	20.80%
Brightland Homes LTD (a) (b)	Land	7,115,510	19.21%
Cire Lot Venture LP	Land	3,622,920	9.78%
Westin Homes and Properties LP (a)	Land	3,351,500	9.05%
KB Home Lone Star LP (a) (b)	Land	1,769,700	4.78%
MH Sunterra Holdings LLC	Land	1,020,775	2.76%
T-Mobile West Corporation	Personal	153,610	0.41%
Durwood Grene Construction	Personal	86,530	0.23%
Waller County Roads	Land	59,857	0.16%
Total		\$ 36,903,082	99.63%

(a) See "STATUS OF DEVELOPMENT – Homebuilders Active within the District."

(b) See "THE DEVELOPERS."

### Estimated Overlapping Taxes

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

Set forth below is a compilation of all 2023 taxes levied by such jurisdictions per \$100 of assessed valuation. Such levies do not include local assessments for community associations, fire department contributions, charges for solid waste disposal, or any other dues or charges made by entities other than political subdivisions.

<b>Taxing Jurisdiction</b>	<b>2023 Tax Rate</b>
Waller County	\$0.498691
Waller County Road	0.024252
Waller-Harris ESD 200	0.086301
Brookshire-Katy Drainage District	0.060420
Royal Independent School District	1.116317
The District	<u>1.500000</u>
Estimated Total Tax Rate	\$ 3.285981

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## THE DISTRICT

### General

The District is a municipal utility district created by Chapter 540 (House Bill No. 3209), Acts of the 86th Texas Legislature, Regular Session, 2019, codified as Chapter 8071 of the Texas Special District Local Laws Code (the "Act"), under Article XVI, Section 59 of the Texas Constitution, and operates under the Act and other general statutes of Texas, including Chapters 49 and 54 of the Texas Water Code, as amended, applicable to municipal utility districts.

The District is empowered, among other things, to finance, purchase, construct, operate, and maintain all works, improvements, facilities, and plants necessary for the supply and distribution of water; the collection, transportation and treatment of wastewater; and 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 may also provide solid waste disposal and collection services.

The District is also empowered to establish, operate, and maintain fire-fighting facilities, separately or jointly with one or more conservation and reclamation districts, municipalities or other political subdivisions, after approval by the TCEQ and the voters of the District. Additionally, the District may, subject to certain limitations, develop and finance recreational facilities and may also develop and finance roads. See "THE BONDS – Issuance of Additional Debt," "– Financing Water, Sewer, and Drainage Facilities," "– Financing Recreational Facilities," "– Financing Road Facilities," and "– Financing Fire-Fighting Activities."

Construction and operation of the District's drainage system is subject to the regulatory jurisdiction of additional State of Texas and local agencies. See "THE UTILITY SYSTEM."

### Description

The District currently encompasses approximately 696.16 acres and is situated entirely within Waller County, Texas, entirely within the extraterritorial jurisdiction of the City, and entirely within Royal Independent School District. The District is located approximately 30 miles west of the City.

### Management of the District

The District is governed by the Board of Directors, which consists of five directors and has control and management supervision over all affairs of the District. All of the directors currently own property in the District. Directors are elected in May of even-numbered years for four-year staggered terms. The present members and officers of the Board and their positions are listed below:

<u>Name</u>	<u>Position</u>	<u>Term Expires</u>
Victoria A. Battistini	President	May 2024
Ryan C. Ward	Vice President	May 2024
Jaclyn Day	Secretary	May 2026
Daniel C. Feiler	Assistant Secretary	May 2024
Tiffani S. Walker	Assistant Secretary	May 2026

The District has contracted with the following companies to operate its facilities and perform certain other services:

Tax Assessor/Collector: The tax assessor/collector for the District is Bob Leared Interests.

Bookkeeper: The District's bookkeeper is Municipal Accounts & Consulting, L.P.

Utility System Operator: Municipal District Services, LLC is the operator of the Utility System.

Auditor: The financial statements of the District as of May 31, 2023, and for the year then ended, included in this offering document, have been audited by FORVIS, LLP, independent auditors, as stated in their report appearing herein. See "APPENDIX A" to this Official Statement.

Engineer: The District's engineer is Quiddity Engineering Inc. (the "Engineer").

Bond Counsel and General Counsel: Schwartz, Page & Harding, L.L.P. ("Bond Counsel") serves as bond counsel to the District. The fee to be paid Bond Counsel for services rendered in connection with the issuance of the Bonds is contingent upon the sale and delivery of the Bonds. In addition, Schwartz, Page & Harding, L.L.P. serves as general counsel to the District on matters other than the issuance of bonds.

Disclosure Counsel: McCall, Parkhurst & Horton L.L.P., Houston, Texas, serves as Disclosure Counsel to the District for issuance of the Bonds. The fee to be paid Disclosure Counsel for services rendered in connection with the issuance of the Bonds is contingent on the issuance, sale and delivery of the Bonds.

Financial Advisor: Robert W. Baird & Co. Incorporated serves as the District's financial advisor (the "Financial Advisor"). The fee for services rendered in connection with the issuance of the Bonds is based on a percentage of the Bonds actually issued, sold, and delivered and, therefore, such fee is contingent upon the sale and delivery of the Bonds.

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## General Fund Operating Statement

The following sets forth in condensed form the results of the District's general operating fund for the previous two periods. The period ended May 31, 2022, as shown below, reflects operating activity of the District from its inception (June 10, 2019) to May 31, 2022. The summary below is based on information obtained from the District's most recent audited financial statements, reference to which is made for further and more complete information. See "APPENDIX A."

	June 1, 2022 to May 31, 2023	June 10, 2019 to May 31, 2022
<u>Revenues</u>		
Property Taxes	\$ 180,083	\$ -
Water Service	21,688	-
Sewer Service	75,049	-
Security Service	10,000	-
Penalty and Interest	84	-
Tap Connection and Inspection Fees	267,960	-
Investment Income	190	-
Other Income	<u>42,702</u>	<u>-</u>
Total Revenues	\$ 597,756	\$ -
<u>Expenditures</u>		
Purchased Services	\$ 41,658	\$ -
Professional Fees	123,549	70,833
Contracted Services	36,349	7,356
Repairs and Maintenance	36,532	-
Other Expenditures	29,393	27,196
Tap Connections	100,100	-
Debt Service, Contractual Obligations	<u>58,024</u>	<u>-</u>
Total Expenditures	\$ 425,605	\$ 105,385
Revenues Excess (Deficiency)	\$ 172,151	\$ (105,385)
Developer Advances	\$ 104,000	\$ 87,000
Net Change in Fund Balance	\$ 276,151	\$ (18,385)
Fund Balance Beginning of Period	\$ (18,385)	\$ -
Fund Balance End of Period	\$ 257,766	\$ (18,385)

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## STATUS OF DEVELOPMENT

### Status of Development

The District is being developed as part of the master-planned residential community known as Sunterra. To date, approximately 397 single-family lots have been developed on approximately 61.26 acres within the following single-family residential subdivisions: Sunterra, Sections 46, 49, and 50. As of October 9, 2023, development within the District consisted of approximately 104 completed homes (approximately 47 occupied, approximately 43 under contract for sale to homebuyers but unoccupied, and approximately 14 not under contract and unoccupied), approximately 97 homes under construction (approximately 48 under contract to homebuyers), and approximately 196 vacant, developed lots. In addition, the residential subdivisions of Sunterra, Sections 48 and 53, are currently under construction, and, upon completion, such sections will include a total of approximately 178 single-family lots on approximately 25.76 acres available for additional home construction.

The residential lots within the subdivisions referenced above encompass a total of approximately 87.02 acres. The remainder of the land within the District includes the following: approximately 225.18 acres to be developed as additional residential lots, approximately 15.19 acres for a school site, approximately 17.80 acres for planned commercial properties, approximately 122.29 acres for internal subdivision streets, collector roads, and major thoroughfares, approximately 3.22 acres for water plant and lift station sites, approximately 205.93 acres for detention ponds, and approximately 19.53 acres for easements and other undevelopable lands.

The following summarizes development and construction activity within the District as of October 9, 2023.

Subdivision	Acreage	Section Lots	Homes Completed	Homes Construction	Vacant Lots
Sunterra, Section 46	19.05	117	0	19	98
Sunterra, Section 49	24.41	168	104	55	9
Sunterra, Section 50	17.80	112	0	23	89
Total Residential Developed	61.26	397	104	97	196
Residential Developed	61.26				
Residential Under Construction	25.76				
Residential Future Development	225.18				
School Site	15.19				
Commercial Tracts	17.80				
Roads	122.29				
Water Plant and Lift Station	3.22				
Detention Ponds	205.93				
Easements and Other Undevelopable	19.53				
District Total	696.16				

### Homebuilders Active within the District

Homebuilders currently active within the District include Brightland Homes, Colina Homes, DR Horton, and Westin Homes. New homes being constructed in the District range in price from approximately \$280,000 to approximately \$600,000 and in size from approximately 1,400 to 3,300 square feet.

**PHOTOGRAPHS TAKEN WITHIN THE DISTRICT**

**(October 2023)**





## **THE DEVELOPERS**

### **The Role of a Developer**

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

### **Developers**

The original developer in the District was Katy 1039, Ltd. (the "Original Developer"), a Texas limited partnership and single purpose entity created by Land Tejas Companies, Ltd. solely for the purpose of developing the land located within the District. The General Partner of the Original Developer is L.T. Management, Inc., whose president is Mr. Al P. Brende. Mr. Brende is also the President of Land Tejas Companies, Ltd.

In December 2021, the Original Developer sold its interest in the project to Astro Sunterra, L.P., a Delaware limited partnership ("Astro Sunterra"), which is the current primary developer of land in the District. Astro Sunterra was established by Mr. Al Brende and Starwood Land Astro Venture LP as a special purpose entity for the purpose of developing land and marketing developed land within the District. Starwood Land Astro Venture LP has entered into a management agreement with Land Tejas Companies, Ltd. for the purpose of managing the day-to-day development activities within the District.

According to Astro Sunterra, the primary assets of Astro Sunterra consist of its land in the Service Area, including the District, and reimbursements due from the Regional District and the Participants, including the District. Further, according to Astro Sunterra, it is currently operating with a net income, with its income comprised almost entirely of revenues from the sale of real estate. Astro Sunterra is the developer of Sunterra, Sections 49, 50, and 53 within the District.

KB Home Lone Star Inc, a Texas corporation ("KB Home Lone Star"), is the developer of Sunterra, Section 48 within the District. KB Home Lone Star is an indirect wholly owned subsidiary of KB Home, a Delaware corporation, the stock of which is publicly traded on the New York Stock Exchange under the ticker symbol "KBH." For more information, visit [www.kbhome.com](http://www.kbhome.com).

Brightland Homes, Ltd., a Texas limited partnership ("Brightland Homes"), is the developer of Sunterra, Section 46 within the District. Brightland Homes is a privately owned homebuilder active in the Texas, Colorado, Arizona, Tennessee, and Florida markets.

Astro Sunterra, KB Home Lone Star, and Brightland Homes are collectively referred to herein as the "Developers."

## **REGIONAL DISTRICT CONTRACT**

Each of the Participants, including the District, has executed the Regional District Contract with the Regional District relating to the following facilities and services to be provided by the Regional District to the Service Area and obtained the approval of the Regional District Contract from voters at elections held within their respective boundaries: the Regional District water supply and distribution system, the Regional District wastewater collection and treatment system, and the Regional District storm water conveyance and detention facilities (collectively, the "Regional District Facilities").

The Regional District Contract provides that each Participant pay a pro rata share of debt service on contract revenue bonds issued by the Regional District to finance the Regional District Facilities based upon certified appraised valuation. The Participants are obligated to pay a pro rata share from the proceeds of a contract tax for such purpose, revenues derived from the operation of the water distribution system and wastewater collection system, or from any other legally available funds of each Participant. The Regional District Contract also provides for operation and maintenance expenses for facilities constructed pursuant to the Regional District Contract; duties of the parties; establishment and maintenance of funds; assignment; arbitration; amendments; force majeure; insurance; and other provisions.

The Regional District is authorized to issue contract revenue bonds sufficient to finance the acquisition and construction of the Regional District Facilities. The pro rata share of each Participant, including the District, of the debt service requirements on contract revenue bonds is calculated annually and determined by dividing the Participant's Certified Gross Assessed Valuation by the cumulative total of the Certified Gross Assessed Valuation of all the Participants. The Regional District Contract obligates each Participant, including the District, to pay its pro rata share of debt service requirements on contract revenue bonds from the proceeds of the contract tax, unlimited as to rate or amount, or from any other legally available funds. Each Participant's payment will be calculated annually by the Regional District; however, the levy of a contract tax or the provisions of other funds to make its contract payments is the sole responsibility of each Participant.

Each Participant is obligated severally, but not jointly, to make contract payments to the Regional District in an amount sufficient to pay its debt service requirements on contract revenue bonds. To date, the Regional District has issued three series of contract revenue bonds for financing Regional District Facilities as follows: \$12,480,000 Contract Revenue Bonds, Series 2022, \$10,400,000 Contract Revenue Road Bonds, Series 2022, and \$14,250,000 Contract Revenue Bonds, Series 2023.

In the fourth quarter of 2023, the Regional District anticipates that it will issue its \$16,085,000 Contract Revenue Road Bonds, Series 2023 for the purpose of acquiring or constructing Regional District Facilities.

The Regional District Facilities will be constructed in stages to meet the needs of a continually expanding population within the Service Area. In the event that the Regional District fails to meet its obligations under the Regional District Contract to provide Regional District Facilities, each of the Participants, including the District, has the right to design, acquire, construct, or expand the Regional District Facilities needed to provide service to such district, and convey such Regional District Facilities to the Regional District in consideration of payment by the Regional District of the actual reasonable necessary capital costs expended by such district for such Regional District Facilities.

Each of the Participants, including the District, is further obligated to pay monthly charges for water and sewer services rendered pursuant to the Regional District Contract. The monthly charges will be used to pay the District's share of operation and maintenance expenses and to provide for an operation and maintenance reserve equivalent to three (3) months of operation and maintenance expenses for water and wastewater services.

Each Participant's share of operation and maintenance expenses is based upon a "unit cost" of operation and maintenance expense for water and wastewater services, calculated by the Regional District and expressed in terms of "cost per equivalent single-family residential connection." Each Participant's monthly payment to the Regional District for operation and maintenance expenses for water and wastewater services will be calculated by multiplying the number of equivalent single-family connections ("ESFCs") reserved to it.

Pursuant to the Regional District Contract, each Participant is obligated to establish and maintain rates, fees, and charges for its water and wastewater services which, together with taxes levied and funds received from any other lawful sources, are sufficient at all times to pay operation and maintenance charges of the Regional District, to pay other costs of operating and maintaining its own utility system, and to pay its obligations pursuant to the Regional District Contract. The Regional District does not expect that revenues from the Participants' wastewater collection and water distribution systems will ever be sufficient to pay a significant portion of contract payments for application to debt service on the contract revenue bonds. All sums payable by each Participant to the Regional District pursuant to the Regional District Contract are to be paid by such Participant without set off, counterclaim, abatement, suspension, or diminution. If any Participant fails to pay its share of these costs in a timely manner, the Regional District Contract provides that the Regional District

shall be entitled to cancel, in whole or in part, any reservation or allocation of capacity in the Regional District's facilities by such Participant in addition to the Regional District's other remedies pursuant to the Regional District Contract. As a practical matter, the Participants have no alternative provider of the water and wastewater services rendered by the Regional District under the Regional District Contract. See "THE BONDS—Source of Payment."

## **THE UTILITY SYSTEM**

### **Regulation**

Construction and operation of the water, wastewater, and drainage facilities serving the District is subject to regulation by all governmental agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities including, among others, the United States Environmental Protection Agency, TCEQ, Waller County, the City, and the Brookshire-Katy Drainage District. In many cases, regulations promulgated by these agencies have become effective only recently and are subject to further development and revisions.

### **Wholesale Agreement for Water and Wastewater Service**

On September 15, 2020, the Original Developer and Quadvest, L.P., a Texas Limited Partnership ("Quadvest"), entered into that Wholesale Agreement for Water and Wastewater Service (the "Wholesale Agreement") to provide water supply and wastewater treatment capacity to serve up to 3,000 ESFCs in Sunterra. On May 10, 2021, the Wholesale Agreement was assigned by the Original Developer to the Regional District and amended to provide for water supply and wastewater treatment capacity to serve up to 6,968 ESFCs in the Service Area. On August 18, 2022, a second amendment of the Wholesale Agreement was entered into by the parties.

Under the terms of the Wholesale Agreement, Quadvest is responsible for financing and constructing the water supply and wastewater treatment plants (the "Plant Facilities") to provide water and wastewater service to the Participants, including the District, via the Regional District. The Regional District and the Participants are responsible for financing and constructing the facilities to deliver water and wastewater service to customers within the Service Area. In exchange for constructing and operating the Plant Facilities, Quadvest has received or will receive the following:

- a) Initial Payment – the Original Developer made an initial payment of \$500,000 to Quadvest. Such payment will offset the final Capacity Payments (defined below).
- b) Capacity Payments – Quadvest will receive \$1,150 per platted lot (the "Capacity Payments"). The Capacity Payments are due the earlier of:
  - a. Issuance of Regional District bond proceeds for such Capacity Payments; or
  - b. Thirty-six (36) months following the recording of the plat for each section.

### **Source of Water Supply and Wastewater Treatment**

The Participants, including the District, obtain water from the Regional District which obtains water from Quadvest, which holds Certificate of Convenience and Necessity No. 11612 for water according to the Wholesale Agreement.

Quadvest currently provides water supply to the Regional District from Lake House Water Plant No. 1 and Sunterra Water Plant No. 1, which are operated and maintained by Quadvest. Lake House Water Plant No. 1 consists of two (2) water wells (approximately 745-gpm of combined capacity); two (2) 142,000-gallon ground storage tanks; two (2) hydro-pneumatic tanks (one 5,000-gallon and one 15,000-gallon); and four (4) 1,000-gpm booster pumps. Sunterra Water Plant No. 1 consists of one (1) water well (approximately 600-gpm of capacity); one (1) 352,500-gallon ground storage tank; one (1) 15,000-gallon hydro-pneumatic tank; and three (3) 1,200-gpm booster pumps. Lake House Water Plant No. 1 and Sunterra Water Plant No. 1 are currently serving 191 ESFCs in the District and have the capacity to serve a total of 3,000 ESFCs in the Service Area.

Quadvest is in the process of designing and constructing Sunterra Water Plant No. 2 – Phase 1 and a water well and Sunterra Water Plant No. 1 – Phase 2 to provide additional service to the Regional District. Sunterra Water Plant No. 2 – Phase 1 consists of one (1) water well (approximately 750-gpm of capacity); one (1) 250,000-gallon ground storage tank; one (1) 15,000-gallon hydro-pneumatic tank; and three (3) 830-gpm booster

pumps. Sunterra Water Plant No. 1 – Phase 2 consists of one (1) water well (approximately 1,000-gpm of capacity); one (1) 352,500-gallon ground storage tank; and one (1) 15,000-gallon hydro-pneumatic tank. The anticipated construction completion date for both plant projects is May 2024.

The Participants, including the District, obtain wastewater capacity from the Regional District, which obtains wastewater treatment capacity from Quadvest through its Lake House Wastewater Treatment Plant No. 1. The TCEQ issued Quadvest a wastewater discharge permit for Lake House Wastewater Treatment Plant No. 1, dated August 12, 2022, authorizing the treatment and disposal from the facility (Texas Pollutant Discharge Elimination System Permit No. WQ0015101001), which expires on August 12, 2027. Lake House Wastewater Treatment Plant No. 1 is currently serving 191 ESFCs in the District and has the capacity to serve 1,000 ESFCs in the Service Area.

Quadvest is currently operating in the Phase II of the permit. In this Phase II, the final effluent average daily flow is limited to 250,000 gpd, with a maximum peak flow of 347 gpm during any two-hour period (2-hour peak).

Quadvest is currently constructing the Sunterra Wastewater Treatment Plant Phase I which will have an average daily flow of 1,000,000 gpd. The TCEQ issued Quadvest a wastewater discharge permit for the Sunterra Wastewater Treatment Plant, dated May 20, 2022, authorizing the treatment and disposal from the facility (Texas Pollutant Discharge Elimination System Permit No. WQ0016041001), which expires on May 20, 2027. Upon completion, Sunterra Wastewater Treatment Plant Phase I will be capable of serving 4,000 ESFCs. The construction started in July 2023 with an anticipated completion in July 2024.

### **Storm Drainage**

The District is located within the Cane Island Branch. The District contains storm water detention basins that are designed in accordance with the Brookshire-Katy Drainage District and the City's standards. The basin systems have two separate outfall locations that discharge into Cane Island Branch and Snake Creek.

Prior to development, the land contained within the District's boundary naturally drained from northwest to southeast to the Cane Island Branch and the Clay Road roadside ditch. Cane Island Branch flows southernly and eventually the storm water enters Buffalo Bayou. All undeveloped land drains naturally to boundary swales and future detention areas that flow to Cane Island Branch. Storm water is conveyed through the storm sewers, into the detention system, then into Cane Island Branch, and from Cane Island Branch, the storm water enters Buffalo Bayou.

### **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 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. Generally speaking, homes must be built above the 100-year flood plain in order to meet local regulatory requirements and to be eligible for federal flood insurance. An engineering or regulatory determination that an area is above the 100-year flood plain is not an assurance that homes built in such area will not be flooded, and a number of neighborhoods in the greater Houston area that are above the 100-year flood plain have flooded multiple times in the last several years. According to the Engineer, approximately 133.3 acres within the District lie within the 100-year floodplain.

A Letter of Map Revision for fill has been submitted to FEMA for all sections of development in the District. On June 29, 2023, FEMA approved the Letter of Map Revision, and the maps will become effective on November 20, 2023.

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 the application of more stringent floodplain regulations applying to a larger area and potentially 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.

### **THE ROAD SYSTEM**

The Road System serves residents of the District by providing access to the major thoroughfares and collectors within the Sunterra development and surrounding area. The major thoroughfares and collectors serving the District include Bartlett Road, Clay Road, Schlipf Road, and Sunterra Shores Drive. The District will finance, design and construct the Road System in phases as development progresses. The Road System will ultimately be owned, operated and maintained by Waller County, Texas as the phases are constructed and accepted by the County. The District does not intend to maintain or operate the roads once they are accepted by the County.

### **LEGAL MATTERS**

#### **Legal Opinions**

The District will furnish to the Initial Purchaser a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the approving legal opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Attorney General has examined a transcript of proceedings authorizing the issuance of the Bonds, and that based upon such examination, the Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The District will also furnish the approving legal opinion of Schwartz, Page & Harding, L.L.P., Houston, Texas, Bond Counsel, to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas, except to the extent that enforcement of the rights and remedies of the Registered Owners of the Bonds may be limited 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 and to the effect that interest on the Bonds is excludable from gross income for federal income tax purposes under the statutes, regulations, published rulings and court decisions existing on the date of such opinion, assuming compliance by the District with certain covenants relating to the use and investment of the proceeds of the Bonds. See "Tax Exemption" herein. The legal opinion of Bond Counsel will further state that the Bonds are payable, both as to principal and interest, from the levy of ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property within the District. Bond Counsel's opinion will also address the matters described below.

In addition to serving as Bond Counsel, Schwartz, Page & Harding, L.L.P., also serves as counsel to the District on matters not related to the issuance of bonds. The legal fees to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of bonds actually issued, sold, and delivered, and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by McCall, Parkhurst & Horton L.L.P., Houston, Texas, as Disclosure Counsel.

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.

#### **Legal Review**

In its capacity as Bond Counsel, Schwartz, Page & Harding, L.L.P., has reviewed the information appearing in this Official Statement under the captioned sections "THE BONDS," "THE DISTRICT - General," "- Management of the District - Bond Counsel and General Counsel," "TAXING PROCEDURES," and "LEGAL MATTERS" solely to determine whether such information fairly summarizes the law and documents referred to therein. Such firm has not independently verified factual information contained in this Official Statement, nor has such firm 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 such firm'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 of the other information contained herein.

### **Tax Exemption**

On the date of initial delivery of the Bonds, Bond Counsel will render its opinion that, in accordance with statutes, regulations, published rulings, and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof, and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under Section 57(a)(5) of the Internal Revenue Code of 1986, as amended (the "Code"). 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.

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

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

### **Qualified Tax-Exempt Obligations**

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

The District has designated the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Code.

In furtherance of that designation, the District will covenant to take such action that would assure, or to refrain from such action that would adversely affect, the treatment of the Bonds as "qualified tax-exempt obligations."

**Potential purchasers should be aware that if the issue price to the public exceeds \$10,000,000, there is a reasonable basis to conclude that the payment of a de minimis amount of premium in excess of \$10,000,000 is disregarded; however, the Internal Revenue Service could take a contrary view. If the Internal Revenue Service takes the position that the amount of such premium is not disregarded, then such obligation might fail to satisfy the aforementioned dollar limitation, and the Bonds would not be "qualified tax-exempt obligations."**

## **Collateral Federal Income Tax Consequences**

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

Prospective purchasers of the Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences. The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, including financial institutions, life insurance and property and casualty insurance companies, owners of interests in a FASIT, 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, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch profits tax, taxpayers qualifying for the health insurance premium assistance credit, and individuals allowed an earned income credit. THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIFIC PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP, AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

Interest on the Bonds may be includable in certain corporation's "adjusted financial statement income" determined under Section 56A of the Code to calculate the alternative minimum tax imposed by Section 55 of the Code.

Under Section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

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

### **State, Local and Foreign Taxes**

Investors should consult their own tax advisors concerning the tax implications of the purchase, ownership, or disposition of the Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

### **Tax Accounting Treatment of Original Issue Discount Bonds and Premium Bonds**

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

Under Existing Law, 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. See "Tax Exemption" herein for a discussion of certain collateral federal tax consequences.

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

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and 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, 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 ORIGINAL ISSUE DISCOUNT BONDS AND WITH RESPECT TO THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP, REDEMPTION, SALE OR OTHER DISPOSITION OF SUCH ORIGINAL ISSUE DISCOUNT BONDS.

The initial public offering price to be paid for certain maturities of the Bonds may be greater than the amount payable on such Bonds at maturity (the "Premium Bonds"). An amount equal to the difference between the initial public offering price of a Premium Bond (assuming that a substantial amount of the Premium Bonds of that maturity are sold to the public at such price) and the amount payable at maturity constitutes premium to the initial purchaser of such Premium Bonds. The basis for federal income tax purposes of a Premium Bond in the hands of such initial purchaser must be reduced each year by the amortizable bond premium. Such reduction in basis will increase the amount of any gain (or decrease the amount of any loss) to be recognized for federal income tax purposes upon a sale or other taxable disposition of a Premium Bond. The amount of premium which is amortizable each year by an initial purchaser is determined by using such purchaser's yield to maturity. PURCHASERS OF THE PREMIUM BONDS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS WITH RESPECT TO THE DETERMINATION OF AMORTIZABLE BOND PREMIUM WITH RESPECT TO THE PREMIUM BONDS FOR FEDERAL INCOME TAX PURPOSES AND WITH RESPECT TO THE STATE AND LOCAL TAX CONSEQUENCES OF OWNING PREMIUM BONDS.

#### **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 subsequent to the date of sale from that set forth or contemplated in the Official Statement, as it may have been supplemented or amended through the date of sale.

#### **NO-LITIGATION CERTIFICATE**

With the delivery of the Bonds, the President or Vice President and Secretary or Assistant Secretary of the Board will, on behalf of the District, execute and deliver to the Initial Purchaser a certificate dated as of the Date of Delivery, to the effect that no litigation of any nature of which the District has notice is pending against or, to the knowledge of the District's certifying officers, threatened against the District, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the authorization, execution or delivery of the Bonds; affecting the provision made for the payment of or security for the Bonds; in any manner questioning



the authority or proceedings for the authorization, execution or delivery of the Bonds; or affecting the validity of the Bonds, the corporate existence or boundaries of the District or the title of the then present officers and directors of the Board.

### **CONTINUING DISCLOSURE OF INFORMATION**

The offering of the Bonds qualifies for the Rule 15c2-12(d)(2) exemption from Rule 15c2-12(b)(5) regarding the District's continuing disclosure obligations because the District does not have more than \$10,000,000 in aggregate amount of outstanding bonds and no person is committed by contract or other arrangement with respect to payment of the Bonds as required by the exemption. As required by the exemption, in the Bond Order, the District has made the following agreement for the benefit of the holders 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 specified events, to the Municipal Securities Rulemaking Board (the "MSRB") or any successor to its functions as a repository through its Electronic Municipal Market Access ("EMMA") system.

#### **Annual Reports**

The District will provide certain updated financial information and operating data annually to the MSRB. In addition, the District has agreed to provide information with respect to Astro Sunterra, any person or entity to whom Astro Sunterra voluntarily assigns (except as collateral) the right to receive a payment out of the proceeds from the sale of the bonds of the District, and each other person or entity, if any, to whom the District voluntarily makes or agrees or has agreed to make a payment out of such proceeds. The District will be obligated to provide information concerning Astro Sunterra and any such other person or entity only if and so long as (1) such persons own more than 20% of the taxable property within the District by value, as reflected by the most recently certified tax rolls (and without effect to special valuation provisions), (2) such persons have made tax or other payments to the District which were used or available to pay more than 20% of the District's debt service requirements in the applicable fiscal year, or (3) at the end of such fiscal year such persons are obligated to the District to provide or pay for District facilities or debt in an amount which exceeds 20% of the amount of the District's bonds then outstanding.

The financial information and operating data which will be provided with respect to the District includes all quantitative financial information and operating data of the general type included in this Official Statement in "APPENDIX A," and with respect to Astro Sunterra, is found in "TAX DATA – Principal Taxpayers." The District will update and provide this information to the MSRB within six months after the end of each of its fiscal years ending in or after 2024. Any information so provided shall be prepared in accordance with generally accepted accounting principles or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such six-month period, and audited financial statements when the audit report becomes available.

The District's current fiscal year end is May 31. Accordingly, it must provide updated information by the last day in November 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.

#### **Specified 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-exempt status of the Bonds, or other events affecting the tax- exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10)

release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR § 240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or 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 obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the District or obligated person, any of which reflect financial difficulties. The term “financial obligation” when used in this paragraph shall have the meaning ascribed to it under federal securities laws including meaning a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term “financial obligation” does not include municipal securities for which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule. The term “material” when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Order makes 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 information, 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 information only to the MSRB. The MSRB has prescribed that such information must be filed via EMMA. The MSRB makes the information available to the public without charge and investors will be able to access continuing disclosure information filed with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org).

#### **Limitations and Amendments**

The District has agreed to update information and to provide notices of material 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 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 to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District or the Developers, but only if the agreement, as amended, would have permitted an Initial Purchaser to purchase or sell Bonds in the offering described herein in compliance with SEC Rule 15c2-12, taking into account any amendments and interpretations of such Rule to the date of such amendment, as well as changed circumstances, and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent 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 beneficial owners of the Bonds. The District may also amend or repeal the agreement if the SEC amends or repeals the applicable provisions of such Rule or a court of final jurisdiction determines that such provisions are invalid, but in either case only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the offering described herein. 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**

The Bonds are the first issuance of bonded indebtedness by the District, and, as such, the District has not previously entered into a continuing disclosure agreement pursuant to SEC Rule 15c2-12.

## **GENERAL CONSIDERATIONS**

### **General**

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

The financial statements of the District as of May 31, 2023, and for the year then ended, included in this offering document, have been audited by FORVIS, LLP, independent auditors, as stated in their report appearing herein. See "APPENDIX A" to this Official Statement.

### **Updating of Official Statement**

For the period beginning on the date of the award of the sale of the Bonds to the Initial Purchaser and ending on the ninety-first (91st) day after the "end of the underwriting period," (as defined in Rule 15c(2)-12(f)(2) of the SEC), if any event shall occur of which the District has knowledge and as a result of which it is necessary to amend or supplement this Official Statement in order to make the statements herein, in light of the circumstances when this Official Statement is delivered to a prospective purchaser, not materially misleading, the District will promptly notify the Initial Purchaser of the occurrence of such event and will cooperate in the preparation of a revised Official Statement, or amendments or supplements hereto, so that the statements in this Official Statement, as revised, amended or supplemented, will not, in light of the circumstances when this Official Statement is delivered to a prospective purchaser, be materially misleading. The District assumes no responsibility for supplementing this Official Statement thereafter.

### **Certification as to Official Statement**

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

### **Concluding Statement**

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

This Official Statement was approved by the Board of Directors of Waller County Municipal Utility District No. 35 as of the date shown on the first page hereof.

/s/ Victoria A. Battistini  
President, Board of Directors  
Waller County Municipal Utility District No. 35

ATTEST:

/s/ Jaclyn Day  
Secretary, Board of Directors  
Waller County Municipal Utility District No. 35

**APPENDIX A**

**Independent Auditor's Report and Financial Statements of the District**




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# **Waller County Municipal Utility District No. 35 Waller County, Texas**

**Independent Auditor's Report and  
Financial Statements**

May 31, 2023

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**Waller County Municipal Utility District No. 35**  
**May 31, 2023**

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## Independent Auditor's Report

Board of Directors  
Waller County Municipal Utility District No. 35  
Waller County, Texas

### ***Opinions***

We have audited the financial statements of the governmental activities and general fund of Waller County Municipal Utility District No. 35 (the District), as of and for the year ended May 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements present fairly, in all material respects, the respective financial position of the governmental activities and general fund of the District, as of May 31, 2023, 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.

### ***Basis for Opinions***

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

### ***Responsibilities of Management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not absolute assurance



and, therefore, is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings and certain internal control-related matters that we identified during the audit.

### ***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, as listed in the table of contents, be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a 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.

***Supplementary 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 accompanying schedules required by the Texas Commission on Environmental Quality listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 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.

**FORVIS, LLP**

Houston, Texas  
October 11, 2023

# **Waller County Municipal Utility District No. 35**

## **Management's Discussion and Analysis**

### **May 31, 2023**

#### **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.

**Waller County Municipal Utility District No. 35**  
**Management's Discussion and Analysis (Continued)**  
**May 31, 2023**

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 Fund**

Governmental-fund financial statements consist of a balance sheet and a statement of revenues, expenditures and changes in fund balance 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.

**Waller County Municipal Utility District No. 35**  
**Management's Discussion and Analysis (Continued)**  
**May 31, 2023**

**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**

	<b><u>2023</u></b>	<b><u>2022</u></b>
Current and other assets	\$ 459,564	\$ 6,488
Capital assets	<u>3,203,324</u>	<u>-</u>
Total assets	<u>\$ 3,662,888</u>	<u>\$ 6,488</u>
Long-term liabilities	\$ 8,319,638	\$ 87,000
Other liabilities	<u>201,730</u>	<u>24,873</u>
Total liabilities	<u>8,521,368</u>	<u>111,873</u>
Net position:		
Net investment in capital assets	(5,116,314)	-
Unrestricted	<u>257,834</u>	<u>(105,385)</u>
Total net position	<u>\$ (4,858,480)</u>	<u>\$ (105,385)</u>

The total net position of the District decreased by \$4,753,095. The majority of the decrease in net position is related to the conveyance of capital assets to another governmental entity for maintenance. 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.

**Summary of Changes in Net Position**

	<b><u>2023</u></b>	<b><u>2022</u></b>
Revenues:		
Property taxes	\$ 180,151	\$ -
Charges for services	106,737	-
Other revenues	<u>310,936</u>	<u>-</u>
Total revenues	<u>597,824</u>	<u>0</u>
Expenses:		
Services	367,581	105,385
Conveyance of capital assets	4,852,511	-
Depreciation	72,803	-
Contractual obligation	<u>58,024</u>	<u>-</u>
Total expenses	<u>5,350,919</u>	<u>105,385</u>
Change in net position	(4,753,095)	(105,385)
Net position, beginning of period	<u>(105,385)</u>	<u>-</u>
Net position, end of period	<u>\$ (4,858,480)</u>	<u>\$ (105,385)</u>

**Waller County Municipal Utility District No. 35**  
**Management's Discussion and Analysis (Continued)**  
**May 31, 2023**

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

The general fund's fund balance increased by \$276,151, due to property taxes and service revenues and developer advances received exceeding service operations expenditures. In addition, tap connection and inspection fees revenues exceeded the related tap connection expenditures.

**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 sewer service revenue, tap connection and inspection fee revenues and related expenditures and purchased services expenditures being greater than anticipated and contracted services expenditures being less than anticipated. In addition, other income received and contractual obligation expenditures incurred were not included in the budget. The fund balance as of May 31, 2023, was expected to be \$(17,395) and the actual end-of-year fund balance was \$257,766.

**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)**

	<b>2023</b>	<b>2022</b>
Water facilities	\$ 701,361	\$ -
Wastewater facilities	1,089,692	-
Drainage facilities	1,412,271	-
Total capital assets	\$ 3,203,324	\$ 0

During the current year, additions to capital assets were as follows:

Water, sewer and drainage facilities to serve Sunterra, Sections 46 and 50	\$ 3,276,127
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**Debt**

The changes in the debt position of the District during the fiscal year ended May 31, 2023, are summarized as follows.

**Waller County Municipal Utility District No. 35**  
**Management's Discussion and Analysis (Continued)**  
**May 31, 2023**

Long-term debt payable, beginning of period	\$	87,000
Increases in long-term debt		8,232,638
Long-term debt payable, end of period	\$	8,319,638

At May 31, 2023, the District had \$290,905,000 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, \$131,600,000 of unlimited tax bonds authorized, but unissued, for the purpose of constructing roads and \$64,650,000 of unlimited tax bonds authorized, but unissued, for the purposes of constructing park and recreational facilities.

Developers of the District have constructed water, sewer, drainage and road 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, if applicable. At May 31, 2023, a liability for developer-constructed capital assets of \$8,128,638 was recorded in the government-wide financial statements.

**Other Relevant Factors**

Relationship to the City of Houston

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction of the City of Houston (the City), the District must conform to the City ordinance consenting to the creation of the District. In addition, the District may be annexed for full purposes by the City, subject to compliance by the City with various requirements of Chapter 43 of the Texas Local Government Code, as amended. Such requirements may include the requirement that the City hold an election in the District whereby the qualified voters of the District approve the proposed annexation. If the District is annexed, the City must assume the District's assets and obligations (including the bonded indebtedness) and abolish the District within 90 days of the date of annexation.

Contingencies

Developers of the District are constructing facilities within the boundaries of the District. The District has agreed to reimburse the developers for a portion of these costs, plus interest, from the proceeds from future bond sales, to the extent approved by the Commission. The District's engineer has stated that current construction amounts are approximately \$3,560,000. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

Economic Dependency

The District's developers own the majority of the taxable property in the District. The District's ability to meet its obligations is dependent on the developers' ability to pay future property taxes.

As of May 31, 2023, the developers have advanced \$191,000 to the District for operations. The District does not have sufficient funds nor 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.

**Waller County Municipal Utility District No. 35**  
**Statement of Net Position and Governmental Fund Balance Sheet**  
**May 31, 2023**

	General Fund	Adjustments	Statement of Net Position
<b>Assets</b>			
Cash	\$ 429,690	\$ -	\$ 429,690
Receivables:			
Property taxes	68	-	68
Service accounts	17,354	-	17,354
Due from others	9,934	-	9,934
Prepaid expenditures	2,518	-	2,518
Capital assets (net of accumulated depreciation):			
Infrastructure	-	3,203,324	3,203,324
Total assets	<u>\$ 459,564</u>	<u>\$ 3,203,324</u>	<u>\$ 3,662,888</u>
<b>Liabilities</b>			
Accounts payable	\$ 93,260	\$ -	\$ 93,260
Customer deposits	68,450	-	68,450
Unearned tap connection fees	40,020	-	40,020
Long-term liabilities, due after one year	-	8,319,638	8,319,638
Total liabilities	<u>201,730</u>	<u>8,319,638</u>	<u>8,521,368</u>
<b>Deferred Inflows of Resources</b>			
Deferred property tax revenues	68	(68)	0
<b>Fund Balance/Net Position</b>			
Fund balance:			
Nonspendable, prepaid expenditures	2,518	(2,518)	-
Unassigned	255,248	(255,248)	-
Total fund balance	<u>257,766</u>	<u>(257,766)</u>	<u>0</u>
Total liabilities and fund balance	<u>\$ 459,564</u>		
Net position:			
Net investment in capital assets		(5,116,314)	(5,116,314)
Unrestricted		257,834	257,834
Total net position		<u>\$ (4,858,480)</u>	<u>\$ (4,858,480)</u>



**Waller County Municipal Utility District No. 35**  
**Statement of Activities and Governmental Fund Revenues,**  
**Expenditures and Changes in Fund Balance**  
**Year Ended May 31, 2023**

	<b>General Fund</b>	<b>Adjustments</b>	<b>Statement of Activities</b>
<b>Revenues</b>			
Property taxes	\$ 180,083	\$ 68	\$ 180,151
Water service	21,688	-	21,688
Sewer service	75,049	-	75,049
Security service	10,000	-	10,000
Penalty and interest	84	-	84
Tap connection and inspection fees	267,960	-	267,960
Investment income	190	-	190
Other income	42,702	-	42,702
	<u>597,756</u>	<u>68</u>	<u>597,824</u>
<b>Expenditures/Expenses</b>			
Service operations:			
Purchased services	41,658	-	41,658
Professional fees	123,549	-	123,549
Contracted services	36,349	-	36,349
Repairs and maintenance	36,532	-	36,532
Other expenditures	29,393	-	29,393
Tap connections	100,100	-	100,100
Conveyance of capital assets	-	4,852,511	4,852,511
Depreciation	-	72,803	72,803
Debt service, contractual obligation	58,024	-	58,024
	<u>425,605</u>	<u>4,925,314</u>	<u>5,350,919</u>
<b>Excess of Revenues Over Expenditures</b>	172,151	(4,925,246)	
<b>Other Financing Sources</b>			
Developer advances received	104,000	(104,000)	
<b>Excess of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses</b>	276,151	(276,151)	
<b>Change in Net Position</b>		(4,753,095)	(4,753,095)
<b>Fund Balance (Deficit)/Net Position</b>			
Beginning of year	(18,385)	-	(105,385)
End of year	<u>\$ 257,766</u>	<u>\$ 0</u>	<u>\$ (4,858,480)</u>

# Waller County Municipal Utility District No. 35

## Notes to Financial Statements

May 31, 2023

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

Waller County Municipal Utility District No. 35 (the District), was created by House Bill No. 3209 (the Bill) of the 86<sup>th</sup> Session of the Texas Legislature of the State of Texas, effective June 10, 2019, in accordance with the provisions of Article III, Section 52, and Article XVI, Section 59, of the Texas Constitution. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code and Article XVI, Section 59 of the Constitution of the State of Texas and is subject to the continuing supervision of the Texas Commission on Environmental Quality (the Commission). The principal functions of the District are to finance, construct, own and operate waterworks, wastewater, drainage, park, road and other 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.

# Waller County Municipal Utility District No. 35

## Notes to Financial Statements

### May 31, 2023

The fund financial statements provide information about the District's governmental fund. 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 fund:

*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.

#### ***Fund Balance – Governmental Fund***

The fund balance for the District's governmental fund 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.

**Waller County Municipal Utility District No. 35**  
**Notes to Financial Statements**  
**May 31, 2023**

***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 fund revenues, expenditures and changes in fund balance 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 fund 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.

***Pension Costs***

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

**Waller County Municipal Utility District No. 35**  
**Notes to Financial Statements**  
**May 31, 2023**

***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, 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 period 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.

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 May 31, 2023, include collections during the current period or within 60 days of year-end related to the 2022 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 May 31, 2023, the 2022 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.

# Waller County Municipal Utility District No. 35

## Notes to Financial Statements

May 31, 2023

### **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:

	<u>Years</u>
Water production and distribution facilities	10-45
Wastewater collection and treatment facilities	10-45
Drainage facilities	10-45
Park and recreational facilities	10-30

### **Long-term Obligations**

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities. Bond premiums and discounts 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.

In the fund financial statements, governmental fund types recognize bond premiums and discounts 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 Balance**

Fund balance 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.

# Waller County Municipal Utility District No. 35

## Notes to Financial Statements

May 31, 2023

### **Reconciliation of Government-wide and Fund Financial Statements**

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

Capital assets used in governmental activities are not financial resources and are not reported in the fund financial statements.	\$ 3,203,324
Property tax revenue recognition and the related reduction of deferred inflows of resources are subject to availability of funds in the fund financial statements.	68
Long-term debt obligations are not due and payable in the current period and are not reported in the fund financial statements.	<u>(8,319,638)</u>
Adjustment to fund balance to arrive at net position.	<u><u>\$ (5,116,246)</u></u>

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

Change in fund balance.	\$ 276,151
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 or conveyed to another governmental entity for ownership and maintenance. This is the amount by which conveyed capital assets exceeded depreciation expense in the current year.	(4,925,314)
Governmental funds report developer advances as other financing sources or uses as amounts are received or paid. However, for government-wide financial statements, these amounts are recorded as an increase or decrease in due to developer.	(104,000)
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.	<u>68</u>
Change in net position of governmental activities.	<u><u>\$ (4,753,095)</u></u>

**Waller County Municipal Utility District No. 35**  
**Notes to Financial Statements**  
**May 31, 2023**

**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 May 31, 2023, none of the District's bank balances were exposed to custodial credit risk.

***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," certificates of deposit of financial institutions domiciled in Texas, 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.

At May 31, 2023, the District had no investments.

**Note 3: Capital Assets**

A summary of changes in capital assets for the year ended May 31, 2023, is as follows.



# Waller County Municipal Utility District No. 35

## Notes to Financial Statements

May 31, 2023

Governmental Activities	Balances, Beginning of Year	Additions	Balances, End of Year
Capital assets, depreciable:			
Water production and distribution facilities	\$ -	\$ 717,301	\$ 717,301
Wastewater collection and treatment facilities	-	1,114,458	1,114,458
Drainage facilities	-	1,444,368	1,444,368
Total capital assets, depreciable	0	3,276,127	3,276,127
Less accumulated depreciation:			
Water production and distribution facilities	-	(15,940)	(15,940)
Wastewater collection and treatment facilities	-	(24,766)	(24,766)
Drainage facilities	-	(32,097)	(32,097)
Total accumulated depreciation	0	(72,803)	(72,803)
Total governmental activities, net	\$ 0	\$ 3,203,324	\$ 3,203,324

### Note 4: Long-term Liabilities

Changes in long-term liabilities for the year ended May 31, 2023, were as follows:

Governmental Activities	Balances, Beginning of Year	Increases	Balances, End of Year	Amounts Due in One Year
Due to developers	\$ -	\$ 8,128,638	\$ 8,128,638	\$ -
Due to developers - advances	87,000	104,000	191,000	-
Total governmental activities long-term liabilities	\$ 87,000	\$ 8,232,638	\$ 8,319,638	\$ 0

Bonds voted:

Water, sanitary sewer and drainage facilities	\$ 290,905,000
Park and recreational facilities	64,650,000
Road facilities	131,600,000

Refunding bonds voted:

Water, sanitary sewer and drainage facilities	290,905,000
Park and recreational facilities	64,650,000
Road facilities	131,600,000

**Waller County Municipal Utility District No. 35**  
**Notes to Financial Statements**  
**May 31, 2023**

***Due to Developers***

Developers of the District have constructed water, sewer, drainage and road 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, if applicable. At May 31, 2023, a liability for developer-constructed capital assets of \$8,128,638 was recorded in the government-wide financial statements.

**Note 5: Maintenance Taxes**

At an election held November 2, 2021, 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 May 31, 2023, the District levied an ad valorem maintenance tax at the rate of \$1.50 per \$100 of assessed valuation, which resulted in a tax levy of \$180,151 on the taxable valuation of \$12,010,068 for the 2022 tax year. The maintenance tax is being used by the general fund to pay expenditures of operating the District.

**Note 6: Financing and Operation of Regional Facilities**

On August 10, 2021, the District entered into a Contract for Financing, Operation and Maintenance of Regional Facilities (the Contract) with Harris-Waller Counties Municipal Utility District No. 4 (the Master District), whereby the Master District agrees to provide, or cause to be provided, the regional water, wastewater, drainage and road facilities necessary to serve all participating districts located within the Master District's service area.

The Contract authorizes the establishment of an operating and maintenance reserve by the Master District equivalent to three months' operating and maintenance expenses, as set forth in the Master District's annual budget. Prior to commencement of services, the Master District shall bill the District to provide the initial funding required to establish the reserve. The Master District shall adjust the reserve as needed, not less than annually.

The Master District is charging each participating district a monthly fee for Master District operating and maintenance expenses based on the unit cost per connection multiplied by the number of equivalent single-family connections reserved to the District. The term of the Contract is 40 years. For the fiscal year ended May 31, 2023, the District incurred fees in the amount of \$41,658 related to the Contract.

The Master District is authorized to issue contract revenue bonds for the purpose of acquiring and constructing regional water, wastewater, drainage and road facilities needed to provide services to all participating districts in the Master District's service area. The District shall contribute annually to

**Waller County Municipal Utility District No. 35**  
**Notes to Financial Statements**  
**May 31, 2023**

the payment of debt service requirements based on its pro rata share of the total certified assessed valuation of all participating districts. For the year ended May 31, 2023, the District incurred \$58,024 in contractual obligations related to Master District contract revenue bonds.

**Note 7: 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 since the inception of the District.

**Note 8: Contingencies**

Developers of the District are constructing facilities within the boundaries of the District. The District has agreed to reimburse the developers for a portion of these costs, plus interest, from the proceeds from future bond sales, to the extent approved by the Commission. The District's engineer has stated that current construction amounts are approximately \$3,560,000. This amount has not been recorded in the financial statements since the facilities are not complete or operational.

**Note 9: Economic Dependency**

The District's developers own the majority of the taxable property in the District. The District's ability to meet its obligations is dependent on the developers' ability to pay future property taxes.

As of May 31, 2023, the developers have advanced \$191,000 to the District for operations. The District does not have sufficient funds nor 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.

## **Required Supplementary Information**

**Waller County Municipal Utility District No. 35**  
**Budgetary Comparison Schedule – General Fund**  
**Year Ended May 31, 2023**

	Original Budget	Final Amended Budget	Actual	Variance Favorable (Unfavorable)
<b>Revenues</b>				
Property taxes	\$ -	\$ 176,400	\$ 180,083	\$ 3,683
Water service	-	2,740	21,688	18,948
Sewer service	-	3,480	75,049	71,569
Security service	-	-	10,000	10,000
Penalty and interest	-	1,000	84	(916)
Tap connection and inspection fees	-	6,180	267,960	261,780
Investment income	-	-	190	190
Other income	-	-	42,702	42,702
Total revenues	<u>0</u>	<u>189,800</u>	<u>597,756</u>	<u>407,956</u>
<b>Expenditures</b>				
Service operations:				
Purchased services	-	5,500	41,658	(36,158)
Professional fees	130,000	131,500	123,549	7,951
Contracted services	20,000	85,200	36,349	48,851
Repairs and maintenance	-	26,680	36,532	(9,852)
Other expenditures	24,800	23,284	29,393	(6,109)
Tap connections	-	2,060	100,100	(98,040)
Debt service, contractual obligation	-	-	58,024	(58,024)
Total expenditures	<u>174,800</u>	<u>274,224</u>	<u>425,605</u>	<u>(151,381)</u>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	(174,800)	(84,424)	172,151	256,575
<b>Other Financing Sources</b>				
Developer advances	174,800	85,414	104,000	18,586
<b>Excess of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses</b>	-	990	276,151	275,161
<b>Fund Balance (Deficit), Beginning of Year</b>	<u>(18,385)</u>	<u>(18,385)</u>	<u>(18,385)</u>	<u>-</u>
<b>Fund Balance (Deficit), End of Year</b>	<u><u>\$ (18,385)</u></u>	<u><u>\$ (17,395)</u></u>	<u><u>\$ 257,766</u></u>	<u><u>\$ 275,161</u></u>

**Waller County Municipal Utility District No. 35**  
**Notes to Required Supplementary Information**  
**May 31, 2023**

***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 amended during fiscal 2023.

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.

## **Supplementary Information**

**Waller County Municipal Utility District No. 35**  
**Other Schedules Included Within This Report**  
**May 31, 2023**

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

- Notes Required by the Water District Accounting Manual  
See "Notes to Financial Statements," Pages 11-20
- Schedule of Services and Rates
- Schedule of General Fund Expenditures
- Schedule of Temporary Investments – Not Applicable
- Analysis of Taxes Levied and Receivable
- Schedule of Long-term Debt Service Requirements by Years – Not Applicable
- Changes in Long-term Bonded Debt – Not Applicable
- Comparative Schedule of Revenues and Expenditures – General Fund
- Board Members, Key Personnel and Consultants



# Waller County Municipal Utility District No. 35

## Schedule of Services and Rates

### Year Ended May 31, 2023

1. Services to be 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 checked="" type="checkbox"/> Parks/Recreation	<input type="checkbox"/> Fire Protection	<input checked="" type="checkbox"/> Security
<input type="checkbox"/> Solid Waste/Garbage	<input type="checkbox"/> Flood Control	<input checked="" type="checkbox"/> Roads
<input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)		
<input type="checkbox"/> Other _____		

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:	\$ 57.00	10,000	N	\$ 4.30	10,001 to No Limit
Wastewater:	\$ 47.50	0	Y		

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

Total charges per 10,000 gallons usage (including fees): Water \$ 57.00 Wastewater \$ 47.50

b. Water and wastewater retail connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC*
Unmetered	-	-	x1.0	-
≤ 3/4"	180	180	x1.0	180
1"	-	-	x2.5	-
1 1/2"	-	-	x5.0	-
2"	-	-	x8.0	-
3"	-	-	x15.0	-
4"	-	-	x25.0	-
6"	-	-	x50.0	-
8"	-	-	x80.0	-
10"	-	-	x115.0	-
Total water	180	180		180
Total wastewater	180	180	x1.0	180

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

Gallons pumped into the system:	175,000
Gallons billed to customers:	175,000
Water accountability ratio (gallons billed/gallons pumped):	100.00%

\*"ESFC" means equivalent single-family connections

**Waller County Municipal Utility District No. 35**  
**Schedule of General Fund Expenditures**  
**Year Ended May 31, 2023**

<b>Personnel (including benefits)</b>		\$ -
<b>Professional Fees</b>		
Auditing	\$ 11,500	
Legal	79,471	
Engineering	32,578	
Financial advisor	-	
	-	123,549
<b>Purchased Services for Resale</b>		
Bulk water and wastewater service purchases		41,658
<b>Regional Water Fee</b>		-
<b>Contracted Services</b>		
Bookkeeping	18,196	
General manager	-	
Appraisal district	2,747	
Tax collector	4,000	
Security	10,396	
Other contracted services	1,010	
	1,010	36,349
<b>Utilities</b>		-
<b>Repairs and Maintenance</b>		36,532
<b>Administrative Expenditures</b>		
Directors' fees	6,150	
Office supplies	2,625	
Insurance	3,020	
Other administrative expenditures	17,598	
	17,598	29,393
<b>Capital Outlay</b>		
Capitalized assets	-	
Expenditures not capitalized	-	
	-	-
<b>Tap Connection Expenditures</b>		100,100
<b>Solid Waste Disposal</b>		-
<b>Fire Fighting</b>		-
<b>Contractual Obligation</b>		58,024
<b>Parks and Recreation</b>		-
<b>Lease Expenditures</b>		-
		-
Total expenditures		\$ 425,605

**Waller County Municipal Utility District No. 35**  
**Analysis of Taxes Levied and Receivable**  
**Year Ended May 31, 2023**

	<b>Maintenance Taxes</b>
<b>Receivable, Beginning of Year</b>	\$ 0
<b>2022 Original Tax Levy</b>	180,151
Current year tax collections	(180,083)
Receivable, end of year	\$ 68
<b>Receivable, by Year</b>	
2022	\$ 68
	<b>2023</b>
<b>Property Valuations</b>	
Land	\$ 34,232,328
Improvements	-
Personal property	65,120
Exemptions	(22,287,380)
Total property valuations	\$ 12,010,068
<b>Tax Rates per \$100 Valuation</b>	
Maintenance tax rates*	\$ 1.5000
Total tax rates per \$100 valuation	\$ 1.5000
<b>Tax Levy</b>	\$ 180,151
<b>Percent of Taxes Collected to Taxes Levied**</b>	99%

\*Maximum tax rate approved by voters: \$1.50 on November 2, 2021

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

**Waller County Municipal Utility District No. 35**  
**Comparative Schedule of Revenues and Expenditures – General Fund**  
**Year Ended May 31, 2023, and Period From Inception (June 10, 2019) to May 31, 2022**

	<u>Amounts</u>		<u>Percent of Fund Total Revenues</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<b>General Fund</b>				
<b>Revenues</b>				
Property taxes	\$ 180,083	\$ -	30.2 %	* %
Water service	21,688	-	3.6	*
Sewer service	75,049	-	12.6	*
Security service	10,000	-	1.7	*
Penalty and interest	84	-	0.0	*
Tap connection and inspection fees	267,960	-	44.8	*
Investment income	190	-	0.0	*
Other income	42,702	-	7.1	*
	<u>597,756</u>	<u>0</u>	<u>100.0</u>	<u>*</u>
<b>Expenditures</b>				
Service operations:				
Purchased services	41,658	-	7.0	*
Professional fees	123,549	70,833	20.7	*
Contracted services	36,349	7,356	6.1	*
Repairs and maintenance	36,532	-	6.1	*
Other expenditures	29,393	27,196	4.9	*
Tap connections	100,100	-	16.7	*
Debt service, contractual obligation	58,024	-	9.7	*
	<u>425,605</u>	<u>105,385</u>	<u>71.2</u>	<u>*</u>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	172,151	(105,385)	<u>28.8 %</u>	<u>* %</u>
<b>Other Financing Sources</b>				
Developer advances received	104,000	87,000		
<b>Excess (Deficiency) of Revenues and Other Financing Sources Over Expenditures and Other Financing Uses</b>	276,151	(18,385)		
<b>Fund Balance (Deficit), Beginning of Period</b>	<u>(18,385)</u>	<u>-</u>		
<b>Fund Balance (Deficit), End of Period</b>	<u>\$ 257,766</u>	<u>\$ (18,385)</u>		
<b>Total Active Retail Water Connections</b>	<u>180</u>	<u>N/A</u>		
<b>Total Active Retail Wastewater Connections</b>	<u>180</u>	<u>N/A</u>		

\*Percentages not meaningful.

**Waller County Municipal Utility District No. 35**  
**Board Members, Key Personnel and Consultants**  
**Year Ended May 31, 2023**

Complete District mailing address:	Waller County Municipal Utility District No. 35 c/o Schwartz, Page & Harding, L.L.P. 1300 Post Oak Boulevard, Suite 2400 Houston, Texas 77056
District business telephone number:	713.623.4531
Submission date of the most recent District Registration Form (TWC Sections 36.054 and 49.054):	<u>September 12, 2022</u>
Limit on fees of office that a director may receive during a fiscal year:	<u>\$ 7,200</u>

Board Members	Term of Office Elected & Expires	Fees*	Expense Reimbursements	Title at Year-end
Victoria A. Battistini	Elected 11/21- 05/24	\$ 1,650	\$ 391	President
Ryan C. Ward	Elected 11/21- 05/24	1,350	115	Vice President
Jaclyn Day	Elected 05/22- 05/26	600	111	Secretary
Daniel C. Feiler	Elected 11/21- 05/24	1,500	66	Assistant Secretary
Tiffani Walker	Appointed 09/22- 05/26	1,050	180	Assistant Secretary

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

**Waller County Municipal Utility District No. 35**  
**Board Members, Key Personnel and Consultants (Continued)**  
**Year Ended May 31, 2023**

<b>Consultants</b>	<b>Date Hired</b>	<b>Fees and Expense Reimbursements</b>	<b>Title</b>
Bob Leared Interests	08/08/22	\$ 4,000	Tax Assessor/ Collector
FORVIS, LLP	08/08/22	11,500	Auditor
Municipal Accounts & Consulting, L.P.	08/10/21	19,044	Bookkeeper
Municipal District Services, L.L.C.	04/11/22	129,999	Operator
Quiddity Engineering, LLC	08/10/21	32,578	Engineer
Robert W. Baird & Co. Incorporated	08/10/21	0	Financial Advisor
Schwartz, Page & Harding, L.L.P.	08/10/21	90,510	General Counsel
Waller County Appraisal District	Legislative Action	2,747	Appraiser
<b>Investment Officers</b>			
Mark Burton and Ghia Lewis	12/13/21	N/A	Bookkeepers

**APPENDIX B**

**Specimen Municipal Bond Insurance Policy**



**BAM**

**MUNICIPAL BOND  
INSURANCE POLICY**

ISSUER: [NAME OF ISSUER]

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

MEMBER: [NAME OF MEMBER]

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

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

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

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

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

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



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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

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

SPECIAL MEMBER

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

Email:

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

Address:

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

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN