

**OFFICIAL STATEMENT DATED JANUARY 22, 2024**

*IN THE OPINION OF BOND COUNSEL, UNDER EXISTING LAW, INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES, AND INTEREST ON BONDS IS NOT SUBJECT TO THE ALTERNATIVE MINIMUM TAX ON INDIVIDUALS; HOWEVER, SUCH INTEREST IS TAKEN INTO ACCOUNT IN DETERMINING THE ANNUAL ADJUSTED FINANCIAL STATEMENT INCOME OF APPLICABLE CORPORATIONS FOR THE PURPOSE OF DETERMINING THE ALTERNATIVE MINIMUM TAX IMPOSED ON CORPORATIONS. SEE "TAX MATTERS" FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.*

THE BONDS HAVE NOT BE DESIGNATED AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" FOR FINANCIAL INSTITUTIONS.

**NEW ISSUE - Book-Entry-Only**

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

**\$8,715,000**

**BRAZOS COUNTY MUNICIPAL UTILITY DISTRICT NO. 1**  
*(A political subdivision of the State of Texas located within Brazos County)*  
**UNLIMITED TAX ROAD BONDS, SERIES 2024**

**Dated: February 1, 2024**

**Due: September 1 as shown below**

Principal of the bonds described above (the "Bonds") will be payable at stated maturity or redemption upon presentation of the Bonds at the principal payment office of the paying agent/registrar, initially The Bank of New York Mellon Trust Company, N.A. (the "Paying Agent/Registrar", "Paying Agent" or "Registrar") in Dallas, Texas. Interest on the Bonds will accrue from February 1, 2024, and be payable on September 1, 2024, and on each March 1 and September 1 thereafter until the earlier of maturity or redemption. The Bonds will be issued only in fully registered form. Interest will be calculated on the basis of a 360-day year of twelve 30-day months. The Bonds are subject to redemption prior to maturity as shown below.

The Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Beneficial owners of the Bonds will not receive physical certificates representing the Bonds, but will receive a credit balance on the books of the nominees of such beneficial owners. So long as Cede & Co. is the registered owner of the Bonds, the principal of and interest on the Bonds will be paid by the Paying Agent directly to DTC, which will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds as described herein. See "BOOK-ENTRY-ONLY SYSTEM."



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

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

Due	Principal	Interest	Initial	CUSIP	Due	Principal	Interest	Initial	CUSIP
<u>September 1</u>	<u>Amount</u>	<u>Rate</u>	<u>Reoffering</u>	<u>Number</u>	<u>September 1</u>	<u>Amount</u>	<u>Rate</u>	<u>Reoffering</u>	<u>Number</u>
			<u>Yield (a)</u>	<u>106206 (b)</u>				<u>Yield (a)</u>	<u>106206 (b)</u>
2025	\$ 165,000	6.500%	3.500%	FJ9	2037	\$ 305,000 (c)	4.000%	3.850%	FW0
2026	175,000	6.500%	3.400%	FK6	**	**	**	**	**
2027	180,000	6.500%	3.300%	FL4	2042	390,000 (c)	4.000%	4.150%	GB5
2028	190,000	6.500%	3.300%	FM2	2043	415,000 (c)	4.125%	4.200%	GC3
2029	200,000	6.500%	3.300%	FN0	2044	435,000 (c)	4.125%	4.240%	GD1
2030	210,000	6.500%	3.300%	FP5	2045	460,000 (c)	4.125%	4.270%	GE9
2031	225,000 (c)	4.000%	3.400%	FQ3	2046	480,000 (c)	4.125%	4.300%	GF6
2032	235,000 (c)	4.000%	3.450%	FR1	2047	505,000 (c)	4.125%	4.320%	GG4
2033	250,000 (c)	4.000%	3.500%	FS9	2048	535,000 (c)	4.125%	4.330%	GH2
2034	260,000 (c)	4.000%	3.550%	FT7	2049	560,000 (c)	4.250%	4.340%	GJ8
2035	275,000 (c)	4.000%	3.650%	FU4	2050	590,000 (c)	4.250%	4.350%	GK5
2036	290,000 (c)	4.000%	3.750%	FV2					

\$655,000 Term Bonds due September 1, 2039 (c), 106206 FY6 (b), 4.000% Interest Rate, 4.000% Yield (a)

\$730,000 Term Bonds due September 1, 2041 (c), 106206 GA7 (b), 4.000% Interest Rate, 4.100% Yield (a)

- (a) Initial reoffering yield represents the initial offering yield to the public which has been established by the Initial Purchaser for offers to the public and which may be subsequently changed by the Initial Purchaser and is the sole responsibility of the Initial Purchaser. The initial reoffering yields indicated above represent the lower of the yields resulting when priced at maturity or to the first call date. Accrued interest from February 1, 2024, is to be added to the price.
- (b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services and are included solely for the convenience of the purchasers of the Bonds. Neither the District nor the Initial Purchaser shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.
- (c) Bonds maturing on and after September 1, 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 a price equal to the principal amount thereof plus accrued interest to the date fixed for redemption. The Term Bonds (as defined herein) are also subject to mandatory sinking fund redemption as described herein. See "THE BONDS-Redemption Provisions."

The Bonds, when issued, will constitute valid and legally binding obligations of Brazos County Municipal Utility District No. 1 (the "District") and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Brazos County, the City of College Station or any entity other than the District. The Bonds are subject to special investment risks described herein. See "RISK FACTORS."

The Bonds are offered by the Initial Purchaser subject to prior sale, when, as and if issued by the District and accepted by the Initial Purchaser, subject, among other things, to the approval of the Bonds by the Attorney General of Texas and the approval of certain legal matters by Allen Boone Humphries Robinson LLP, Bond Counsel. Delivery of the Bonds in book-entry form through the facilities of DTC is expected on or about February 22, 2024.

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## USE OF INFORMATION IN OFFICIAL STATEMENT

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

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

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions, and reference is made to such documents, copies of which are available from Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, upon payment of duplication costs.

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for purposes of, and as that term is defined in, SEC Rule 15c2-12, as amended.

Build America Mutual Assurance Company ("BAM") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, BAM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding BAM, supplied by BAM and presented under the heading "MUNICIPAL BOND INSURANCE" and "APPENDIX B—Specimen Municipal Bond Insurance Policy".

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

## OFFICIAL STATEMENT SUMMARY

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

### THE FINANCING

- The Issuer* ..... Brazos County Municipal Utility District No. 1 (the “District”), a political subdivision of the State of Texas, is located in Brazos County, Texas and within the extraterritorial jurisdiction of the City of College Station (the “City”). See “THE DISTRICT.”
- The Issue* ..... \$8,715,000 Unlimited Tax Road Bonds, Series 2024 (the “Bonds”) are issued pursuant to a resolution (the “Bond Resolution”) of the District’s Board of Directors and a City consent resolution. The Bonds will be issued as fully registered bonds maturing serially on September 1 in the years 2025 through 2037, both inclusive, and 2042 through 2050, both inclusive, and as term bonds on September 1 in the years 2039 and 2041 (the “Term Bonds”) in the amounts shown on the cover hereof. Interest on the Bonds accrues from February 1, 2024, and is payable on September 1, 2024, and on each March 1 and September 1 thereafter until the earlier of maturity or prior redemption.
- Redemption* ..... The Bonds maturing on and after September 1, 2031, are subject to redemption, in whole or from time to time in part, at the option of the District, prior to their maturity dates, on September 1, 2030, or on any date thereafter. Upon redemption, the Bonds will be payable at a price of par plus accrued interest to the date of redemption. The Term Bonds are subject to mandatory sinking fund redemption as described herein. See “THE BONDS—Redemption Provisions.”
- Book-Entry-Only System*... The Depository Trust Company, New York, New York (“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 requested by an authorized representative of DTC. One fully registered certificate will be issued for each maturity of the Bonds and will be deposited with DTC. See “BOOK-ENTRY-ONLY SYSTEM.”
- Authority for Issuance*..... The Bonds are the second series of bonds issued out of an aggregate of \$104,060,000 principal amount of unlimited tax bonds authorized by the District’s voters for roads and refunding outstanding road bonds. The Bonds are issued pursuant to the Bond Resolution; an election held within the District; the general laws of the State of Texas relating to the issuance of bonds by political subdivisions, including Article III, Section 52 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; and approval by the City. See “THE BONDS—Authority for Issuance.”
- Source of Payment* ..... The Bonds are payable from an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. See “TAX PROCEDURES.” The Bonds are obligations of the District and are not obligations of the State of Texas, Brazos County, the City of College Station or any other political subdivision or entity other than the District. See “THE BONDS—Source of and Security for Payment.”
- Use of Proceeds* ..... Proceeds from the sale of the Bonds will be used to pay for items shown herein under “USE AND DISTRIBUTION OF BOND PROCEEDS,” including to pay engineering and construction costs for paving projects, to pay land acquisition costs, to capitalize six (6) months of interest on the Bonds, to pay interest on funds advanced by the Developer (as defined herein) on behalf of the District, and to pay certain other costs and engineering fees related to the issuance of the Bonds. See “USE AND DISTRIBUTION OF BOND PROCEEDS.”

*Payment Record*..... The District has previously issued one series of unlimited tax road bonds, and two series of unlimited tax bonds of which \$7,425,000 principal amount remained outstanding as of November 30, 2023 (the “Outstanding Bonds”). The District has never defaulted in the payment of principal and interest on the Outstanding Bonds.

*Not Qualified Tax-Exempt Obligations* ..... The District has not designated the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended.

*Municipal Bond*

*Insurance*.....S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”) is expected to assign its municipal bond rating of “AA” (stable outlook) to this issue of Bonds with the understanding that upon delivery of the Bonds, a municipal bond insurance policy guaranteeing the timely payment of the principal of and interest on the Bonds will be issued by Build America Mutual Assurance Company (“BAM”). See “MUNICIPAL BOND INSURANCE.” An explanation of the significance of such rating may be obtained from S&P. This rating reflects only the views of S&P, and the District makes no representation as to the appropriateness of such rating. Further, there is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely, if in the sole judgment of S&P circumstances so warrant. Any such downward revisions or withdrawal of the rating may have an adverse effect on the trading value and the market price of the Bonds. See “RISK FACTORS – Risk Factors Related to the Purchase of Municipal Bond Insurance,” “MUNICIPAL BOND INSURANCE,” and “APPENDIX B.”

*Legal Opinion*..... Allen Boone Humphries Robinson L.L.P., Bond Counsel, Houston, Texas.

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

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

*Engineer* ..... Costello Inc, Houston, Texas.

**THE DISTRICT**

*Description* ..... The District was created by order of the TCEQ dated January 14, 2015. The District contains approximately 553 acres of land and is located on the east side of Texas State Highway 6 (the “SH 6”) and the north side of Peach Creek Cut Off Road. The District is approximately 8 miles south of downtown College Station. The District abuts the corporate limits of and lies entirely within the extraterritorial jurisdiction of the City of College Station and within the boundaries of the College Station Independent School District. See “AERIAL PHOTOGRAPH.”

*Status of Development* ..... Development in the District began in 2017. With the consent of the District, the Developer has financed the design and construction of underground utility and road facilities to serve approximately 182.91 acres developed as 684 single-family residential lots.

The District is being developed as a single-family residential development known as Southern Pointe Community. Amenities constructed in the District include walking trails and ponds on approximately 59.08 acres. Home construction began in January of 2019, and, as of November 30, 2023, the District contained 389 single-family homes completed and occupied, 62 vacant single-family homes (including 6 model homes), 12 single-family homes under construction, and 221 completed lots available for home construction. Homebuilding in the District is being conducted by Stylecraft Builders, First Omega Homes, Kaleo Homes, Continental Homes (a subsidiary of D.R. Horton), Ranger Home Builders, and Brightland Homes (formerly Gehan Homes). New homes in the District range in price from approximately \$300,000 to \$450,000.

The Developer is currently developing approximately 97 single-family residential lots under construction for home builders. Construction of underground utilities is underway for approximately 51.58 acres in the District, which will be developed for commercial and multi-family development, but no vertical improvements have been constructed to date. The remainder of the District consists of approximately 259.85 acres of developable but undeveloped land. See “THE DISTRICT—Land Use” and “—Status of Development.”

*The Developer and*

*Major Landowner*.....BV Southern Pointe Development Inc., a Texas corporation (the “Developer” or “BVSoPo”), was formed for the purpose of developing single-family residential land in the District and is the only active development entity in the District. BVSoPo has developed all existing single-family residential lots in the District. Phillips 3 Land Holdings LLC (the “Major Landowner” or “Phillips”) was formed for the sole purpose of owning land in the District. Phillips currently owns approximately 311.43 acres in the District. The Developer and Major Landowner are related entities. BVSoPo has agreed to terms whereby they will purchase land within the District from Phillips for the purpose of development. The Developer and Major Landowner have entered into Development Financing Agreements with the District to provide financing for construction of water, sewer, and drainage and road facilities for the District. See “THE DEVELOPER AND MAJOR LANDOWNER” and “TAX DATA—Principal Taxpayers.”

*Water and Wastewater*.....Retail water and wastewater service for development within the District is provided by the College Station Utilities (“CSU”). CSU holds the requisite certificates of convenience and necessity over the land within the District. See “WATER SUPPLY AND WASTEWATER TREATMENT.”

**RISK FACTORS**

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

**SELECTED FINANCIAL INFORMATION**

2023 Certified Taxable Assessed Valuation.....	\$127,401,551 (a)
Estimated Taxable Assessed Valuation as of August 1, 2023.....	\$161,420,709 (b)
Gross Debt Outstanding (after issuance of the Bonds).....	\$16,140,000
Estimated Overlapping Debt.....	1,535,106 (c)
Gross Debt and Estimated Overlapping Debt.....	<u>\$17,675,106</u>

Ratios of Gross Debt to:

2023 Certified Taxable Assessed Valuation.....	12.67%
Estimated Taxable Assessed Valuation as of August 1, 2023.....	10.00%

Ratios of Gross Debt and Estimated Overlapping Debt to:

2023 Certified Taxable Assessed Valuation.....	13.87%
Estimated Taxable Assessed Valuation as of August 1, 2023.....	10.95%

Fund Balance Available as of November 3, 2023:

Operating Fund.....	\$238,268 (d)
Road Escrow Fund.....	\$45,440 (e)
Road Debt Service Fund.....	\$152,269 (f) (g)
WS&D Debt Service Fund.....	\$94,834 (f)
Road Capital Projects Fund.....	\$0 (h)
WS&D Capital Projects Fund.....	\$0

2023 Tax Rate:

Road Debt Service.....	\$0.045
WS&D Debt Service.....	\$0.355
Maintenance and Operations.....	\$0.585
Road Maintenance.....	<u>\$0.015</u>
Total.....	\$1.000

Average Annual Debt Service Requirements (2024-2050) of the Bonds

and the Outstanding Bonds ("Average Requirement").....	\$989,774
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Tax Rate Required to Pay Average Requirement based upon:

2023 Certified Taxable Assessed Valuation at a 95% collection rate.....	\$0.82 /\$100 A.V.
Estimated Taxable Assessed Valuation as of August 1, 2023 at a 95% collection rate.....	\$0.65 /\$100 A.V.

Maximum Annual Debt Service Requirements (2046) of the Bonds

and the Outstanding Bonds ("Maximum Requirement").....	\$1,061,685
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Tax Rate Required to Pay Maximum Requirement based upon:

2023 Certified Taxable Assessed Valuation at a 95% collection rate.....	\$0.88 /\$100 A.V.
Estimated Taxable Assessed Valuation as of August 1, 2023 at a 95% collection rate.....	\$0.70 /\$100 A.V.

- (a) As certified by the Brazos Central Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."
- (b) Provided by the Appraisal District for information purposes only. Such amount reflects the estimated value of taxable improvements on August 1, 2023. Taxes are levied based on value as certified by the Appraisal District as of January 1 of each year. No tax will be levied on such amount until it is certified. Increases in value occurring between January 1, 2023, and January 1, 2024, will be certified as of January 1, 2024. See "TAX PROCEDURES."
- (c) See "ESTIMATED OVERLAPPING DEBT STATEMENT."
- (d) See "RISK FACTORS – Operating Funds."
- (e) The District maintains funds in the escrow for maintenance of public roads in accordance with its agreement with Brazos County. The District has levied a road maintenance tax for 2023. Those funds will be deposited into the Road Escrow Fund.
- (f) Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund. Although all of the District's debt, including the Outstanding Bonds and the Bonds, is payable from an unlimited tax pledge on parity, a pro rata portion of the District's ad valorem tax revenue will be allocated to bonds sold for road facilities, including the Bonds (the "Road Bonds"), and a portion will be allocated to bonds sold for water, sanitary sewer, drainage and storm sewer facilities (the "Water, Sewer, and Drainage Bonds"). See "FINANCIAL STATEMENT (UNAUDITED)—Outstanding Bonds." The Road Debt Service Fund is not pledged to the Water, Sewer, and Drainage Bonds and the Water, Sewer, and Drainage Debt Service Fund is not pledged to the Road Bonds.
- (g) Accrued interest and six (6) months of capitalized interest on the Bonds will be deposited to the Road Debt Service Fund. See "USE AND DISTRIBUTION OF BOND PROCEEDS." Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund.
- (h) To be initially funded upon closing of the Bonds.

**OFFICIAL STATEMENT**  
**\$8,715,000**  
**BRAZOS COUNTY MUNICIPAL UTILITY DISTRICT NO. 1**  
*(A political subdivision of the State of Texas located within Brazos County)*  
**UNLIMITED TAX ROAD BONDS, SERIES 2024**

This Official Statement provides certain information in connection with the issuance by Brazos County Municipal Utility District No. 1 (the “District”) of its \$8,715,000 Unlimited Tax Road Bonds, Series 2024 (the “Bonds”).

The Bonds are issued pursuant to a Bond Resolution authorizing the issuance of the Bonds (the “Bond Resolution”) adopted by the Board of Directors of the District (the “Board”); an election held within the District; approval by the City of College Station (the “City”); Article III, Section 52 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; and general laws of the State of Texas relating to the issuance of bonds by political subdivisions.

This Official Statement includes descriptions, among others, of the Bonds and the Bond Resolution, and certain other information about the District and BV Southern Pointe Development, Inc. (the “Developer”), the developer of land within the District. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each document. Copies of documents may be obtained from the District upon payment of the costs of duplication therefor.

**RISK FACTORS**

**General**

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

**Economic Factors and Interest Rates**

A substantial percentage of the taxable value of the District results from the current market value of single-family residences and developed lots which are being marketed by the Developer for sale to homebuilders for the construction of primary residences. The market value of such properties is related to general economic conditions in the City of College Station, the State of Texas and the nation and those conditions can affect the demand for such properties. Demand for property of this type and the construction of structures thereon can be significantly affected by factors such as interest rates, credit availability (see “Credit Markets and Liquidity in the Financial Markets” below), construction costs and the prosperity and demographic characteristics of the urban center toward which the marketing of residential and commercial property is directed. Decreased levels of construction activity would tend to restrict the growth of property values in the District or could adversely impact such values.

**Credit Markets and Liquidity in the Financial Markets**

Interest rates and the availability of mortgage and development funding have a direct impact on construction activity, particularly short-term interest rates at which landowners are able to obtain financing for development costs. Interest rate levels may affect the ability of a landowner with undeveloped property to undertake and complete construction activities within the District. Because of the numerous and changing factors affecting the availability of funds, particularly liquidity in the national credit markets, the District is unable to assess the future availability of such funds for continued construction within the District. The success of development within the District and growth of District taxable property values are, to a great extent, a function of the City of College Station and regional economies and national credit and financial markets. A downturn in the economic conditions in the College Station area, including Texas A&M University, or a decline in the nation’s real estate and financial markets could adversely affect development in the District and restrain the growth of or reduce the value of the District’s property tax base.



### **Developer Obligation to the District**

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

### **Competition**

The demand for and construction of single-family homes in the District could be affected by competition from other residential developments including other residential developments located in College Station. In addition to competition for new home sales from other developments, there are numerous previously-owned homes in the area of the District and in more established neighborhoods. Such homes could represent additional competition for new homes proposed to be sold within the District.

The competitive position of the Developer in the sale of developed lots and of prospective builders in the construction of single-family residential houses within the District is affected by most of the factors discussed in this section. Such a competitive position directly affects the growth and maintenance of taxable values in the District. The District can give no assurance that building and marketing programs in the District by the Developer will be implemented or, if implemented, will be successful.

### **Impact on District Tax Rates**

Assuming no further development, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of owners of property within the District to pay their taxes. The 2023 Certified Taxable Assessed Valuation is \$127,401,551 and the Estimated Taxable Assessed Valuation as of August 1, 2023, is \$161,420,709. After issuance of the Bonds, the maximum debt service requirement will be \$1,061,685 (2046), and the average annual debt service requirement will be \$989,774 (2024-2050, inclusive). Assuming no increase or decrease from the 2023 Taxable Assessed Valuation, the issuance of no additional debt, and no other funds available for the payment of debt service, tax rates of \$0.88 and \$0.82 per \$100 of appraised valuation at a ninety-five percent (95%) collection rate would be necessary to pay the maximum debt service requirement and the average annual debt service requirement, respectively. Assuming no increase or decrease from the Estimated Taxable Assessed Valuation as of August 1, 2023, and no use of funds other than tax collections, a tax rate of \$0.70 per \$100 of taxable assessed valuation at a 95% collection rate would be necessary to pay the maximum annual debt service requirement of \$1,061,685 and a tax rate of \$0.65 per \$100 of taxable assessed valuation at a 95% collection rate would be necessary to pay the average annual debt service requirement of \$989,774 See "DEBT SERVICE REQUIREMENTS."

Although calculations have been made regarding tax rates necessary to pay the debt service on the Bonds and the Outstanding Bonds based upon the 2023 Certified Taxable Assessed Valuation and Estimated Taxable Assessed Valuation as of August 1, 2023, the District makes no representations regarding the future level of assessed valuation within the District. Increases in taxable values depend primarily on the continuing construction of taxable improvements within the District. See "TAX PROCEDURES" and "TAX DATA—Tax Adequacy for Debt Service."

### **Undeveloped Acreage and Vacant Lots**

There are approximately 311.43 developable acres of land within the District that have not been fully provided with water, sanitary sewer, storm drainage, and detention facilities and roads necessary for the construction of taxable improvements and approximately 182.91 acres where utility construction and/or paving are complete for 684 lots. BVSoPo currently has 221 completed lots available for home construction. Failure of the Developer to develop the developable land or of builders to build taxable improvements on the developed lots could restrict the rate of growth of taxable values in the District. The District makes no representation as to when or if development of this acreage will occur or that the lot sales and building program will be successful. See "THE DISTRICT—Status of Development."

## **Operating Funds**

The District's only significant sources of revenue to pay its operating expenses are advances from the Developer and maintenance tax proceeds. The District does not receive water and sewer revenues. The District levied a 2023 maintenance and operation tax rate of \$0.585 per \$100 of assessed valuation. The District's Operating Fund balance on November 3, 2023, was \$238,268. Attaining and maintaining a positive Operating Fund balance will depend upon (1) continued development, and increased amounts of maintenance tax revenue (2) and, if needed, developer advances. In the event that funds are not made available by the Developer, the District will be required to levy a maintenance tax at a rate sufficient to fund its operating expenses. Such a tax, when added to the District's debt service tax, may result in a total District tax in excess of similar developments and could adversely affect continued development of the District, as well as the willingness of taxpayers to pay taxes on their property. See "GENERAL FUND."

## **Future Debt**

The District reserves in the Bond Resolution the right to issue the remaining \$93,345,000 principal amount of authorized but unissued unlimited tax bonds for roads and refunding outstanding road bonds and \$230,005,000 principal amount of unlimited tax bonds authorized but unissued for water, sewer, drainage and storm sewer systems and the refunding of such outstanding bonds. The District may also issue additional bonds which may be voted hereafter. After reimbursement from the proceeds of the Bonds, the Developer will have expended approximately \$30,425,000 (as of November 30, 2023) for design, construction and acquisition of water, sanitary sewer, and drainage facilities and roadways not yet reimbursed. See "THE BONDS—Issuance of Additional Debt." The issuance of such obligations may adversely affect the investment security of the Bonds. The District does not employ any formula with regard to assessed valuations or tax collections or otherwise to limit the amount of bonds which may be issued. Any bonds issued by the District, however, must be approved by the Attorney General of Texas and the Board of the District and any bonds issued to acquire or construct water, sanitary sewer and drainage facilities must be approved by the TCEQ.

## **Tax Collection Limitations**

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other state and local taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure may be impaired by market conditions limiting the proceeds from a foreclosure sale of taxable property and collection procedures. While the District has a lien on taxable property within the District for taxes levied against such property, such lien can be foreclosed only in a judicial proceeding. The costs of collecting any such taxpayer's delinquencies could substantially reduce the net proceeds to the District from a tax foreclosure sale. Finally, a bankruptcy court with jurisdiction over bankruptcy proceedings initiated by or against a taxpayer within the District pursuant to the Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes against such taxpayer. In addition to the automatic stay against collection of delinquent taxes afforded a taxpayer during the pendency of a bankruptcy, a bankruptcy could affect payment of taxes in two other ways: first, a debtor's confirmation plan may allow a debtor to make installment payments on delinquent taxes for up to six years; and, second, a debtor may challenge, and a bankruptcy court may reduce, the amount of any taxes assessed against the debtor, including taxes that have already been paid. See "TAX PROCEDURES—District's Rights in the Event of Tax Delinquencies."

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

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observation or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other

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

Subject to the requirements of Texas law discussed below, a political subdivision such as the District may voluntarily file a petition for relief from creditors under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Sections 901-946. The filing of such petition would automatically stay the enforcement of Registered Owner's remedies, including mandamus. The automatic stay would remain in effect until the federal bankruptcy judge hearing the case dismisses the petition, enters an order granting relief from the stay or otherwise allows creditors to proceed against the petitioning political subdivision. A political subdivision such as the District may qualify as a debtor eligible to proceed in a Chapter 9 case only if it is (1) authorized to file for federal bankruptcy protection by applicable state law, (2) is insolvent or unable to meet its debts as they mature, (3) desires to effect a plan to adjust such debts, and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Special districts such as the District must obtain the approval of the Commission as a condition to seeking relief under the Federal Bankruptcy Code. The Commission is required to investigate the financial condition of a financially troubled district and authorize such district to proceed under federal bankruptcy law only if such district has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

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

If a petitioning district were allowed to proceed voluntarily under Chapter 9 of the Federal Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect Registered Owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating the collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the Registered Owners' claims against a district.

A district may not be forced into bankruptcy involuntarily.

### **Continuing Compliance with Certain Covenants**

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

### **Marketability**

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

## **Environmental Regulations**

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

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

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

**Air Quality Issues.** Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the Texas Commission on Environmental Quality (the “TCEQ”) may impact new industrial, commercial and residential development in Brazos County. Under the Clean Air Act (“CAA”) Amendments of 1990, Brazos County has been designated an attainment/unclassifiable area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the “2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the “2015 Ozone Standard”).

Although Brazos County is currently in attainment, Brazos County has been and continues to be near the non-attainment thresholds for ozone. Accordingly, it is possible that Brazos County could be re-classified as a nonattainment area should ozone levels increase. A designation of nonattainment for ozone or any other pollutant could 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 Brazos County to maintain attainment with the ozone standards. Such additional controls could have a negative impact on Brazos County’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) public water supply systems; (2) wastewater discharges from treatment facilities; (3) storm water discharges; and (4) wetlands dredge and fill activities. Each of these is addressed below:

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

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

Texas Pollutant Discharge Elimination System (“TPDES”) permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit

(TXR150000), with an effective date of March 5, 2018, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain non-stormwater discharges into surface water in the state. It has a 5-year permit term, and is then subject to renewal. Moreover, the Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district’s ability to obtain and maintain compliance with TPDES permits.

The 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**

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.

### **Changes in Tax Legislation**

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

### **Risk Factors Related to the Purchase of Municipal Bond Insurance**

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

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

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

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

## **THE BONDS**

### **General**

The 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 Resolution. The Bond Resolution 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.

The Bonds will be dated and accrue interest from February 1, 2024, which interest is payable on September 1, 2024, and on each March 1 and September 1 thereafter (each, an "Interest Payment Date"), until the earlier of maturity or prior redemption. The Bonds mature on September 1 in the amounts and years and bear interest at the rates shown on the cover page of this Official Statement. Interest calculations are based on a 360-day year comprised of twelve 30-day months.

The Bonds will be issued in fully registered form in denominations of \$5,000 or integral multiples thereof.

### **Authority for Issuance**

At a bond election held within the District on November 5, 2019, the voters of the District authorized the issuance of a total of \$104,060,000 principal amount of unlimited tax bonds for roads and refunding outstanding road bonds. The Bonds are being issued pursuant to such authorization. After issuance of the Bonds, \$93,345,000 principal amount of unlimited tax bonds will remain authorized but unissued for roads and refunding outstanding road bonds. See "Issuance of Additional Debt" below.

The Bonds are issued pursuant to the Bond Resolution; an election held within the District; approval by the City; Article III, Section 52 of the Texas Constitution; and the general laws of the State of Texas, including Chapters 49 and 54 of the Texas Water Code, as amended.

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

### **Source of and Security for Payment**

While the Bonds or any part of the principal thereof or interest thereon remain outstanding and unpaid, the District covenants in the Bond Resolution to levy a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, upon all taxable property in the District sufficient to pay the principal of and interest on the Bonds, the Outstanding Bonds, and any future bonds payable in whole or in part from taxes, with full allowance being made for delinquencies and costs of collection. In the Bond Resolution, the District covenants that said taxes are irrevocably pledged to the payment of the interest on and principal of the Bonds and to no other purpose.

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

### **Funds**

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

The District also maintains a Water, Sewer and Drainage Debt Service that is not pledged to Road Bonds, including the Bonds. Funds in the Water, Sewer and Drainage Debt Service are not available to pay principal of and interest on Road Bonds, including the Bonds.

Accrued interest and six (6) months of capitalized interest on the Bonds shall be deposited into the Road Debt Service Fund upon receipt. The remaining proceeds from the sale of the Bonds, including interest earnings thereon, shall be deposited into the Road Capital Projects Fund, to pay the costs of acquiring or constructing road facilities, to pay for developer interest and to pay the costs of issuing the Bonds. See "USE AND DISTRIBUTION OF BOND PROCEEDS" for a more complete description of the use of Bond proceeds.

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

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

If the date for payment of the principal of or interest on any Bond is not a business day, then the date for such payment shall be the next succeeding business day, as defined in the Bond Resolution.

### **No Arbitrage**

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

### **Redemption Provisions**

*Mandatory Redemption:* The Bonds maturing on September 1 in the years 2039 and 2041 (the "Term Bonds") shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption (the "Mandatory Redemption Date"), on September 1 in each of the years and in the principal amounts set forth in the following schedule:

\$655,000 Term Bonds Due September 1, 2039		\$730,000 Term Bonds Due September 1, 2041	
Mandatory Redemption Date	Principal Amount	Mandatory Redemption Date	Principal Amount
2038	\$ 320,000	2040	\$ 355,000
2039 (maturity)	335,000	2041 (maturity)	375,000

On or before 30 days prior to each Mandatory Redemption Date set forth above, the Paying Agent/Registrar shall (i) determine the principal amount of such Term Bonds that must be mandatorily redeemed on such Mandatory Redemption Date, after taking into account deliveries for cancellation and optional redemptions as more fully provided for below, (ii) select, by lot or other customary random method, the Term Bond or portions of the Term Bond of such maturity to be mandatorily redeemed on such Mandatory Redemption Date, and (iii) give notice of such redemption as provided in the Bond Resolution. The principal amount of any Term Bond to be mandatorily redeemed on such Mandatory Redemption Date shall be reduced by the principal amount of such Term Bond which, by the 45th day prior to such Mandatory Redemption Date, either has been purchased in the open market and delivered or tendered for cancellation by or on behalf of the District to the Paying Agent/Registrar or optionally redeemed and which, in either case, has not previously been made the basis for a reduction under this sentence.

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

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

**Record Date**

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

**Registration and Transfer**

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



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

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

### **Lost, Stolen or Destroyed Bonds**

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

### **Issuance of Additional Debt**

After issuance of the Bonds, the District will have \$93,345,000 principal amount of unlimited tax bonds authorized but unissued for roads and refunding of such outstanding bonds and \$230,005,000 principal amount of unlimited tax bonds authorized but unissued for water, sanitary sewer, drainage and storm sewer systems and refunding of such outstanding bonds. The District anticipates issuing additional bonds in the future. The Bond Resolution imposes no limitation on the amount of additional parity bonds which may be authorized for issuance by the District's voters or the amount ultimately issued by the District. See "USE AND DISTRIBUTION OF BOND PROCEEDS—Future Debt" and "UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED."

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

Because the District is located within Brazos County, current law does not authorize the District to issue bonds for parks and recreational facilities purposes.

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

### **Annexation by the City; Strategic Partnership Agreement**

Chapter 42, Texas Local Government Code, provides that, within the limits described therein, the unincorporated area contiguous to the corporate limits of any city comprises that city's extraterritorial jurisdiction. The size of extraterritorial jurisdiction depends in part on the city's population. For the City, the extraterritorial jurisdiction consists of all the contiguous unincorporated areas not a part of any other city or any other city's extraterritorial jurisdiction and within three (3) miles of the corporate limits of the City. With certain exceptions, a city may annex territory only within the confines of its extraterritorial jurisdiction. When a city annexes additional territory, the city's extraterritorial jurisdiction expands in conformity with such annexation.

The District lies within the extraterritorial jurisdiction of the City. The City cannot annex territory within the District unless it annexes the entire District. The City may not annex the District unless (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered

voters in the area to be annexed do not own more than 50 percent of the land in the area, a petition has been signed by more than 50 percent of the landowners consenting to the annexation. Notwithstanding the preceding sentence, the described election and petition process does not apply during the term of a strategic partnership agreement under section 43.0751, Texas Local Government Code between the City and the District specifying the procedures for full purpose annexation of all or a portion of the District.

The District and the City entered into a Strategic Partnership Agreement for a term of thirty (30) years beginning May 31, 2016. Pursuant to the Strategic Partnership Agreement which sets forth the terms of full purpose annexation, the City will not annex the property in the District until (i) at least 90% of the developable acreage within the District has been developed with water, wastewater and drainage and road facilities, and (ii) the Developer has been reimbursed to the maximum extent permitted by the rules of the TCEQ or the City assumes any obligation for such reimbursement. In the event a commercial area is developed, the city may annex for limited purposes such commercial area, and the City may impose its sales and use tax within the commercial area. If the District is annexed, the City will assume the District's assets and obligations (including the Bonds) and dissolve the District (see "UTILITY AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF COLLEGE STATION.") The City may decide in its sole discretion to continue the District as a "limited district" for a period of up to ten years. No representation is made as to whether or not the City will annex the District at any time in the future. 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 assets (such as cash and the utility system) and liabilities (such as the Bonds), with the assets and liabilities of districts with which it is consolidating. Although no consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

### **Remedies in Event of Default**

If the District defaults in the payment of principal, interest, or redemption price on the Bonds when due, or if it fails to make payments into any fund or funds created in the Bond Resolution, or defaults in the observance or performance of any other covenants, conditions, or obligations set forth in the Bond Resolution, the Registered Owners have the statutory right of a writ of mandamus issued by a court of competent jurisdiction requiring the District and its officials to observe and perform the covenants, obligations, or conditions prescribed in the Bond Resolution. Except for mandamus, the Bond Resolution does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Further, there is no trust indenture or trustee, and all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the Registered Owners. Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Resolution may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District to enforce the tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may further be limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions, such as the District. See "RISK FACTORS - Registered Owners' Remedies and Bankruptcy Limitations."

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

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

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

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

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

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

### **Defeasance**

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

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

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

### **BOOK-ENTRY-ONLY SYSTEM**

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

*and Exchange Commission and the current "Procedure" of DTC to be followed in dealing with DTC Direct Participants are on file with DTC.*

The Depository Trust Company, New York, New York ("DTC"), will act as securities depository for the Bonds. The Bonds will be issued as fully-registered Bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. With respect to the Bonds, one fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a rating of "AA+" from S&P Global Ratings. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](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 purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

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

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

All payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District or the Paying Agent/Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with Bonds held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent/Registrar, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

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

## **THE DISTRICT**

### **General**

The District was created by order of the TCEQ dated January 14, 2015. The District contains approximately 553 acres of land and is located on the east side of Texas State Highway 6 (the "SH 6") and the north side of Peach Creek Cut Off Road. The District is approximately 8 miles south of downtown College Station. The District abuts the corporate limits of and lies entirely within the extraterritorial jurisdiction of the City of College Station and within the boundaries of the College Station Independent School District.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water. The District is also empowered to construct thoroughfare, arterial and collector roads and improvements in aid thereof. The District may issue bonds and other forms of indebtedness to purchase or construct all of such facilities.

The TCEQ exercises continuing supervisory jurisdiction over the District only for the water, wastewater and drainage projects. The District is required to observe certain requirements of the City which, along with Texas law, limit the purposes for which the District may sell bonds for the acquisition, construction, and improvement of facilities and the refunding of outstanding debt obligations; limit the net effective interest rate on such bonds and other terms of such bonds; and require certain public facilities to be designed in accordance with applicable City standards. Construction and operation of the District's facilities are subject to the regulatory jurisdiction of additional government agencies. See "UTLILITY AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF COLLEGE STATION."

**Land Use**

<i>Single Family Residential</i>	Approximate	
	Acres	Lots
Southern Pointe Community Section 100.....	49.18	150
Southern Pointe Community Section 101.....	10.44	57
Southern Pointe Community Section 102.....	9.90	56
Southern Pointe Community Section 103/119...	14.85	84
Southern Pointe Community Section 104/120...	11.99	65
Southern Pointe Community Section 200.....	26.07	65
Southern Pointe Community Section 201.....	15.76	83
Southern Pointe Community Section 106.....	10.40	57
Southern Pointe Community Section 400.....	15.51	67
Southern Pointe Community Section 202 (a)....	18.81	97
<b>Subtotal.....</b>	<b>182.91</b>	<b>781</b>
Future Single Family Residential.....	259.85	
Future Commercial and Multi-family.....	51.58	
Recreation/Open Space.....	59.08	
<b>Total.....</b>	<b>553</b>	

(a) Lots under construction: anticipated completion by first quarter of 2024.

**Status of Development**

Status of Development as of November 30, 2023:

Completed Occupied Homes.....	389
Completed Unoccupied Homes (including 6 model homes).....	62
Homes Under Construction.....	12
Completed Lots Available for Home Construction.....	221
Lots Under Construction Residential.....	97
Lots Under Construction Commercial.....	18
Estimated Population.....	1,362 (a)

(a) Based on 3.5 persons per occupied single-family residence.

Development in the District began in 2017. With the consent of the District, the Developer has financed the design and construction of underground utility and road facilities to serve approximately 182.91 acres developed as 684 single-family residential lots.

The District is being developed as a single-family residential development known as Southern Pointe Community. Amenities constructed in the District include walking trails and ponds on approximately 59.08 acres. Home construction began in January of 2019, and, as of November 30, 2023, the District contained 389 single-family homes completed and occupied, 62 vacant single-family homes (including 6 model homes), 12 single-family homes under construction, and 221 completed lots available for home construction.

The Developer is currently developing approximately 97 single-family residential lots under construction for home builders. Construction of underground utilities is underway for approximately 51.58 acres in the District, which will be developed for commercial and multi-family development, but no vertical improvements have been constructed to date. The remainder of the District consists of approximately 259.85 acres of developable but undeveloped land. See “THE DISTRICT—Land Use” and “—Status of Development.”

## **Homebuilders**

Homebuilding in the District is being conducted by Stylecraft Builders, First Omega Homes, Kaleo Homes, Continental Homes (a subsidiary of D.R. Horton), Ranger Home Builders, and Brightland Homes (formerly Gehan Homes). New homes in the District range in price from approximately \$300,000 to \$450,000.

## **Future Development**

Approximately 311.43 developable acres of land in the District are not yet fully served with water, sanitary sewer and drainage and storm sewer facilities or roads necessary for the construction of taxable improvements. While the Developer anticipates future development of this acreage as business conditions warrant, there can be no assurances if and when any of such undeveloped land will ultimately be developed. The District anticipates issuing additional bonds to accomplish full development of the District. See “RISK FACTORS—Possible Impact on District Tax Rates.” The Engineer has stated that under current development plans, the remaining authorized but unissued bonds (\$93,345,000 for roads and \$230,005,000 principal amount for water, sanitary sewer, drainage and storm sewer facilities) should be sufficient to finance the construction of water, sanitary sewer, drainage and storm sewer facilities and roads for full development of the District. See “THE SYSTEM” and “THE ROAD SYSTEM.”

## **MANAGEMENT**

### **Board of Directors**

The District is governed by the Board of Directors, consisting of five directors, which has control over and management supervision of all affairs of the District. Each of the five current Directors owns land and/or resides in the District. Directors are elected by the voters within the District for four-year staggered terms. Director elections are held only in even numbered years. The Directors and Officers of the District are listed below:

<u>Name</u>	<u>District Board Title</u>	<u>Term Expires</u>
Robert "Hunter" Goodwin	President	May 2024
Charles Moreau	Vice President	May 2026
Lawrence B. Hodges Jr.	Secretary	May 2024
Kyle Davis	Assistant Secretary	May 2024
Brian G. Fisher	Assistant Vice President	May 2026

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

### **Tax Assessor/Collector**

Land and improvements within the District are appraised for ad valorem taxation purposes by the Brazos Central Appraisal District. The District’s Tax Assessor/Collector is engaged by the Board of Directors of the District. B&A Municipal Tax Service, LLC is currently serving in this capacity for the District.

### **Bookkeeper**

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

### **System Operator**

The City operates the District’s water and sanitary sewer system pursuant to a utility agreement dated May 31, 2016, and amended on December 2, 2016. See “UTILITY AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF COLLEGE STATION.”

### **Engineer**

The consulting engineer for the District in connection with the design and construction of the District’s facilities is Costello Inc. (the “Engineer”).

### **Attorney**

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

### **Financial Advisor**

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

### **Disclosure Counsel**

McCall, Parkhurst & Horton L.L.P., Houston, Texas, (“Disclosure Counsel”) serves as Disclosure Counsel to the District. 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.

### **Auditor**

As required by the Texas Water Code, the District retains an independent auditor to audit the District’s financial statements annually, which audited financial statements are filed with the Commission. The District’s financial statements for the fiscal year ended November 30, 2022, have been audited by McGrath & Co., PLLC. See “APPENDIX A” for a copy of the District’s November 30, 2022, audited financial statements.

## **UTILITY AGREEMENT BETWEEN THE DISTRICT AND THE CITY OF COLLEGE STATION**

The District operates pursuant to a Utility Agreement between the City and the District, dated as of May 31, 2016, and amended on December 2, 2016 (the “Utility Agreement”). Pursuant to the Utility Agreement, the District assumed responsibility for acquiring and constructing for the benefit of, and for the ultimate conveyance to, the City, the water distribution, wastewater collection and storm water facilities to serve development occurring within the boundaries of the District (the “Facilities”); the City agreed to accept the Facilities for operation and maintenance at the sole cost of the City in consideration for the District’s financing, acquisition and construction of the Facilities. In order to secure performance by the City of its obligations under the Utility Agreement, the District retains a security interest in the Facilities transferred to the City until the District’s bonds issued to acquire and construct the Facilities are paid off. It is the City’s obligation to set rates and charges for the use of the Facilities and to bill and collect such rates and charges from customers of the Facilities. The City may levy a surcharge of up to 50% of the then-current water and wastewater rates to each customer in the District to recover capital costs of providing such services. Other than the surcharges, the City agrees to charge residents of the District equal and uniform water and wastewater rates as those users of similar classifications in non-municipal utility district areas of the City. All revenues from the Facilities belong exclusively to the City. The Utility Agreement provides that the Facilities shall be designed and constructed in accordance with the City’s requirements and criteria.

The City agrees to provide the District with its ultimate requirements for water supply capacity and wastewater treatment capacity without capital charges of any kind (other than rate surcharges discussed above). The City has covenanted to maintain the Facilities, or cause the Facilities to be maintained, in good condition and working order and to operate the same, or cause the same, to be operated in an efficient and economical manner at a reasonable cost and in accordance with sound business principles. The City has also covenanted to comply with all contractual provisions and agreements entered into by it and with all valid rules, regulations, directions or orders by any governmental or judicial body promulgating the same.

Under the Utility Agreement, the District is authorized to issue bonds to finance the construction and acquisition of the Facilities. The Bonds must be approved by the City to the extent that such issuance complies with the City’s policy related to municipal utility districts.

The City’s right to dissolve the District is restricted under the Utility Agreement (see “THE BONDS—Annexation by the City: Strategic Partnership Agreement.”) Under the terms of the Utility Agreement, the City agrees that it will not dissolve the District until ninety percent of the District’s Facilities have been developed and the developer advancing



funds to construct the Facilities have been reimbursed to the maximum extent permitted by the rules of the TCEQ or the City assumes any obligation for such reimbursement of the District under such rules.

## **THE DEVELOPER AND MAJOR LANDOWNER**

### **Role of a Developer**

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

Prospective purchasers of the Bonds should note that the prior real estate experience of the Developer should not be construed as an indication that further development within the District will occur, or that construction of taxable improvements upon property within the District will occur, or that marketing or leasing of taxable improvements constructed upon property within the District will be successful. Circumstances surrounding development within the District may differ from circumstances surrounding development of other land in several respects, including the existence of different economic conditions, financial arrangements, homebuilders, geographic location, market conditions, and regulatory climate. No representation is made as to the relative success of any of the projects mentioned above, and no assurance as to the future performance of the Developer should be inferred. Prospective purchasers are urged to inspect the District in order to acquaint themselves with the nature of the Developer's business activities.

### **The Developer and the Major Landowner**

BV Southern Pointe Development, Inc., a Texas corporation ("BVSoPo" or the "Developer"), was formed for the purpose of developing single-family residential land in the District. BVSoPo is the only active development entity in the District. BVSoPo has developed all existing single-family residential lots in the District and owns approximately 221 lots in Southern Pointe Community. BVSoPo has the option to develop the remaining undeveloped single-family residential land in the District.

Phillips 3 Land Holdings LLC ("Phillips" or the "Major Landowner") was formed for the purpose of owning all land in the District for future development. Phillips currently owns approximately 311.43 acres in the District.

The Developer and the Major Landowner are related entities through associated ownership.

## **THE ROAD SYSTEM**

All roadways are designed and constructed in accordance with the City and Brazos County standards, rules, and regulations. Upon acceptance by Brazos County, the District is responsible for operation and maintenance thereof through an interlocal agreement until such time as the District is annexed by the City.

These roads lie within the public right-of-way. In addition to the roadway, public utilities such as underground water, sewer and drainage facilities are located within the right-of-way. The right-of-way is also shared by streetlights, sidewalks, and franchise utilities (including power, gas, telephone, fiber, and cable).

## THE SYSTEM

### **Water Supply**

Water supply for the District is provided by the City pursuant to the Utility Agreement. Pursuant to the Utility Agreement, as amended, the City provides the District with sufficient capacity to serve the ultimate development. The District has constructed an off-site water line to the City's water supply system.

The District has no emergency interconnects.

The City provides capacity for the District's water supply and their facilities have sufficient capacity to serve the ultimate development of Southern Pointe.

### **Wastewater Treatment**

Wastewater treatment for the District is provided by the City pursuant to the Utility Agreement. Pursuant to the Utility Agreement, as amended, the City's plant capacity of 3.04 million gallons per day (MGD) provides the District with sufficient capacity to serve the ultimate development. The District has also constructed an off-site sewer line to the City's plant.

The City provides capacity for the District's wastewater treatment and their facilities have sufficient capacity to serve the ultimate development of Southern Pointe.

### **Storm Water Drainage**

Storm water drainage for the District is collected by a storm sewer system. The system drains into a detention pond ultimately discharging to Peach Creek. The District engineer has prepared a drainage study and determined that there are additional facilities including inlets needed to improve localized drainage. See "USE AND DISTRIBUTION OF BOND PROCEEDS."

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## USE AND DISTRIBUTION OF BOND PROCEEDS

The estimated use and distribution of Bond proceeds is shown below. Of proceeds to be received from sale of the Bonds, \$7,039,535 is estimated for construction costs and land acquisition costs, \$1,227,055 is estimated for non-construction costs, (including developer interest and capitalized interest) and \$448,410 is estimated for issuance costs and fees.

### I. CONSTRUCTION COSTS

#### A Developer Contribution Items

1	Southern Pointe State Highway 6 Entrance.....	\$	835,091
2	Southern Pointe Section 200.....		1,295,956
3	Southern Pointe Section 101.....		449,580
4	Southern Pointe Section 102.....		611,653
5	Southern Pointe Section 201.....		921,080
6	Southern Pointe Sections 103 & 109.....		881,768
7	Southern Pointe Section 400.....		567,115
8	Engineering Cost.....		555,414
	<b>Total Developer Contribution Items.....</b>	<b>\$</b>	<b>6,117,657</b>

#### B District Items

1	Land Acquisition		
	a) Section 200 and State Highway 6 Entrance.....	\$	270,830
	b) Section 101.....		75,764
	c) Section 102.....		81,090
	d) Section 201.....		139,404
	e) Section 103 & 119.....		121,853
	f) Section 103 & 119.....		232,937
	<b>Total District Items.....</b>	<b>\$</b>	<b>921,878</b>
	<b>Total Construction Cost.....</b>	<b>\$</b>	<b>7,039,535</b>

### II. NON-CONSTRUCTION COSTS

•	Capitalized Interest (6 months) (a).....	\$	191,506
•	Developer Interest.....		736,836
•	Bond Discount (a).....		261,366
•	Contingency (a).....		37,346
	<b>Total Non-Construction Costs.....</b>	<b>\$</b>	<b>1,227,055</b>

### III. ISSUANCE COSTS AND FEES

•	Legal Fees.....	\$	214,300
•	Fiscal Agent Fees.....		150,725
•	Attorney General Fee (0.10%).....		8,715
•	Bond Issuance Expense.....		39,670
•	Bond Application Report Cost.....		35,000
	<b>Total Issuance Cost and Fees.....</b>	<b>\$</b>	<b>448,410</b>
	<b>TOTAL BOND ISSUE.....</b>	<b>\$</b>	<b>8,715,000</b>

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

### Future Debt

The Developer (and its predecessor in interest) and Major Landowner have financed the cost of creation of the District and the land, engineering and construction costs of underground utilities and roads to serve the District, as well as certain other District improvements. After reimbursement from proceeds of the Bonds, the Developer will have expended approximately \$30,425,000 (as of November 30, 2023) for design, construction and acquisition of water, sanitary sewer, and drainage facilities and roadways not yet reimbursed. It is anticipated that proceeds from future issues of District bonds will be used, in part, to reimburse the Developer for these costs to the extent allowed by the Commission. The District contains approximately 311.43 acres of developable land not presently served with water

distribution, wastewater collection and storm drainage facilities or roads. It is anticipated that additional bonds will be issued to finance the construction of these facilities to serve this undeveloped acreage. The District can make no representation that any additional development will occur within the District. The Engineer has stated that the District's authorized but unissued bonds will be adequate, under present land use projections, to finance such improvements.

### UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED

Date of Authorization	Purpose	Amount Authorized	Issued to Date	Amount Unissued
11/5/2019	Water, Sanitary Sewer, Drainage and Storm Sewer Systems, & Refunding	\$235,600,000	\$5,595,000	\$230,005,000
11/5/2019	Roads & Refunding Bonds	\$104,060,000	\$10,715,000 (a)	\$93,345,000

(a) Includes the Bonds.

### FINANCIAL STATEMENT (UNAUDITED)

2023 Certified Taxable Assessed Valuation.....	\$127,401,551 (a)
Estimated Taxable Assessed Valuation as of August 1, 2023.....	\$161,420,709 (b)
District Debt:	
Outstanding Bonds (as of November 30, 2023).....	\$7,425,000
The Bonds.....	<u>8,715,000</u>
Gross Debt Outstanding (after issuance of the Bonds).....	\$16,140,000
Ratio of Gross Debt to 2023 Certified Taxable Assessed Valuation.....	12.67%
Ratio of Gross Debt to Estimated Taxable Assessed Valuation as of August 1, 2023.....	10.00%

Area of District: 553 acres  
Estimated 2023 Population: 1,362 (c)

- (a) As certified by the Brazos Central Appraisal District (the "Appraisal District"). See "TAX PROCEDURES."  
 (b) Provided by the Appraisal District for information purposes only. Such amount reflects the estimated value of taxable improvements on August 1, 2023. Taxes are levied based on value as certified by the Appraisal District as of January 1 of each year. No tax will be levied on such amount until it is certified. Increases in value occurring between January 1, 2023, and January 1, 2024, will be certified as of January 1, 2024. See "TAX PROCEDURES."  
 (c) Based on 3.5 persons per occupied single-family residence.

### Cash and Investment Balances (unaudited as of November 3, 2023)

Operating Fund	Cash and Temporary Investments	\$238,268 (a)
Road Escrow Fund	Cash and Temporary Investments	\$45,440 (b)
Road Debt Service Fund	Cash and Temporary Investments	\$152,269 (c) (d)
WS&D Debt Service Fund	Cash and Temporary Investments	\$94,834 (c)
Road Capital Projects Fund	Cash and Temporary Investments	\$0 (e)
WS&D Capital Projects Fund	Cash and Temporary Investments	\$0

- (a) See "Risk Factors – Operating Funds."  
 (b) The District maintains funds in the escrow for maintenance of public roads in accordance with its agreement with Brazos County. The District has levied a road maintenance tax for 2023. Those funds will be deposited into the Road Escrow Fund.  
 (c) Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund. Although all of the District's debt, including the Outstanding Bonds and the Bonds, is payable from an unlimited tax pledge on parity, a pro rata portion of the District's ad valorem tax revenue will be allocated to bonds sold for road facilities, including the Bonds (the "Road Bonds"), and a portion will be allocated to bonds sold for water, sanitary sewer, drainage and storm sewer facilities (the "Water, Sewer, and Drainage Bonds"). See "FINANCIAL STATEMENT (UNAUDITED)—Outstanding Bonds." The Road Debt Service Fund is not pledged to the Water, Sewer, and Drainage Bonds and the Water, Sewer, and Drainage Debt Service Fund is not pledged to the Road Bonds.  
 (d) Accrued interest and six (6) months of capitalized interest on the Bonds will be deposited to the Road Debt Service Fund. See "USE AND DISTRIBUTION OF BOND PROCEEDS." Neither Texas law nor the Bond Resolution requires the District to maintain any minimum balance in the Debt Service Fund.  
 (e) To be initially funded upon closing of the Bonds.

**Outstanding Bonds**

<u>Series</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding as of November 30, 2023</u>
2020 (a)	\$ 2,000,000	\$ 1,870,000
2022	1,590,000	1,550,000
2023	4,005,000	4,005,000
		<u>\$ 7,425,000</u>

(a) Unlimited Tax Road Bonds.

**Investments of the District**

The District has adopted an Investment Policy as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code. The District’s goal is to preserve principal and maintain liquidity while securing a competitive yield on its portfolio. Funds of the District will be invested in short term U.S. Treasuries, certificates of deposit insured by the Federal Deposit Insurance Corporation (“FDIC”) or secured by collateral evidenced by perfected safekeeping receipts held by a third party bank, and public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate, the inclusion of long term securities or derivative products in the District portfolio.

**ESTIMATED OVERLAPPING DEBT STATEMENT**

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

	<u>Taxing Jurisdiction</u>	<u>Outstanding Bonds</u>	<u>As of</u>	<u>Overlapping</u>	
				<u>Percent</u>	<u>Amount</u>
Brazos County.....		\$97,045,000	11/30/2023	0.21%	\$203,795
Brazos County Emergency Service District No. 1.....		0	11/30/2023	5.25%	0
College Station ISD.....		324,710,000	11/30/2023	0.41%	1,331,311
Total Estimated Overlapping Debt.....					<u>\$1,535,106</u>
The District.....		16,140,000 (a)	Current	100.00%	<u>16,140,000</u>
Total Direct and Estimated Overlapping Debt.....					<u>\$17,675,106</u>
Ratio of Total Direct and Estimated Overlapping Debt to:					
					13.87%
					10.95%

(a) Includes the Bonds.

**Overlapping Tax Rates for 2023**

	2023 Tax Rate per \$100 of Taxable Assessed Valuation
Brazos County.....	\$ 0.409700
Brazos County Emergency Service District No. 1.....	0.020710
College Station ISD.....	<u>0.962200</u>
Total Overlapping Tax Rate.....	\$ 1.392610
The District.....	<u>1.000000</u>
Total Tax Rate.....	\$ 2.392610

**TAX DATA**

**Tax Rate Limitations**

Debt Service: Unlimited (no legal limit as to rate or amount).  
 Maintenance and Operations: \$1.00 per \$100 of taxable assessed valuation.  
 Maintenance and Operations for Roads: \$0.25 per \$100 of taxable assessed valuation.

**Debt Service Tax**

The Board covenants in the Bond Resolution to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. The District levied a total debt service tax for 2023 in the amount of \$0.400 per \$100 of taxable assessed valuation. See “Tax Rate Distribution” herein.

**Maintenance and Operation Tax**

The Board of Directors of the District has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District’s improvements, if such maintenance tax is authorized by vote of the District’s electors. Pursuant to an election held in 2015, the Board was authorized to levy such a maintenance and operation tax in an amount not to exceed \$1.00 per \$100 of taxable assessed valuation. In addition, at an election held in 2015, the Board was authorized to levy a maintenance and operations tax for roads in an amount not to exceed \$0.25 per \$100 of taxable assessed valuation. Such tax is in addition to taxes which the District is authorized to levy for paying principal and interest on the District’s bonds. The District levied a maintenance and operation tax for 2023 in the amount of \$0.585 per \$100 of taxable assessed valuation. The District has also levied a road maintenance tax for 2023 in the amount of \$0.015 per \$100 of taxable assessed valuation.

**Tax Collections**

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

Tax Year	Net Certified		Adjusted Tax Levy (b)	Total Collections As of October 31, 2023	
	Taxable Valuation (a)	Tax Rate		Amount	Percent
2019	\$ 8,727,849	\$1.00	\$ 87,278	\$ 87,278	100.00%
2020	20,392,216	1.00	203,922	203,922	100.00%
2021	35,019,506	1.00	350,195	350,195	100.00%
2022	63,776,680	1.00	637,767	636,822	99.85%
2023	127,401,551	1.00	1,274,016	<i>(In Process of Collection) (c)</i>	

- (a) Net valuation represents final gross appraised value as certified by the Appraisal District less any exemptions granted. See "Tax Roll Information" below for gross appraised value and exemptions granted by the District.
- (b) Represents actual tax levy, including any adjustments by the Appraisal District, as of October 31, 2023.
- (c) In the process of collection. Taxes for 2023 are due January 31, 2024.

Taxes are due when billed and become delinquent if not paid before February 1 of the year following the year in which imposed. No split payments are allowed and no discounts are allowed.

### **Tax Rate Distribution**

	<b><u>2023</u></b>	<b><u>2022</u></b>	<b><u>2021</u></b>	<b><u>2020</u></b>	<b><u>2019</u></b>
Road Debt Service	\$0.045	\$0.275	\$0.290	\$0.430	-
WS&D Debt Service	\$0.355	\$0.095	-	-	-
Maintenance and Operations	\$0.585	\$0.630	\$0.710	\$0.570	\$1.000
Road Maintenance	\$0.015	-	-	-	-
Total	\$1.000	\$1.000	\$1.000	\$1.000	\$1.000

### **Tax Exemptions**

As discussed in the section titled “TAX PROCEDURES” herein, certain property in the District may be exempt from taxation by the District. The District does not exempt any percentage of the market value of any residential homesteads from taxation. The Developer has executed a Waiver of Special Appraisal, waiving its right to claim any agriculture or open space exemptions or any other type of exemption or valuation for the property it owns within the District that would reduce the assessed value of such land below its market value for purposes of ad valorem taxation by the District. Such waiver is binding for periods of thirty years.

### **Additional Penalties**

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

### **Principal Taxpayers**

The following list of principal taxpayers was provided by the District’s Tax Assessor/Collector based upon the 2023 certified tax rolls, which reflect ownership at January 1, 2023.

<u>Taxpayer</u>	<u>Type of Property</u>	<u>2023 Certified Assessed Valuation</u>	<u>% of 2023 Certified Assessed Valuation</u>
Phillips 3 Land Holdings, LLC (a)	Land & Improvements	\$ 4,426,790	3.47%
Continental Homes of Texas LP (b)	Land & Improvements	3,078,856	2.42%
BV Southern Pointe Development Inc. (a)	Land	2,380,960	1.87%
BCS Ranger Home Builders LLC (b)	Land & Improvements	2,143,621	1.68%
First Omega Partners LTD (b)	Land & Improvements	1,875,818	1.47%
Brightland Homes LTD (b)	Land	1,841,594	1.45%
Confidential Owner	Land & Improvements	1,345,391	1.06%
Stylecraft Builders Inc. (b)	Land	1,265,304	0.99%
Kaleo Builder Group LP (b)	Land	844,768	0.66%
Individual	Residential	788,535	0.62%
Total for Principal Taxpayers		\$ 19,991,637	15.69%

(a) See “THE DEVELOPER AND MAJOR LANDOWNER —The Developer and Major Landowner.”

(b) See “THE DISTRICT—Homebuilders.”

**Summary of Assessed Valuation**

The following summary of the 2023 certified assessed valuation is provided by the District's Tax Assessor/Collector based on information contained in the 2023 tax rolls of the District. Information in this summary may differ slightly from the assessed valuations shown herein due to differences in dates of data. A breakdown of the Estimated Taxable Assessed Valuation as of August 1, 2023, is not available from the Appraisal District.

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
Land	\$39,029,995	\$20,779,758	\$15,672,564	\$13,207,676	\$8,006,216
Improvements	95,586,414	43,915,279	19,587,478	7,024,267	530,490
Personal Property	112,464	92,689	51,668	172,604	191,143
Exempt Property	<u>(7,327,322)</u>	<u>(1,011,046)</u>	<u>(292,204)</u>	<u>(12,331)</u>	<u>0</u>
Total Assessed Valuation	\$127,401,551	\$63,776,680	\$35,019,506	\$20,392,216	\$8,727,849

**Tax Adequacy for Debt Service**

The calculations showing the tax rates necessary to pay the District’s average and maximum annual debt service requirements on the Bonds as shown below assume, solely for purposes of illustration, no increase or decrease in assessed valuation over the 2023 Taxable Assessed Valuation or the Estimated Taxable Assessed Valuation as of August 1, 2023, collection of ninety-five percent (95%) of taxes levied, the sale of no additional bonds, and no other funds available for the payment of debt service. See “DEBT SERVICE REQUIREMENTS” and “RISK FACTORS—Impact on District Tax Rates.”

Average annual debt service requirement (2024-2050).....	\$989,774
\$0.82 tax rate on the 2023 Certified Taxable Assessed Valuation of \$127,401,551 at a 95% collection rate produces.....	\$992,458
\$0.65 tax rate on the Estimated Taxable Assessed Valuation as of August 1, 2023 of \$161,420,709 at a 95% collection rate produces.....	\$996,773
Maximum annual debt service requirement (2046).....	\$1,061,685
\$0.88 tax rate on the 2023 Certified Taxable Assessed Valuation of \$127,401,551 at a 95% collection rate produces.....	\$1,065,077
\$0.70 tax rate on the Estimated Taxable Assessed Valuation as of August 1, 2023 of \$161,420,709 at a 95% collection rate produces.....	\$1,073,448

**TAX PROCEDURES**

**Authority to Levy Taxes**

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in an amount sufficient to pay the principal of and interest on the Bonds, the Outstanding Bonds, and any additional bonds payable from taxes which the District may hereafter issue (see “USE AND DISTRIBUTION OF BOND PROCEEDS—Future Debt”) and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Resolution to levy such a tax from year to year as described more fully herein under “THE BONDS—Source of and Security for Payment.” Under Texas law, the Board may also levy and collect an annual ad valorem tax for the operation and maintenance of the District and for the payment of certain contractual obligations. See “TAX DATA.”

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

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

The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording



and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district. The Brazos Central Appraisal District (the "Appraisal District") has the responsibility for appraising property for all taxing units within Brazos County, including the District. Such appraisal values are subject to review and change by the Brazos Central Appraisal Review Board (the "Appraisal Review Board").

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

Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies, and personal effects; certain goods, wares and merchandise in transit; farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; travel trailers; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons sixty-five (65) years or older and of certain disabled persons to the extent deemed advisable by the Board. The District may be required to offer such an exemption if a majority of voters approve it at an election. The District would be required to call such an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the preceding election. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax supported debt incurred prior to adoption of the exemption by the District.

Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, of between \$5,000 and \$12,000 depending on the disability rating of the veteran. A veteran who receives a disability rating of 100% is entitled to an exemption for the full amount of the veteran's residence homestead. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who 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 the residence homestead was donated by a charitable organization. Also, the surviving spouse of a member of the armed forces who was killed or fatally injured in the line of duty, subject to certain conditions, entitled to 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 spouse. The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse. See "TAX DATA."

**Residential Homestead Exemptions:** The Property Tax Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) (not less than \$5,000) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but must be adopted before July 1.

**Freeport Goods and Goods-in-Transit Exemptions:** A "Freeport Exemption" applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A "Goods-in-Transit" Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2011 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and

the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit personal property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

### **Tax Abatement**

Brazos County or the City of College Station may designate all or part of the area within the District as a reinvestment zone. Thereafter, Brazos County, the District, and the City of College Station (if it were to annex the District), under certain circumstances, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement, which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions.

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

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

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

### **Reappraisal of Property after Disaster**

The Property Tax Code provides for a temporary exemption from ad valorem taxation of a portion of the appraised value of certain property that is at least 15% damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the

disaster. Upon receipt of an application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

### **District and Taxpayer Remedies**

Under certain circumstances taxpayers and taxing units (such as the District) may appeal the orders of the Appraisal Review Board by filing a timely petition for review in State district court. In such event, the value of the property in question will be determined by the court or by a jury if requested by any party. Additionally, taxing units may bring suit against the Appraisal District to compel compliance with the Property Tax Code. The Property Tax Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property value, appraisals which are higher than renditions, and appraisals of property not previously on an appraisal roll.

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

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board of Directors, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, 60 days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, which may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is (i) sixty-five (65) years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continue to accrue during the period of deferral.

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

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

### Special Taxing Units:

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

### Developed Districts:

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

### Developing Districts:

Districts that do not meet the classification of a Special Taxing Unit or a Developed District can be classified as Developing Districts. The qualified voters of these districts, upon the Developing District's adoption of a total tax rate that would impose more than 1.08 times the amount of the total tax rate imposed by such district in the preceding tax year on a residence homestead appraised at the average appraised value of a residence homestead, subject to certain homestead exemptions, are authorized to petition for an election to reduce the operation and maintenance tax rate. If an election is called and passes, the total tax rate for Developing Districts is the current year's debt service and contract tax rate plus 1.08 times the previous year's operation and maintenance tax rate.

### The District:

A determination as to a district's status as a Special Taxing Unit, Developed District or Developing District is made by the Board of Directors on an annual basis. For the 2023 tax year, the District is classified as a Developing District. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

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

Taxes levied by the District are a personal obligation of the owner of the property as of January 1 of the year for which the tax is imposed. On January 1 of each year, a tax lien attaches to property to secure the payment of all state and local taxes, penalties, and interest ultimately imposed for the year on the property. The lien exists in favor of the State of Texas and each local taxing unit, including the District, having power to tax the property. The District's tax lien is on a parity with tax liens of such other taxing units. See "ESTIMATED OVERLAPPING DEBT STATEMENT—Overlapping Tax Rates for 2023." A tax lien on real property takes priority over the claim of most creditors and other holders of liens on the property encumbered by the tax lien, whether or not the debt or lien existed before the attachment of the tax lien; however, whether a lien of the United States is on a parity with or takes priority over a tax lien of the District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both subject to the restrictions on residential homesteads described above under "Levy and Collection of Taxes." In filing a suit to foreclose a tax lien on real property, the District must

join other taxing units that have claims for delinquent taxes against all or part of the same property. Collection of delinquent taxes may be adversely affected by the amount of taxes owed to other taxing units, by the effects of market conditions on the foreclosure sale price, by taxpayer redemption rights or by bankruptcy proceedings which restrict the collection of taxpayer debts. A taxpayer may redeem property within six (6) months for commercial property and two (2) years for residential and all other types of property after the purchaser's deed issued at the foreclosure sale is filed in the county records or by bankruptcy proceedings which restrict the collection of taxpayer debts. The District's ability to foreclose its tax lien or collect penalties or interest on delinquent taxes may be limited on property owned by a financial institution which is under receivership by the Federal Deposit Insurance Corporation pursuant to the Federal Deposit Insurance Act, 12 U.S.C. 1825, as amended. See "RISK FACTORS—General" and "—Tax Collection Limitations," and "—Registered Owners' Remedies and Bankruptcy Limitations."

### **Tax Payment Installments after Disaster**

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

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

*[Remainder of Page Left Intentionally Blank]*

**GENERAL FUND**

**Operating Statement**

The following statement sets forth in condensed form the historical results of operation of the District's General Fund. The City operates the water and sewer system that serves the District, so the District collects no net revenues from operating the system. Such summary is based upon information obtained from the District's audited financial statements for fiscal years ended November 30, 2019, 2020, 2021 and 2022 and from the District's bookkeeper for the fiscal year ended November 30, 2023. Reference is made to such records and statements for further and more complete information.

	<b>Fiscal Year Ended November 30</b>				
	<b>2023 (a)</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Revenues:</b>					
Property Taxes	\$ 418,654	\$ 248,370	\$ 132,055	\$ 86,325	\$ 67,865
Penalties Interest	-	-	-	90	-
Investment Earnings	11,081	726	19	75	92
<b>Total Revenues</b>	<b>\$ 429,735</b>	<b>\$ 249,096</b>	<b>\$ 132,074</b>	<b>\$ 86,490</b>	<b>\$ 67,957</b>
<b>Expenditures:</b>					
Operating and Administrative					
Professional Fees	\$ 146,003	\$ 134,992	\$ 191,448	\$ 87,332	\$ 48,014
Contracted Services	50,781	36,094	14,660	34,059	19,185
Repairs and Maintenance	73,009	-	5,240	-	-
Utilities	-	-	-	-	664
Administrative	8,080	8,535	9,943	50,045	9,608
Other	15,492	12,577	1,117	625	9,656
<b>Total Expenditures</b>	<b>\$ 293,365</b>	<b>\$ 192,198</b>	<b>\$ 222,408</b>	<b>\$ 172,061</b>	<b>\$ 87,127</b>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	<b>\$ 136,370</b>	<b>\$ 56,898</b>	<b>\$ (90,334)</b>	<b>\$ (85,571)</b>	<b>\$ (19,170)</b>
<b>Other Financing Sources (Uses)</b>					
Developer Advances	\$ -	\$ 117,000	\$ 30,000	\$ -	\$ -
Internal Transfers	\$ -	\$ 152,286	\$ 6,430	\$ -	\$ -
<b>Beginning Fund Balance</b>	<b>\$ 9,603</b>	<b>\$ (316,581)</b>	<b>\$ (262,677)</b>	<b>\$ (177,106)</b>	<b>\$ (157,936)</b>
<b>Ending Fund Balance</b>	<b>\$ 145,973</b>	<b>\$ 9,603</b>	<b>\$ (316,581)</b>	<b>\$ (262,677)</b>	<b>\$ (177,106)</b>

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

## DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements for the Outstanding Bonds and the Bonds. This schedule does not reflect the fact that six (6) months of interest will be capitalized from Bond proceeds.

Calendar Year	Outstanding	Debt Service on the Bonds			Total
	Debt Service	Principal	Interest	Total	Debt Service
2024	\$ 435,260	\$ -	\$ 223,424	\$ 223,424	\$ 658,684
2025	438,648	165,000	383,013	548,013	986,660
2026	436,779	175,000	372,288	547,288	984,066
2027	439,579	180,000	360,913	540,913	980,491
2028	441,893	190,000	349,213	539,213	981,105
2029	438,720	200,000	336,863	536,863	975,583
2030	447,536	210,000	323,863	533,863	981,399
2031	445,802	225,000	310,213	535,213	981,015
2032	453,734	235,000	301,213	536,213	989,946
2033	451,006	250,000	291,813	541,813	992,819
2034	458,007	260,000	281,813	541,813	999,820
2035	454,310	275,000	271,413	546,413	1,000,722
2036	445,406	290,000	260,413	550,413	995,819
2037	446,319	305,000	248,813	553,813	1,000,131
2038	451,819	320,000	236,613	556,613	1,008,431
2039	446,825	335,000	223,813	558,813	1,005,638
2040	456,438	355,000	210,413	565,413	1,021,850
2041	450,138	375,000	196,213	571,213	1,021,350
2042	458,625	390,000	181,213	571,213	1,029,838
2043	461,313	415,000	165,613	580,613	1,041,925
2044	468,425	435,000	148,494	583,494	1,051,919
2045	469,564	460,000	130,550	590,550	1,060,114
2046	470,110	480,000	111,575	591,575	1,061,685
2047	370,069	505,000	91,775	596,775	966,844
2048	372,435	535,000	70,944	605,944	978,379
2049	368,868	560,000	48,875	608,875	977,743
2050	374,850	590,000	25,075	615,075	989,925
<b>Total</b>	<b>\$ 11,852,475</b>	<b>\$ 8,715,000</b>	<b>\$ 6,156,424</b>	<b>\$ 14,871,424</b>	<b>\$ 26,723,899</b>
Average Annual Debt Service Requirements (2024-2050).....					\$989,774
Maximum Annual Debt Service Requirements (2046).....					\$1,061,685

## LEGAL MATTERS

### **Legal Proceedings**

Delivery of the Bonds will be accompanied by the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and legally binding obligations of the District under the Constitution and laws of the State of Texas, payable from the proceeds of an annual ad valorem tax levied, without limit as to rate or amount, upon all taxable property within the District, and, based upon their examination of a transcript of certified proceedings relating to the issuance and sale of the Bonds, the approving legal opinion of Bond Counsel, to a like effect and to the effect that, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in section 59(k) of the Internal Revenue Code of 1986, as amended (the "Code")) for the purpose of determining the alternative minimum tax imposed on corporations.

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

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

McCall, Parkhurst & Horton L.L.P., Houston, Texas ("Disclosure Counsel") serves as Disclosure Counsel to the District. 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.

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

### **No Material Adverse Change**

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

### **No-Litigation Certificate**

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



## TAX MATTERS

In the opinion of Allen Boone Humphries Robinson LLP, Bond Counsel, under existing law, interest on the Bonds is excludable from gross income for federal income tax purposes and interest on the Bonds is not subject to the alternative minimum tax on individuals; however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in section 59(k) of the Internal Revenue Code of 1986, as amended (the "Code")) for the purpose of determining the alternative minimum tax imposed on corporations.

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

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

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

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

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

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

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

The issue price of certain of the Bonds (the “Original Issue Discount Bonds”) is less than the stated redemption price at maturity. In such case, under existing law, and based upon the assumptions hereinafter stated (a) the difference between (i) the stated amount payable at the maturity of each Original Issue Discount Bond and (ii) the issue price of such Original Issue Discount Bond constitutes original issue discount with respect to such Original Issue Discount Bond in the hands of any owner who has purchased such Original Issue Discount Bond at the initial public offering price in the initial public offering of the Bonds; and (b) such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Bond was held by such initial owner) is includable in gross income. (Because original issue discount is treated as interest for federal income tax purposes, the discussion regarding interest on the Bonds under the caption “TAX MATTERS” generally applies, except as otherwise provided below, to original issue discount on an Original Issue Discount Bond held by an owner who purchased such Bond at the initial offering price in the initial public offering of the Bonds, and should be considered in connection with the discussion in this portion of the Official Statement.)

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

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

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

## **Not Qualified Tax-Exempt Obligations**

The Bonds have not been designated as “qualified tax-exempt obligations” for financial institutions.

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## SALE AND DISTRIBUTION OF THE BONDS

### **Award of the Bonds**

After requesting competitive bids for the Bonds, the District accepted the bid resulting in the lowest net interest cost, which bid was tendered by SAMCO Capital Markets, Inc., (the “Initial Purchaser”) bearing the interest rates shown on the cover page hereof, at a price of 97.001% of the principal amount thereof plus accrued interest to the date of delivery which resulted in a net effective interest rate of 4.362468% as calculated pursuant to Chapter 1204 of the Texas Government Code.

### **Prices and Marketability**

The prices and other terms with respect to the offering and sale of the Bonds may be changed at any time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts. In connection with the offering of the Bonds, the Initial Purchaser may over-allot or effect transactions that stabilize or maintain the market prices of the Bonds at levels above those that might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

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

### **Securities Laws**

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

## MUNICIPAL BOND INSURANCE

### **Bond Insurance Policy**

Concurrently with the issuance of the Bonds, Build America Mutual Assurance Company (“BAM”) will issue its Municipal Bond Insurance Policy for the Bonds (the “Policy”). The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as APPENDIX B to this Official Statement.

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

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

BAM is a New York domiciled mutual insurance corporation and is licensed to conduct financial guaranty insurance business in all fifty states of the United States and the District of Columbia. BAM provides credit enhancement products solely to issuers in the U.S. public finance markets. BAM will only insure 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 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 the heading "MUNICIPAL BOND INSURANCE".

Additional Information Available from BAM:

Credit Insights Videos: For certain BAM-insured issues, BAM produces and posts a brief Credit Insights video that provides a discussion of the obligor and some of the key factors BAM's analysts and credit committee considered when approving the credit for insurance. The Credit Insights videos are easily accessible on BAM's website at [www.buildamerica.com/videos](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 of or the underwriter for the Bonds, and the issuer and underwriter assume no responsibility for their content.

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

## **PREPARATION OF OFFICIAL STATEMENT**

### **Sources and Compilation of Information**

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

### **Financial Advisor**

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

"THE DISTRICT" – Brazos County MUD 1., BV Southern Pointe Development, Inc. (The "Developer"), Costello Inc. ("Engineer"), and Records of the District ("Records"); "THE DEVELOPER AND MAJOR LANDOWNER" – Developer; "THE ROAD SYSTEM," and "THE SYSTEM"– Engineer; "UNLIMITED TAX BONDS AUTHORIZED BUT UNISSUED" - Records; "FINANCIAL STATEMENT (UNAUDITED)" - Brazos Central Appraisal District and B&A Municipal Tax Service LLC, Tax Assessor/Collector; "ESTIMATED OVERLAPPING DEBT STATEMENT" - Municipal Advisory Council of Texas and Financial Advisor; "TAX DATA" - B&A Municipal Tax Service LLC; "MANAGEMENT" – Records; "DEBT SERVICE REQUIREMENTS" - Financial Advisor; "THE BONDS," "TAX PROCEDURES," "LEGAL MATTERS," and "TAX MATTERS" - Allen Boone Humphries Robinson LLP.

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

### **Consultants**

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

Engineer: The information contained in this Official Statement relating to engineering matters and to the description of the System and in particular that information included in the sections entitled "THE DISTRICT," "THE ROAD

SYSTEM,” and “THE SYSTEM” have been provided by Costello Inc. and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

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

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

Auditor: As required by the Texas Water Code, the District retains an independent accountant to audit the District’s financial statements annually, which audited financial statements are filed with the Commission. The District’s financial statements for the fiscal year ended November 30, 2022, have been audited by McGrath & Co., PLLC. See “APPENDIX A” for a copy of the District’s November 30, 2022, audited financial statements.

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

### **Updating the Official Statement**

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

### **Certification of Official Statement**

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

## **CONTINUING DISCLOSURE OF INFORMATION**

In the Bond Resolution, the District has made the following agreement for the benefit of the registered 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 subject to amendment to or repeal of same as set forth below. Under the agreement, the District will be obligated to provide certain financial information and operating data annually, and timely notice of certain specified events, to the Municipal Securities Rulemaking Board (“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 financial information and operating data to the MSRB through its EMMA system.

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 “FINANCIAL STATEMENT (UNAUDITED),” “TAX DATA,” “DEBT SERVICE REQUIREMENTS” and in APPENDIX A (Independent Auditor’s Report and Financial Statements). 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 2023. 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 District commissions an audit and 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 and if the audit report becomes available.

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

## **Event Notices**

The District will provide timely notices of certain specified events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person or the sale of all or substantially all of the assets of the District or other obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of an definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person, any of which affect beneficial owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person, any of which reflect financial difficulties. The terms “obligated person” and “financial obligation” when used in this paragraph shall have the meanings ascribed to them under the Rule. The term “material” when used in this paragraph shall have the meaning ascribed to it under the federal securities laws. Neither the Bonds nor the Bond Resolution make any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

## **Availability of Information from MSRB**

The District has agreed to provide the foregoing information only to the MSRB. The MSRB makes the information available to the public without charge through the EMMA internet portal at [www.emma.msrb.org](http://www.emma.msrb.org).

## **Limitations and Amendments**

The District has agreed to update information and to provide notices of specified 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 or beneficial owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

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

#### **Compliance with Prior Undertakings**

Since the issuance of its first series of bonds in 2020, the District has complied in all material respects with its previous continuing disclosure agreements made by the District.

#### **MISCELLANEOUS**

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

This Official Statement was approved by the Board of Directors of Brazos County Municipal Utility District No. 1, as of the date shown on the cover page.

*/s/ Robert "Hunter" Goodwin*

\_\_\_\_\_  
President, Board of Directors

Brazos County Municipal Utility District No. 1

ATTEST:

*/s/ Lawrence B. Hodges Jr.*

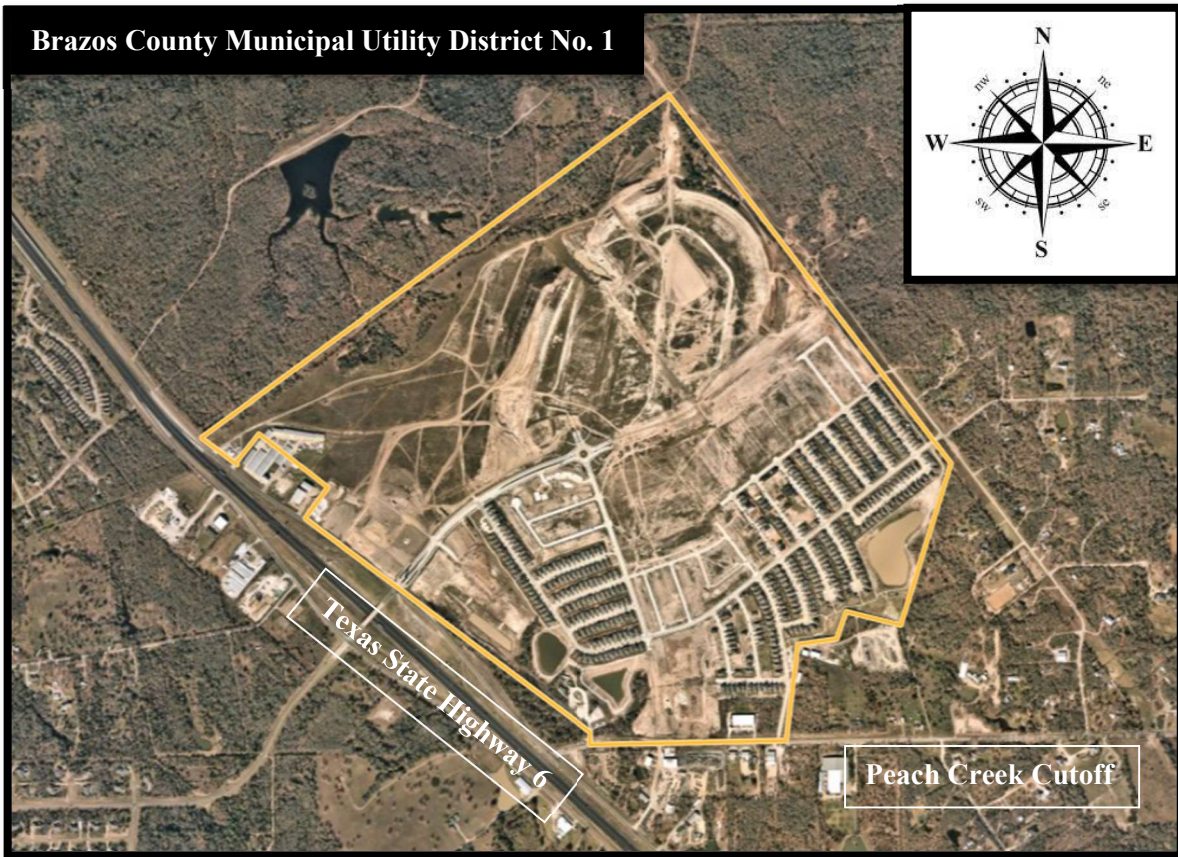
\_\_\_\_\_  
Secretary, Board of Directors

Brazos County Municipal Utility District No. 1



# AERIAL PHOTOGRAPH

(Approximate boundaries of the District as of November 2023)



## **PHOTOGRAPHS**

The following photographs were taken in the District in November 2023, solely to illustrate the type of improvements which have been constructed in the District. The District cannot predict if any additional improvements will be constructed in the future.











**APPENDIX A**

**Independent Auditor's Report and Financial Statements for the fiscal year ended November 30, 2022**



**BRAZOS COUNTY MUNICIPAL  
UTILITY DISTRICT NO. 1**

**BRAZOS COUNTY, TEXAS**

**FINANCIAL REPORT**

**November 30, 2022**

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# McGRATH & CO., PLLC

*Certified Public Accountants*

2900 North Loop West, Suite 880

Houston, Texas 77092

## Independent Auditor's Report

Board of Directors  
Brazos County Municipal Utility District No. 1  
Brazos County, Texas

### Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Brazos County Municipal Utility District No. 1 (the "District"), as of and for the year ended November 30, 2022, 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 financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Brazos County Municipal Utility District No. 1, as of November 30, 2022, 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. 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 the 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 twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

***Board of Directors  
Brazos County Municipal Utility District No. 1  
Brazos County, Texas***

**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 generally accepted auditing standards 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 generally accepted auditing standards, 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 information 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

***Board of Directors  
Brazos County Municipal Utility District No. 1  
Brazos County, Texas***

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 Texas Supplementary Information schedules 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. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Texas Supplementary Information schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

*W. G. Smith & Co, P.C.C.*

Houston, Texas  
April 6, 2023

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

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***Brazos County Municipal Utility District No. 1  
Management's Discussion and Analysis  
November 30, 2022***

**Using this Annual Report**

Within this section of the financial report of Brazos County Municipal Utility District No. 1 (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended November 30, 2022. This analysis should be read in conjunction with the independent auditor's report and the basic financial statements that follow this section.

In addition to this discussion and analysis, this annual report consists of:

- The District's basic financial statements;
- Notes to the basic financial statements, which provide additional information essential to a full understanding of the data provided in the financial statements;
- Supplementary information required by the Governmental Accounting Standards Board (GASB) concerning the District's budget; and
- Other Texas supplementary information required by the District's state oversight agency, the Texas Commission on Environmental Quality (TCEQ).

**Overview of the Financial Statements**

The District prepares its basic financial statements using a format that combines fund financial statements and government-wide statements onto one financial statement. The combined statements are the *Statement of Net Position and Governmental Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. Each statement contains an adjustments column which quantifies the differences between the government-wide and fund level statements. Additional details of the adjustments are provided in Note 2 to the basic financial statements.

**Government-Wide Financial Statements**

The focus of government-wide financial statements is on the overall financial position and activities of the District, both long-term and short-term. The District's government-wide financial statements consist of the *Statement of Net Position* and the *Statement of Activities*, which are prepared using the accrual basis of accounting. The *Statement of Net Position* includes all of the District's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual reported as net position. Over time, changes in net position may provide a useful indicator of whether the financial position of the District as a whole is improving or deteriorating.

Accounting standards establish three components of net position. The net investment in capital assets component represents the District's investments in capital assets, less any outstanding debt or other borrowings used to acquire those assets. Resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The restricted component of net position consists of financial resources that are restricted for a specific purpose by enabling legislation or external parties. The unrestricted component of net position represents resources not included in the other components.

***Brazos County Municipal Utility District No. 1  
Management's Discussion and Analysis  
November 30, 2022***

The *Statement of Activities* reports how the District's net position has changed during the fiscal year. All revenues and expenses are included on this statement, regardless of whether cash has been received or paid.

**Fund Financial Statements**

The fund financial statements include the *Governmental Funds Balance Sheet* and the *Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. The focus of fund financial statements is on specific activities of the District rather than the District as a whole, reported using modified accrual accounting. These statements report on the District's use of available financial resources and the balances of available financial resources at the end of the year. 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, governmental statutes or regulations.

For further discussion on the government-wide and fund financial statements, please refer to Note 1 in the financial statements.

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

The District's net position at November 30, 2022, was negative \$17,203,773. The District's net position is negative because the District incurs debt to construct water and sewer facilities which it conveys to the City of College Station and roads which it conveys to Brazos County. A comparative summary of the District's overall financial position, as of November 30, 2022 and 2021, is as follows:

	2022	2021
Current and other assets	\$ 866,663	\$ 526,025
Capital assets	8,451,046	6,304,720
Total assets	<u>9,317,709</u>	<u>6,830,745</u>
Current liabilities	267,159	511,774
Long-term liabilities	25,611,152	13,264,206
Total liabilities	<u>25,878,311</u>	<u>13,775,980</u>
Total deferred inflows of resources	<u>643,171</u>	<u>352,679</u>
Net position		
Net investment in capital assets	(610,043)	(358,142)
Restricted	56,285	63,003
Unrestricted	(16,650,015)	(7,002,775)
Total net position	<u>\$ (17,203,773)</u>	<u>\$ (7,297,914)</u>

***Brazos County Municipal Utility District No. 1  
Management's Discussion and Analysis  
November 30, 2022***

The total net position of the District decreased during the current fiscal year by \$9,905,859. A comparative summary of the District's *Statement of Activities* for the past two years is as follows:

	<u>2022</u>	<u>2021</u>
Revenues		
Property taxes, penalties and interest	\$ 350,799	\$ 206,183
Other	3,207	101
Total revenues	<u>354,006</u>	<u>206,284</u>
Expenses		
Operating and administrative	302,996	238,815
Debt interest and fees	88,362	54,830
Developer interest	112,359	
Debt issuance costs	145,195	
Depreciation	96,825	49,782
Total expenses	<u>745,737</u>	<u>343,427</u>
Change in net position before other item	(391,731)	(137,143)
Other item		
Transfers to other governments	<u>(9,514,128)</u>	<u>(850,931)</u>
Change in net position	(9,905,859)	(988,074)
Net position, beginning of year	<u>(7,297,914)</u>	<u>(6,309,840)</u>
Net position, end of year	<u>\$ (17,203,773)</u>	<u>\$ (7,297,914)</u>

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

The District's combined fund balances, as of November 30, 2022, were \$65,279, which consists of \$9,603 in the General Fund, \$80,231 in the Debt Service Fund and negative \$24,555 in the Capital Projects Fund.

*General Fund*

A comparative summary of the General Fund's financial position as of November 30, 2022 and 2021 is as follows:

	<u>2022</u>	<u>2021</u>
Total assets	<u>\$ 548,902</u>	<u>\$ 346,868</u>
Total liabilities	\$ 134,101	\$ 413,047
Total deferred inflows	405,198	250,402
Total fund balance	9,603	(316,581)
Total liabilities, deferred inflows and fund balance	<u>\$ 548,902</u>	<u>\$ 346,868</u>

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Management's Discussion and Analysis  
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A comparative summary of the General Fund's activities for the current and prior fiscal year is as follows:

	<u>2022</u>	<u>2021</u>
Total revenues	\$ 249,096	\$ 132,074
Total expenditures	<u>(192,198)</u>	<u>(222,408)</u>
Revenues over/(under) expenditures	56,898	(90,334)
Other changes in fund balance	<u>269,286</u>	<u>36,430</u>
Net change in fund balance	<u>\$ 326,184</u>	<u>\$ (53,904)</u>

The District manages its activities with the objectives of ensuring that expenditures will be adequately covered by revenues each year and that an adequate fund balance is maintained. The District's primary financial resources in the General Fund are from a property tax levy and developer advances. Financial resources are influenced by a variety of factors each year:

- Property tax revenues are dependent upon assessed values in the District and the maintenance tax rate set by the District. The 2021 levy was recognized as revenues in the 2022 fiscal year, while the 2020 levy was recognized in the 2021 fiscal year (to the extent that these amounts were collected). Property tax revenues increased from prior year because the District increased the maintenance and operations component of the levy and because assessed values increased from prior year.
- Developers in the District advance funds to the District as needed to pay operating costs.

*Debt Service Fund*

A comparative summary of the Debt Service Fund's financial position as of November 30, 2022 and 2021 is as follows:

	<u>2022</u>	<u>2021</u>
Total assets	<u>\$ 318,204</u>	<u>\$ 179,157</u>
Total liabilities	\$ -	\$ 296
Total deferred inflows	237,973	102,277
Total fund balance	<u>80,231</u>	<u>76,584</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 318,204</u>	<u>\$ 179,157</u>

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A comparative summary of the Debt Service Fund's activities for the current and prior fiscal year is as follows:

	<u>2022</u>	<u>2021</u>
Total revenues	\$ 104,711	\$ 75,158
Total expenditures	<u>(143,257)</u>	<u>(107,819)</u>
Revenues under expenditures	(38,546)	(32,661)
Other changes in fund balance	42,193	
Net change in fund balance	<u>\$ 3,647</u>	<u>\$ (32,661)</u>

The District's financial resources in the Debt Service Fund in both the current year and prior year are from property tax revenues. During the current year, financial resources also included capitalized interest from the sale of bonds. The difference between these financial resources and debt service requirements resulted in a decrease in fund balance each year. It is important to note that the District sets its annual debt service tax rate as recommended by its financial advisor, who monitors projected cash flows in the Debt Service Fund to ensure that the District will be able to meet its future debt service requirements.

*Capital Projects Fund*

A comparative summary of the Capital Projects Fund's financial position as of November 30, 2022 and 2021 is as follows:

	<u>2022</u>	<u>2021</u>
Total assets	<u>\$ 6,737</u>	<u>\$ -</u>
Total liabilities	\$ 31,292	\$ 39,850
Total fund balance	<u>(24,555)</u>	<u>(39,850)</u>
Total liabilities and fund balance	<u>\$ 6,737</u>	<u>\$ -</u>

The negative fund balance in the District's Capital Projects Fund is due to the accrual of construction related legal fees incurred in the current fiscal year. These invoices will be paid from future bond proceeds.

A comparative summary of activities in the Capital Projects Fund for the current and prior fiscal year is as follows:

	<u>2022</u>	<u>2021</u>
Total revenues	\$ 199	\$ 2
Total expenditures	<u>(1,319,275)</u>	<u>(2)</u>
Revenues over/(under) expenditures	(1,319,076)	-
Other changes in fund balance	1,334,371	(6,430)
Net change in fund balance	<u>\$ 15,295</u>	<u>\$ (6,430)</u>

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During the current fiscal year, capital asset activity was financed with proceeds from the issuance of its Series 2022 Unlimited Tax Bonds. The District did not have any significant capital asset activity in the prior year.

**General Fund Budgetary Highlights**

The Board of Directors adopts an annual unappropriated budget for the General Fund prior to the beginning of each fiscal year. The Board did not amend the budget during the fiscal year.

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$309,684 greater than budgeted. The *Budgetary Comparison Schedule* on page 36 of this report provides variance information per financial statement line item.

**Capital Assets**

The District has entered into financing agreements with its developers for the financing of the construction of capital assets within the District. Developers will be reimbursed from proceeds of future bond issues or other lawfully available funds. These developer funded capital assets are recorded on the District's financial statements upon completion of construction.

Capital assets held by the District at November 30, 2022 and 2021 are summarized as follows:

	<u>2022</u>	<u>2021</u>
Capital assets not being depreciated		
Land and improvements	\$ 4,260,836	\$ 4,239,068
Capital assets being depreciated		
Drainage facilities	4,410,822	2,189,439
Landscaping improvements	<u>22,560</u>	<u>22,560</u>
	<u>4,433,382</u>	<u>2,211,999</u>
Less accumulated depreciation		
Drainage facilities	(239,788)	(144,091)
Landscaping improvements	<u>(3,384)</u>	<u>(2,256)</u>
	<u>(243,172)</u>	<u>(146,347)</u>
Depreciable capital assets, net	<u>4,190,210</u>	<u>2,065,652</u>
Capital assets, net	<u>\$ 8,451,046</u>	<u>\$ 6,304,720</u>

Capital asset additions during the current year include drainage to serve Southern Pointe, Sections 101, 102, 103, 104, 119, 120, 200 and 201, and detention pond C.

The District and the City of College Station (the "City") have entered into an agreement which obligates the District to construct water and wastewater facilities to serve the District and, when completed, to convey title to the facilities to the City. Additional information is presented in Note 10.

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Additionally, the District and Brazos County (the “County”) have entered into an agreement for the construction of road facilities within the boundaries of the District and, when completed, to convey title to the facilities to the County for acceptance into the County system. Additional information is presented in Note 11.

Accordingly, these public water, sewer, and road facilities are not considered assets of the District. The estimated value of these assets is recorded as transfers to other governments upon completion of construction. This estimated cost is trued-up when the developers are reimbursed. For the year ended November 30, 2022, capital assets in the amount of \$9,514,128 have been completed and recorded as to other governments in the government-wide statements. Additional information is presented in Note 9.

**Long-Term Debt and Related Liabilities**

As of November 30, 2022, the District owes approximately \$22,191,152 to developers for completed projects and operating advances. The initial cost of the completed project and related liability is estimated based on actual construction costs plus 10-15% for engineering and other fees and is recorded on the District’s financial statements upon completion of construction. As discussed in Note 6, the District has an additional commitment in the amount of \$12,366,945 for projects under construction by the developers. As noted, the District will owe its developer for these projects upon completion of construction. The District intends to reimburse the developer from proceeds of future bond issues or other lawfully available funds. The estimated cost of amounts owed to the developer is trued up when the developer is reimbursed.

At November 30, 2022 and 2021, the District had total bonded debt outstanding as shown below:

Series	2022	2021
2020 Road	\$ 1,915,000	\$ 1,960,000
2022	1,590,000	
	<u>\$ 3,505,000</u>	<u>\$ 1,960,000</u>

During the current year, the District issued \$1,590,000 in unlimited tax bonds. At November 30, 2022, the District had \$234,010,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and the refunding of such bonds; and \$102,060,000 for road improvements and the refunding of such bonds.

**Next Year’s Budget**

In establishing the budget for the next fiscal year, the Board considered various economic factors that may affect the District, most notably projected revenues from property taxes and the projected cost of operating the District.

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A comparison of next year's budget to current year actual amounts for the General Fund is as follows:

	<u>2022 Actual</u>	<u>2023 Budget</u>
Total revenues	\$ 249,096	\$ 397,226
Total expenditures	<u>(192,198)</u>	<u>(266,100)</u>
Revenues over expenditures	56,898	131,126
Other changes in fund balance	<u>269,286</u>	<u>                    </u>
Net change in fund balance	326,184	131,126
Beginning fund balance	<u>(316,581)</u>	<u>9,603</u>
Ending fund balance	<u><u>\$ 9,603</u></u>	<u><u>\$ 140,729</u></u>

**Property Taxes**

The District's property tax base increased approximately \$29,298,000 for the 2022 tax year from \$35,019,506 to \$64,317,078. This increase was primarily due to new construction in the District and increased property values. For the 2022 tax year, the District has levied a maintenance tax rate of \$0.63 per \$100 of assessed value, a water, sewer and drainage debt service tax rate of \$0.095 and a road debt service tax rate of \$0.275 per \$100 of assessed value, for a total combined tax rate of \$1.00 per \$100 of assessed value. Tax rates for the 2021 tax year were \$0.71 per \$100 for maintenance and operations and \$0.29 per \$100 for road debt service for a combined total of \$1.00 per \$100 of assessed value..



## **Basic Financial Statements**

**Brazos County Municipal Utility District No. 1**  
**Statement of Net Position and Governmental Funds Balance Sheet**  
**November 30, 2022**

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
<b>Assets</b>						
Cash	\$ 28,770	\$ 72,670	\$ -	\$ 101,440	\$ -	\$ 101,440
Investments	46,355	124,268	6,737	177,360		177,360
Taxes receivable, net	360,765	211,878		572,643		572,643
Internal balances	97,818	(90,638)	(7,180)			
Other receivables		26		26		26
Restricted assets:						
Road maintenance fund	15,194			15,194		15,194
Capital assets not being depreciated					4,260,836	4,260,836
Capital assets, net					4,190,210	4,190,210
<b>Total Assets</b>	<b>\$ 548,902</b>	<b>\$ 318,204</b>	<b>\$ (443)</b>	<b>\$ 866,663</b>	<b>8,451,046</b>	<b>9,317,709</b>
<b>Liabilities</b>						
Accounts payable	\$ 15,600	\$ -	\$ -	\$ 15,600		15,600
Other payables	361			361		361
Accrued legal expenses	104,220		24,112	128,332		128,332
Road maintenance fund advance	13,920			13,920		13,920
Accrued interest payable					23,946	23,946
Due to developers					22,191,152	22,191,152
Long-term debt						
Due within one year					85,000	85,000
Due after one year					3,420,000	3,420,000
<b>Total Liabilities</b>	<b>134,101</b>		<b>24,112</b>	<b>158,213</b>	<b>25,720,098</b>	<b>25,878,311</b>
<b>Deferred Inflows of Resources</b>						
Deferred property taxes	405,198	237,973		643,171		643,171
<b>Fund Balances/Net Position</b>						
<b>Fund Balances</b>						
Restricted		80,231		80,231	(80,231)	
Unassigned	9,603		(24,555)	(14,952)	14,952	
<b>Total Fund Balances</b>	<b>9,603</b>	<b>80,231</b>	<b>(24,555)</b>	<b>65,279</b>	<b>(65,279)</b>	
<b>Total Liabilities, Deferred Inflows of Resources and Fund Balances</b>	<b>\$ 548,902</b>	<b>\$ 318,204</b>	<b>\$ (443)</b>	<b>\$ 866,663</b>		
<b>Net Position</b>						
Net investment in capital assets					(610,043)	(610,043)
Restricted for debt service					56,285	56,285
Unrestricted					(16,650,015)	(16,650,015)
<b>Total Net Position</b>					<b>\$ (17,203,773)</b>	<b>\$ (17,203,773)</b>

See notes to basic financial statements.

**Brazos County Municipal Utility District No. 1**

**Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances**

**For the Year Ended November 30, 2022**

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
<b>Revenues</b>						
Property taxes	\$ 248,370	\$ 101,557	\$ -	\$ 349,927	\$ -	\$ 349,927
Penalties and interest		872		872		872
Miscellaneous		327		327		327
Investment earnings	726	1,955	199	2,880		2,880
<b>Total Revenues</b>	<b>249,096</b>	<b>104,711</b>	<b>199</b>	<b>354,006</b>		<b>354,006</b>
<b>Expenditures/Expenses</b>						
Operating and administrative						
Professional fees	134,992		90,538	225,530		225,530
Contracted services	36,094	11,632		47,726		47,726
Administrative	8,535	1,915		10,450		10,450
Other	12,577	6,713		19,290		19,290
Capital outlay			971,183	971,183	(971,183)	
Debt service						
Principal		45,000		45,000	(45,000)	
Interest and fees		77,997		77,997	10,365	88,362
Developer interest			112,359	112,359		112,359
Debt issuance costs			145,195	145,195		145,195
Depreciation					96,825	96,825
<b>Total Expenditures/Expenses</b>	<b>192,198</b>	<b>143,257</b>	<b>1,319,275</b>	<b>1,654,730</b>	<b>(908,993)</b>	<b>745,737</b>
<b>Revenues Over/(Under) Expenditures/Expenses</b>	<b>56,898</b>	<b>(38,546)</b>	<b>(1,319,076)</b>	<b>(1,300,724)</b>	<b>908,993</b>	<b>(391,731)</b>
<b>Other Financing Sources/(Uses)</b>						
Proceeds from sale of bonds		42,193	1,547,807	1,590,000	(1,590,000)	
Developer advances	117,000			117,000	(117,000)	
Repayment of developer advances			(61,150)	(61,150)	61,150	
Internal transfers	152,286		(152,286)			
<b>Other Item</b>						
Transfers to other governments					(9,514,128)	(9,514,128)
<b>Net Change in Fund Balances</b>	<b>326,184</b>	<b>3,647</b>	<b>15,295</b>	<b>345,126</b>	<b>(345,126)</b>	
<b>Change in Net Position</b>					<b>(9,905,859)</b>	<b>(9,905,859)</b>
Fund Balances/Net Position						
Beginning of the year	(316,581)	76,584	(39,850)	(279,847)	(7,018,067)	(7,297,914)
<b>End of the year</b>	<b>\$ 9,603</b>	<b>\$ 80,231</b>	<b>\$ (24,555)</b>	<b>\$ 65,279</b>	<b>\$ (17,269,052)</b>	<b>\$ (17,203,773)</b>

See notes to basic financial statements.

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## **Note 1 – Summary of Significant Accounting Policies**

The accounting policies of Brazos County Municipal Utility District No. 1 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”). The following is a summary of the most significant policies:

### **Creation**

The District was organized, created and established pursuant to an order of the Texas Commission on Environmental Quality, dated January 14, 2015, and operates in accordance with the Texas Water Code, Chapters 49 and 54. The Board of Directors held its first meeting on January 29, 2015 and the first bonds were issued on September 24, 2020.

The District’s primary activities include construction of water, sewer, drainage, and road facilities within the District. As further discussed in Note 10 and 11, the District transfers its water and sewer facilities to the City of College Station for operation and maintenance upon completion of construction and road facilities to Brazos County for acceptance into the public road system. The consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

### **Reporting Entity**

The District is a political subdivision of the State of Texas governed by an elected five-member board. The GASB has established the criteria for determining the reporting entity for financial statement reporting purposes. To qualify as a primary government, a government must have a separately elected governing body, be legally separate, and be fiscally independent of other state and local governments, while a component unit is a legally separate government for which the elected officials of a primary government are financially accountable. Fiscal independence implies that the government has the authority to adopt a budget, levy taxes, set rates, and/or issue bonds without approval from other governments. Under these criteria, the District is considered a primary government and is not a component unit of any other government. Additionally, no other entities meet the criteria for inclusion in the District’s financial statements as component units.

### **Government-Wide and Fund Financial Statements**

Government-wide financial statements display information about the District as a whole. These statements focus on the sustainability of the District as an entity and the change in aggregate financial position resulting from the activities of the fiscal period. Interfund activity, if any, has been removed from these statements. These aggregated statements consist of the *Statement of Net Position* and the *Statement of Activities*.

**Note 1 – Summary of Significant Accounting Policies (continued)**

**Government-Wide and Fund Financial Statements (continued)**

Fund financial statements display information at the individual fund level. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for a specific purpose. Each fund is considered to be a separate accounting entity. Most governments typically have many funds; however, governmental financial statements focus on the most important or “major” funds with non-major funds aggregated in a single column. The District has three governmental funds, which are all considered major funds.

The following is a description of the various funds used by the District:

- The General Fund is used to account for the operations of the District and all other financial transactions not reported in other funds. The principal sources of revenue are property taxes. Expenditures include costs associated with the daily operations of the District.
- The Debt Service Fund is used to account for the payment of interest and principal on the District’s general long-term debt. The primary source of revenue for debt service is property taxes and capitalized interest from the sale of bonds. Expenditures include costs incurred in assessing and collecting these taxes.
- The Capital Projects Fund is used to account for the expenditures of bond proceeds for the construction of the District’s water, sewer and drainage facilities and road improvements.

As a special-purpose government engaged in a single governmental program, the District has opted to combine its government-wide and fund financial statements in a columnar format showing an adjustments column for reconciling items between the two.

**Measurement Focus and Basis of Accounting**

The government-wide financial statements use the economic resources measurement focus and the full accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied.

The fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recognized in the accounting period in which it becomes both available and measurable to finance expenditures of the current period. For this purpose, the government considers revenues to be available if they are collected within sixty days of the end of the current fiscal period. Revenues susceptible to accrual include property taxes and interest earned on investments. Property taxes receivable at the end of the fiscal year are treated as deferred inflows because they are not considered available to pay liabilities of the current period. Expenditures are recognized in the accounting period in which the liability is incurred, if measurable, except for unmatured interest on long-term debt, which is recognized when due.

**Note 1 – Summary of Significant Accounting Policies (continued)**

**Measurement Focus and Basis of Accounting (continued)**

Note 2 further details the adjustments from the governmental fund presentation to the government-wide presentation.

**Use of Restricted Resources**

When both restricted and unrestricted resources are available for use, the District uses restricted resources first, then unrestricted resources as they are needed.

**Receivables**

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. Receivables from and payables to external parties are reported separately and are not offset, unless a legal right of offset exists. At November 30, 2022, an allowance of \$1,900 was provided for possible uncollectible property taxes.

**Interfund Activity**

During the course of operations, transactions occur between individual funds. This can include internal transfers, payables and receivables. This activity is combined as internal balances and is eliminated in both the government-wide and fund financial statement presentation.

**Capital Assets**

Capital assets do not provide financial resources at the fund level, and, therefore, are reported only in the government-wide statements. The District defines capital assets as assets with an initial cost of \$50,000 or more and an estimated useful life in excess of one year. Capital assets are recorded at historical cost or estimated historical cost. Donated capital assets are recorded at acquisition value, which is the price that would be paid to acquire the asset on the acquisition date. The District has not capitalized interest incurred during the construction of its capital assets. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend asset lives are not capitalized.

Depreciable capital assets, which primarily consists of drainage facilities, are depreciated using the straight-line method as follows:

<u>Assets</u>	<u>Useful Life</u>
Infrastructure	45 years
Landscaping improvements	20 years

The District's detention facilities and drainage channels are considered improvements to land and are non-depreciable.

**Note 1 – Summary of Significant Accounting Policies (continued)**

**Deferred Inflows and Outflows of Financial Resources**

A deferred inflow of financial resources is the acquisition of resources in one period that is applicable to a future period, while a deferred outflow of financial resources is the consumption of financial resources in one period that is applicable to a future period. A deferred inflow results from the acquisition of an asset without a corresponding revenue or assumption of a liability. A deferred outflow results from the use of an asset without a corresponding expenditure or reduction of a liability.

At the fund level, property taxes receivable not collected within 60 days of fiscal year end do not meet the availability criteria required for revenue recognition and are recorded as deferred inflows of financial resources. Additionally, collections of the 2022 property tax levy are not considered current year revenues and, consequently, are also reported as deferred property taxes.

Deferred inflows of financial resources at the government-wide level consist of the 2022 property tax levy, which was levied to finance the 2023 fiscal year.

**Net Position – Governmental Activities**

Governmental accounting standards establish the following three components of net position:

Net investment in capital assets – represents the District’s investments in capital assets, less any outstanding debt or other borrowings used to acquire those assets.

Restricted – consists of financial resources that are restricted for a specific purpose by enabling legislation or external parties.

Unrestricted – resources not included in the other components.

**Fund Balances – Governmental Funds**

Governmental accounting standards establish the following fund balance classifications:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District does not have any nonspendable fund balances.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District’s restricted fund balances consist of property taxes levied for debt service in the Debt Service Fund.



**Note 1 – Summary of Significant Accounting Policies (continued)**

**Fund Balances – Governmental Funds (continued)**

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. Committed fund balance also incorporates contractual obligations to the extent that existing resources in the fund have been specifically committed for use in satisfying those contractual requirements. The District does not have any committed fund balances.

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. The District has not adopted a formal policy regarding the assignment of fund balances and does not have any assigned fund balances.

Unassigned - all other spendable amounts in the General Fund and deficit balances in other funds.

When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses/expenditures during the period reported. These estimates include, among others, the collectability of receivables; the useful lives and impairment of capital assets; the value of amounts due to developer; the value of capital assets transferred to the City of College Station and Brazos County and the value of capital assets for which the developer has not been fully reimbursed. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Actual results could differ from the estimates.

***Brazos County Municipal Utility District No. 1***  
***Notes to Financial Statements***  
***November 30, 2022***

**Note 2 – Adjustment from Governmental to Government-wide Basis**

**Reconciliation of the *Governmental Funds Balance Sheet* to the *Statement of Net Position***

Total fund balances, governmental funds	\$	65,279
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Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.

Historical cost	\$ 8,694,218	
Less accumulated depreciation	<u>(243,172)</u>	
Change due to capital assets		8,451,046

Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. The difference consists of:

Bonds payable	(3,505,000)	
Interest payable on bonds	<u>(23,946)</u>	
Change due to long-term debt		(3,528,946)

Amounts due to the District's developers for prefunded construction and operating advances are recorded as a liability in the *Statement of Net Position*.

(22,191,152)

Total net position - governmental activities	\$	<u><u>(17,203,773)</u></u>
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***Brazos County Municipal Utility District No. 1***  
***Notes to Financial Statements***  
***November 30, 2022***

**Note 2 – Adjustment from Governmental to Government-wide Basis (continued)**

***Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities***

Net change in fund balances - total governmental funds \$ 345,126

Governmental funds report capital outlays for developer reimbursements and construction costs as expenditures in the funds; however, in the *Statement of Activities*, the cost of capital assets is charged to expense over the estimated useful life of the asset.

Capital outlays	\$ 971,183	
Depreciation expense	(96,825)	
		874,358

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, neither transaction has any effect on net assets. Other elements of debt financing are reported differently between the fund and government wide statements.

Issuance of long term debt	(1,590,000)	
Principal payments	45,000	
Interest expense accrual	(10,365)	
		(1,555,365)

Amounts received from the District's developers for operating advances provide financial resources at the fund level, but are recorded as a liability in the *Statement of Net Position*. (117,000)

Amounts repaid to the District's developer for operating advances use financial resources at the fund level, but reduce the liability in the *Statement of Net Position*. 61,150

The District conveys its water and sewer facilities to the City of College Station and public roads to Brazos County upon completion of construction. Since these improvements are funded by the developers, financial resources are not expended in the fund financial statements; however, in the *Statement of Activities*, these amounts are reported as transfers to other governments. (9,514,128)

Change in net position of governmental activities		\$ (9,905,859)
---	--	----------------

### **Note 3 – Deposits and Investments**

#### **Deposit Custodial Credit Risk**

Custodial credit risk as it applies to deposits (i.e. cash) is the risk that, in the event of the failure of the depository institution, a government will not be able to recover its deposits or will not be able to recover collateral securities. The *Public Funds Collateral Act* (Chapter 2257, Texas Government Code) requires that all of the District's deposits with financial institutions be covered by federal depository insurance and, if necessary, pledged collateral held by a third-party custodian. The act further specifies the types of securities that can be used as collateral. The District's written investment policy establishes additional requirements for collateralization of deposits.

#### **Restricted Cash**

As discussed in Note 11, the District has entered into an interlocal and funding agreement for the maintenance of roads and a related escrow agreement with Brazos County and its developer Southern Pointe LLC. Pursuant to the agreements, the District has \$15,194 in the General Fund, which is restricted for the maintenance of public roads.

#### **Investments**

The District is authorized by the *Public Funds Investment Act* (Chapter 2256, Texas Government Code) to invest in the following: (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including Federal Home Loan Banks, (2) direct obligations of the State of Texas or its agencies and instrumentalities, (3) certain collateralized mortgage obligations, (4) other obligations, which are unconditionally guaranteed or insured by the State of Texas or the United States or its agencies or 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, (5) certain A rated or higher obligations of states and political subdivisions of any state, (6) bonds issued, assumed or guaranteed by the State of Israel, (7) certain insured or collateralized certificates of deposit and share certificates, (8) certain fully collateralized repurchase agreements, (9) bankers' acceptances with limitations, (10) commercial paper rated A-1 or P-1 or higher and a maturity of 270 days or less, (11) no-load money market mutual funds and no-load mutual funds, with limitations, (12) certain guaranteed investment contracts, (13) certain qualified governmental investment pools and (14) a qualified securities lending program.

The District has adopted a written investment policy to establish the principles by which the District's investment program should be managed. This policy further restricts the types of investments in which the District may invest.

**Brazos County Municipal Utility District No. 1**  
**Notes to Financial Statements**  
**November 30, 2022**

**Note 3 – Deposits and Investments (continued)**

As of November 30, 2022, the District’s investments consist of the following:

Type	Fund	Carrying Value	Rating	Weighted Average Maturity
TexPool	General Fund	\$ 46,355	AAAm	20 days
	Debt Service	124,268		
	Capital Projects	6,737		
		<u>\$ 177,360</u>		

**TexPool**

The District participates in TexPool, the Texas Local Government Investment Pool. The State Comptroller of Public Accounts exercises oversight responsibility of TexPool, which includes (1) the ability to significantly influence operations, (2) designation of management and (3) accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed of both participants in TexPool and other persons who do not have a business relationship with TexPool. The Advisory Board members review the investment policy and management fee structure.

As permitted by GAAP, TexPool uses amortized cost (which excludes unrealized gains and losses) rather than market value to compute share price and seeks to maintain a constant dollar value per share. Accordingly, the fair value of the District’s position in TexPool is the same as the value of TexPool shares. Investments in TexPool may be withdrawn on a same day basis, as long as the transaction is executed by 3:30 p.m.

**Investment Credit and Interest Rate Risk**

Investment credit risk is the risk that the investor may not recover the value of an investment from the issuer, while interest rate risk is the risk that the value of an investment will be adversely affected by changes in interest rates. The District’s investment policies do not address investment credit and interest rate risk beyond the rating and maturity restrictions established by state statutes.

**Note 4 – Interfund Balances and Transactions**

Amounts due to/from other funds at November 30, 2022, consist of the following:

Receivable Fund	Payable Fund	Amounts	Purpose
General Fund	Debt Service Fund	\$ 90,638	Maintenance tax collections not remitted as of year end
General Fund	Capital Projects Fund	7,180	Professional fees related to the issuance of debt

**Brazos County Municipal Utility District No. 1**  
**Notes to Financial Statements**  
**November 30, 2022**

**Note 4 – Interfund Balances and Transactions (continued)**

Amounts reported as internal balances between funds are considered temporary balances and will be paid during the following fiscal year.

A summary of internal transfers for the current fiscal year is as follows:

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amounts</u>	<u>Purpose</u>
Capital Projects Fund	General Fund	\$ 152,286	Reimburse legal fees accrued in previous fiscal years

**Note 5 – Capital Assets**

A summary of changes in capital assets, for the year ended November 30, 2022, is as follows:

	<u>Beginning Balances</u>	<u>Additions/ Adjustments</u>	<u>Ending Balances</u>
Capital assets not being depreciated			
Land and improvements	\$ 4,239,068	\$ 21,768	\$ 4,260,836
Capital assets being depreciated			
Drainage facilities	2,189,439	2,221,383	4,410,822
Landscaping improvements	22,560		22,560
	<u>2,211,999</u>	<u>2,221,383</u>	<u>4,433,382</u>
Less accumulated depreciation			
Drainage facilities	(144,091)	(95,697)	(239,788)
Landscaping improvements	(2,256)	(1,128)	(3,384)
	<u>(146,347)</u>	<u>(96,825)</u>	<u>(243,172)</u>
Subtotal depreciable capital assets, net	<u>2,065,652</u>	<u>2,124,558</u>	<u>4,190,210</u>
Capital assets, net	<u>\$ 6,304,720</u>	<u>\$ 2,146,326</u>	<u>\$ 8,451,046</u>

Depreciation expense for the current year was \$96,825.

**Note 6 – Due to Developers**

The District has entered into financing agreements with its developers for the financing of the construction of water, sewer, and drainage facilities, and road improvements. Under the agreements, the developers will advance funds for the construction of facilities to serve the District. The developers will be reimbursed from proceeds of future bond issues or other lawfully available funds, subject to approval by TCEQ, as applicable. The District does not record the capital asset and related liability on the government-wide statements until construction of the facilities is complete. The initial cost is estimated based on construction costs plus 10-15% for engineering and other fees. Estimates are trued up when the developer is reimbursed.

**Brazos County Municipal Utility District No. 1**  
**Notes to Financial Statements**  
**November 30, 2022**

**Note 6 – Due to Developers (continued)**

The District’s developers have also advanced funds to the District for operating expenses.

Changes in the estimated amounts due to developers during the year are as follows:

Due to developers, beginning of year	\$ 11,349,206
Developer reimbursements	(971,183)
Repayment of developer advances	(61,150)
Developer funded construction and adjustments	11,757,279
Operating advances from developers	117,000
Due to developers, end of year	<u>\$ 22,191,152</u>

In addition, the District will owe the developers approximately \$12,366,945, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and verified by the District’s auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

	Contract Amount	Percentage Completed
Clearing, grubbing and mass grading no. 2	\$ 3,537,140	21.40%
Clearing, grubbing and mass grading no. 3 Southern Pointe	1,724,110	44.20%
Section 106 - utilities and paving	1,043,455	0.00%
Section 111 - utilities and paving	3,198,330	40.30%
Section 400 - utilities and paving	1,383,330	44.70%
Section 401 - water and sewer	204,475	93.70%
Detention Pond E	1,276,105	56.70%
	<u>\$ 12,366,945</u>	

**Note 7 – Long-Term Debt**

Long-term debt is comprised of the following:

Bonds payable	<u>\$ 3,505,000</u>
Due within one year	<u>\$ 85,000</u>

**Brazos County Municipal Utility District No. 1**  
**Notes to Financial Statements**  
**November 30, 2022**

**Note 7 – Long-Term Debt (continued)**

The District’s bonds payable at November 30, 2022, consists of unlimited tax bonds as follows:

Series	Amounts Outstanding	Original Issue	Interest Rates	Maturity Date, Serially, Beginning/ Ending	Interest Payment Dates	Call Dates
2020 Road	\$ 1,915,000	\$ 2,000,000	1.50% - 3.15%	September 1, 2021/2050	March 1, September 1	September 1, 2026
2022	1,590,000	1,590,000	2.0% - 3.0%	September 1, 2023/2046	March 1, September 1	September 1, 2027
	<u>\$ 3,505,000</u>					

Payments of principal and interest on all series of bonds are to be provided from taxes levied on all properties within the District. Investment income realized by the Debt Service Fund from investment of idle funds will be used to pay outstanding bond principal and interest. The District is in compliance with the terms of its bond resolutions.

At November 30, 2022, the District had authorized but unissued bonds in the amount of \$234,010,000 for water, sewer and drainage facilities and the refunding of such bonds; and \$102,060,000 for road bonds and the refunding of such bonds.

On February 9, 2022, the District issued its \$1,590,000 Series 2022 Unlimited Tax Bonds at a net effective interest rate of 2.989783%. Proceeds of the bonds were used (1) to reimburse developers for the cost of capital assets constructed within the District and the related engineering; the acquisition of land for certain District facilities; operating advances; and creation costs, (2) to pay developer interest at the net effective interest rate of the bonds and (3) to pay capitalized interest into the Debt Service Fund.

The change in the District’s long-term debt during the year is as follows:

Bonds payable, beginning of year	\$ 1,960,000
Bonds issued	1,590,000
Bonds retired	(45,000)
Bonds payable, end of year	<u>\$ 3,505,000</u>



*Brazos County Municipal Utility District No. 1*  
*Notes to Financial Statements*  
*November 30, 2022*

**Note 7 – Long-Term Debt (continued)**

As of November 30, 2022, annual debt service requirements on bonds outstanding are as follows:

Year	Principal	Interest	Totals
2023	\$ 85,000	\$ 95,785	\$ 180,785
2024	85,000	94,198	179,198
2025	95,000	92,554	187,554
2026	95,000	90,654	185,654
2027	100,000	88,754	188,754
2028	105,000	86,699	191,699
2029	105,000	84,489	189,489
2030	115,000	82,224	197,224
2031	115,000	79,615	194,615
2032	125,000	76,878	201,878
2033	125,000	73,688	198,688
2034	135,000	70,433	205,433
2035	135,000	66,685	201,685
2036	130,000	62,938	192,938
2037	130,000	59,213	189,213
2038	140,000	55,488	195,488
2039	140,000	51,475	191,475
2040	150,000	47,275	197,275
2041	150,000	42,775	192,775
2042	160,000	38,275	198,275
2043	165,000	33,400	198,400
2044	175,000	28,375	203,375
2045	180,000	23,045	203,045
2046	185,000	17,560	202,560
2047	90,000	11,925	101,925
2048	95,000	9,135	104,135
2049	95,000	6,143	101,143
2050	100,000	3,150	103,150
	<u>\$ 3,505,000</u>	<u>\$ 1,572,828</u>	<u>\$ 5,077,828</u>

**Note 8 – Property Taxes**

On November 3, 2015, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.00 per \$100 of assessed value. In addition, the voters authorized the District’s Board of Directors to levy a road maintenance tax limited to \$0.25 per \$100 of assessed value. The District’s bond resolutions require that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying the cost of assessing and collecting taxes. Taxes levied to finance debt service requirements on long-term debt are without limitation as to rate or amount.

**Brazos County Municipal Utility District No. 1**  
**Notes to Financial Statements**  
**November 30, 2022**

**Note 8 – Property Taxes (continued)**

All property values and exempt status, if any, are determined by the Brazos Central Appraisal District. Assessed values are determined as of January 1 of each year, at which time a tax lien attaches to the related property. Taxes are levied around October/November, are due upon receipt and are delinquent the following February 1. Penalty and interest attach thereafter.

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2022 fiscal year was financed through the 2021 tax levy, pursuant to which the District levied property taxes of \$1.00 per \$100 of assessed value, of which \$0.71 was allocated to maintenance and operations and \$0.29 was allocated to road debt service. The resulting tax levy was \$350,195 on the adjusted taxable value of \$35,019,506.

Property taxes levied each October are intended to finance the next fiscal year and are, therefore, not considered available for the District’s use during the current fiscal year. Consequently, 2022 levy collections in the amount of \$70,528 have been included with deferred property taxes and are recorded as deferred inflows of resources on the *Governmental Funds Balance Sheet*. On the government-wide *Statement of Net Position*, the full 2022 tax levy of \$643,171 is reported as deferred inflows. These amounts will be recognized as revenue in 2023.

Net property taxes receivable, at November 30, 2022, consisted of the following:

Current year taxes receivable	\$ 572,643
Prior years taxes receivable	1,900
Less allowance for uncollectible accounts	(1,900)
Net property taxes receivable	<u>\$ 572,643</u>

**Note 9 – Transfers to Other Governments**

In accordance with an agreement between the District and the City of College Station (the “City”), the District transfers its water and sewer facilities to the City for operation and maintenance upon completion of construction. See Note 10 for additional information.

Additionally, the District and Brazos County (the “County”) have entered into an agreement for the construction of road facilities within the boundaries of the District and, when completed, to convey title to the facilities to the County for acceptance into the County public road system. See Note 11 for additional information.

Accordingly, the District does not record these capital assets in the *Statement of Net Position*, but instead reports the completed projects as transfers to other governments on the *Statement of Activities*. The estimated cost of each project is trued-up when the developers are subsequently reimbursed. For the year ended November 30, 2022, the District reported transfers to other governments in the amount of \$9,514,128 for projects completed and transferred.

## **Note 10 – Agreements with the City of College Station**

### **Utility Agreement**

On May 31, 2016, subsequently amended December 2, 2016, the District entered into a Utility Agreement the “Agreement”) with the City of College Station (the “City”) for construction and extension of water distribution lines and sanitary sewer collection systems to serve the District. As the system is acquired or constructed, the District shall transfer the system to the City but will reserve a security interest in the system and provide service to all users in the District. The term of the agreement is for 30 years.

Water and sewer rates charged by the City (before surcharges below are added) to users in the District, shall be the same rates charged to similar classifications of users in non-municipal utility district areas and within the City. All revenue derived from these charges belongs to the City. In lieu of impact fees, the City may levy a surcharge of up to fifty percent on then-current water rates for each customer in the District to recover the capital costs of providing such services.

The agreement further states that the City will participate on construction costs of certain off-site infrastructure that is required to provide service for the District.

### **Strategic Partnership Agreement**

On May 31, 2016, the District entered into a Strategic Partnership Agreement (the “SPA Agreement”) with the City of College Station (the “City”). The SPA Agreement provides for a limited purpose annexation of certain areas of the District that have been developed for retail and commercial purposes. The City agrees not to annex the District for full purposes during the 30-year term of the SPA Agreement. The District will continue to provide drainage services to all properties within its boundaries until full annexation.

## **Note 11 – Interlocal and Funding Agreement for the Maintenance of Roads**

On December 27, 2016, the District entered into an Interlocal and Funding Agreement for the Maintenance of Roads (the “Agreement”) with Brazos County and its developer Southern Pointe LLC (“the “Developer”). The District and/or the Developer shall construct or improve new or existing roads to serve the District to standards required by the City. Subject to such standards, the County agrees to accept the roads into the County system.

The District has agreed to be responsible for all costs of maintenance of the roads and to pay for maintenance costs by keeping a maintenance bond or surety in place until either the District is annexed into the City or the District maintain a separate account with a sufficient balance for road maintenance, whichever is earlier. As of November 30, 2022, the District has \$15,194 held in escrow for the maintenance of roads, which is reported as restricted cash.

*Brazos County Municipal Utility District No. 1*  
*Notes to Financial Statements*  
*November 30, 2022*

**Note 12 – 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 personal injuries. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

**Note 13 – Subsequent Event**

On March 9, 2023, the District issued its \$4,005,000 Series 2023 Unlimited Tax Bonds at a net effective rate of 4.549518%. Proceeds from the bonds were used to reimburse the District's developers for infrastructure improvements in the District, operating advances and land acquisitions.

## **Required Supplementary Information**

*Brazos County Municipal Utility District No. 1  
 Required Supplementary Information - Budgetary Comparison Schedule - General Fund  
 For the Year Ended November 30, 2022*

	Original and Final Budget	Actual	Variance Positive (Negative)
<b>Revenues</b>			
Property taxes	\$ 245,500	\$ 248,370	\$ 2,870
Investment earnings		726	726
<b>Total Revenues</b>	<u>245,500</u>	<u>249,096</u>	<u>3,596</u>
<b>Expenditures</b>			
Operating and administrative			
Professional fees	143,000	134,992	8,008
Contracted services	36,500	36,094	406
Repairs and maintenance	25,000		25,000
Administrative	23,000	8,535	14,465
Other	1,500	12,577	(11,077)
<b>Total Expenditures</b>	<u>229,000</u>	<u>192,198</u>	<u>36,802</u>
<b>Revenues Over Expenditures</b>	16,500	56,898	40,398
<b>Other Financing Sources</b>			
Developer advances		117,000	117,000
Internal transfers		152,286	152,286
<b>Net Change in Fund Balance</b>	16,500	326,184	309,684
<b>Fund Balance</b>			
Beginning of the year	(316,581)	(316,581)	
<b>End of the year</b>	<u>\$ (300,081)</u>	<u>\$ 9,603</u>	<u>\$ 309,684</u>

*Brazos County Municipal Utility District No. 1*  
*Notes to Required Supplementary Information*  
*November 30, 2022*

**Budgets and Budgetary Accounting**

An annual unappropriated budget is adopted for the General Fund by the District's Board of Directors. The budget is prepared using the same method of accounting as for financial reporting. There were no amendments to the budget during the year.

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## **Texas Supplementary Information**

**Brazos County Municipal Utility District No. 1**  
**TSI-1. Services and Rates**  
**November 30, 2022**

1. Services provided by the District During the Fiscal Year:

- Retail Water       Wholesale Water       Solid Waste/Garbage       Drainage  
 Retail Wastewater       Wholesale Wastewater       Flood Control       Irrigation  
 Parks/Recreation       Fire Protection       Roads       Security  
 Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)  
 Other (Specify): Water and sewer services provided by the City of College Station

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	Usage Levels
Water:	_____	_____	_____	_____	_____ to _____
Wastewater:	_____	_____	_____	_____	_____ to _____
Surcharge:	_____	_____	_____	_____	_____ to _____

District employs winter averaging for wastewater usage?  Yes  No

Total charges per 10,000 gallons usage: Water \_\_\_\_\_ Wastewater \_\_\_\_\_

b. Water and Wastewater Retail Connections:

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFC'S
Unmetered less than 3/4"	_____	_____	x 1.0	_____
1"	_____	_____	x 1.0	_____
1.5"	_____	_____	x 2.5	_____
2"	_____	_____	x 5.0	_____
3"	_____	_____	x 8.0	_____
4"	_____	_____	x 15.0	_____
6"	_____	_____	x 25.0	_____
8"	_____	_____	x 50.0	_____
10"	_____	_____	x 80.0	_____
	_____	_____	x 115.0	_____
Total Water	_____	_____	_____	_____
Total Wastewater	_____	_____	x 1.0	_____

See accompanying auditors' report.

***Brazos County Municipal Utility District No. 1***  
***TSI-1. Services and Rates***  
***November 30, 2022***

3. Total Water Consumption during the fiscal year (rounded to the nearest thousand):

Gallons pumped into system:	<u>        N/A        </u>	Water Accountability Ratio:
		(Gallons billed / Gallons pumped)
Gallons billed to customers:	<u>        N/A        </u>	<u>        N/A        </u>

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

Does the District have Debt Service standby fees? Yes  No

If yes, Date of the most recent commission Order: \_\_\_\_\_

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

If yes, Date of the most recent commission Order: \_\_\_\_\_

5. Location of District:

Is the District located entirely within one county? Yes  No

County(ies) in which the District is located: \_\_\_\_\_ Brazos County \_\_\_\_\_

Is the District located within a city? Entirely  Partly  Not at all

City(ies) in which the District is located: \_\_\_\_\_

Is the District located within a city's extra territorial jurisdiction (ETJ)?

Entirely  Partly  Not at all

ETJs in which the District is located: \_\_\_\_\_ City of College Station \_\_\_\_\_

Are Board members appointed by an office outside the district? Yes  No

If Yes, by whom? \_\_\_\_\_

See accompanying auditors' report.

***Brazos County Municipal Utility District No. 1***  
***TSI-2. General Fund Expenditures***  
***For the Year Ended November 30, 2022***

Professional fees	
Legal	\$ 95,327
Audit	16,675
Engineering	22,990
	<u>134,992</u>
Contracted services	
Bookkeeping	11,594
Tax collection fees	4,500
Valuation services	20,000
	<u>36,094</u>
Administrative	
Directors fees	6,518
Printing and office supplies	1,579
Other	438
	<u>8,535</u>
Other	<u>12,577</u>
Total expenditures	<u><u>\$ 192,198</u></u>

See accompanying auditors' report.

*Brazos County Municipal Utility District No. 1*  
*TSI-3. Investments*  
*November 30, 2022*

Fund	Interest Rate	Maturity Date	Balance at End of Year
General			
TexPool	Variable	N/A	46,355
Debt Service			
TexPool	Variable	N/A	124,268
Capital Projects			
TexPool	Variable	N/A	<u>6,737</u>
Total - All Funds			<u><u>\$ 177,360</u></u>

See accompanying auditors' report.

**Brazos County Municipal Utility District No. 1**  
**TSI-4. Taxes Levied and Receivable**  
**November 30, 2022**

	Maintenance Taxes	WSD Debt Service Taxes	Road Debt Service Taxes	Totals
Taxes Receivable, Beginning of Year	\$ 185,632	\$ -	\$ 75,822	\$ 261,454
Adjustments to Prior Year Tax Levy	(1,763)		(720)	(2,483)
Adjusted Receivable	183,869	-	75,102	258,971
2022 Original Tax Levy	402,229	60,654	175,576	638,459
Adjustments	2,969	447	1,296	4,712
Adjusted Tax Levy	405,198	61,101	176,872	643,171
Total to be accounted for	589,067	61,101	251,974	902,142
Tax collections:				
Current year	44,433	6,700	19,395	70,528
Prior years	183,869		75,102	258,971
Total Collections	228,302	6,700	94,497	329,499
Taxes Receivable, End of Year	\$ 360,765	\$ 54,401	\$ 157,477	\$ 572,643
Taxes Receivable, By Years				
2022	\$ 360,765	\$ 54,401	\$ 157,477	\$ 572,643
	2022	2021	2020	2019
Property Valuations:				
Land	\$ 20,878,893	\$ 15,672,564	\$ 13,207,676	\$ 8,006,216
Improvements	43,993,737	19,587,478	7,024,267	530,490
Personal Property	92,689	51,668	172,604	191,143
Exemptions	(648,241)	(292,204)	(12,331)	
Total Property Valuations	\$ 64,317,078	\$ 35,019,506	\$ 20,392,216	\$ 8,727,849
Tax Rates per \$100 Valuation:				
Maintenance tax rates	\$ 0.630	\$ 0.71	\$ 0.57	\$ 1.00
WSD debt service tax rates	0.095			
Road debt service tax rates	0.275	0.29	0.43	
Total Tax Rates per \$100 Valuation	\$ 1.000	\$ 1.00	\$ 1.00	\$ 1.00
Adjusted Tax Levy:	\$ 643,171	\$ 350,195	\$ 203,922	\$ 87,278
Percentage of Taxes Collected to Taxes Levied **	10.97%	100.00%	100.00%	100.00%

\* Maximum Maintenance Tax Rate Approved by Voters: \$1.00 on November 3, 2015

\* Maximum Road Maintenance Tax Rate Approved by Voters: \$0.25 on November 3, 2015

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

See accompanying auditors' report.

***Brazos County Municipal Utility District No. 1  
TSI-5. Long-Term Debt Service Requirements  
Series 2020 Road--by Years  
November 30, 2022***

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2023	\$ 45,000	\$ 53,591	\$ 98,591
2024	45,000	52,804	97,804
2025	50,000	51,960	101,960
2026	50,000	50,960	100,960
2027	55,000	49,960	104,960
2028	55,000	48,805	103,805
2029	55,000	47,595	102,595
2030	60,000	46,330	106,330
2031	60,000	44,890	104,890
2032	65,000	43,390	108,390
2033	65,000	41,700	106,700
2034	70,000	39,945	109,945
2035	70,000	37,985	107,985
2036	60,000	36,025	96,025
2037	60,000	34,225	94,225
2038	65,000	32,425	97,425
2039	65,000	30,475	95,475
2040	70,000	28,525	98,525
2041	70,000	26,425	96,425
2042	75,000	24,325	99,325
2043	75,000	22,000	97,000
2044	80,000	19,675	99,675
2045	85,000	17,195	102,195
2046	85,000	14,560	99,560
2047	90,000	11,925	101,925
2048	95,000	9,135	104,135
2049	95,000	6,143	101,143
2050	100,000	3,150	103,150
	<u>\$ 1,915,000</u>	<u>\$ 926,123</u>	<u>\$ 2,841,123</u>

See accompanying auditors' report.

***Brazos County Municipal Utility District No. 1  
TSI-5. Long-Term Debt Service Requirements  
Series 2022--by Years  
November 30, 2022***

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2023	\$ 40,000	\$ 42,194	\$ 82,194
2024	40,000	41,394	81,394
2025	45,000	40,594	85,594
2026	45,000	39,694	84,694
2027	45,000	38,794	83,794
2028	50,000	37,894	87,894
2029	50,000	36,894	86,894
2030	55,000	35,894	90,894
2031	55,000	34,725	89,725
2032	60,000	33,488	93,488
2033	60,000	31,988	91,988
2034	65,000	30,488	95,488
2035	65,000	28,700	93,700
2036	70,000	26,913	96,913
2037	70,000	24,988	94,988
2038	75,000	23,063	98,063
2039	75,000	21,000	96,000
2040	80,000	18,750	98,750
2041	80,000	16,350	96,350
2042	85,000	13,950	98,950
2043	90,000	11,400	101,400
2044	95,000	8,700	103,700
2045	95,000	5,850	100,850
2046	100,000	3,000	103,000
	<u>\$ 1,590,000</u>	<u>\$ 646,705</u>	<u>\$ 2,236,705</u>

See accompanying auditors' report.



*Brazos County Municipal Utility District No. 1  
 TSI-5. Long-Term Debt Service Requirements  
 All Bonded Debt Series--by Years  
 November 30, 2022*

<u>Due During Fiscal Years Ending</u>	<u>Principal Due September 1</u>	<u>Interest Due March 1, September 1</u>	<u>Total</u>
2023	\$ 85,000	\$ 95,785	\$ 180,785
2024	85,000	94,198	179,198
2025	95,000	92,554	187,554
2026	95,000	90,654	185,654
2027	100,000	88,754	188,754
2028	105,000	86,699	191,699
2029	105,000	84,489	189,489
2030	115,000	82,224	197,224
2031	115,000	79,615	194,615
2032	125,000	76,878	201,878
2033	125,000	73,688	198,688
2034	135,000	70,433	205,433
2035	135,000	66,685	201,685
2036	130,000	62,938	192,938
2037	130,000	59,213	189,213
2038	140,000	55,488	195,488
2039	140,000	51,475	191,475
2040	150,000	47,275	197,275
2041	150,000	42,775	192,775
2042	160,000	38,275	198,275
2043	165,000	33,400	198,400
2044	175,000	28,375	203,375
2045	180,000	23,045	203,045
2046	185,000	17,560	202,560
2047	90,000	11,925	101,925
2048	95,000	9,135	104,135
2049	95,000	6,143	101,143
2050	100,000	3,150	103,150
	<u>\$ 3,505,000</u>	<u>\$ 1,572,828</u>	<u>\$ 5,077,828</u>

See accompanying auditors' report.

**Brazos County Municipal Utility District No. 1**  
**TSI-6. Change in Long-Term Bonded Debt**  
**November 30, 2022**

	Bond Issue		Totals
	Series 2020 Road	Series 2022	
Interest rate	1.50% - 3.15%	2.00% - 3.00%	
Dates interest payable	3/1; 9/1	3/1; 9/1	
Maturity dates	9/1/21 - 9/1/50	9/1/23 - 9/1/46	
Beginning bonds outstanding	\$ 1,960,000	\$ -	\$ 1,960,000
Bonds issued		1,590,000	1,590,000
Bonds retired	(45,000)		(45,000)
Ending bonds outstanding	<u>\$ 1,915,000</u>	<u>\$ 1,590,000</u>	<u>\$ 3,505,000</u>
Interest paid during fiscal year	<u>\$ 54,322</u>	<u>\$ 24,613</u>	<u>\$ 78,936</u>
Paying agent's name and city All Series	<u>Bank of New York Mellon Trust Company, N.A., Dallas, Texas</u>		

	Water, Sewer and Drainage	Road Bonds
	Bonds	Road Bonds
Bond Authority:		
Amount Authorized by Voters	\$ 235,600,000	\$ 104,060,000
Amount Issued	(1,590,000)	(2,000,000)
Remaining To Be Issued	<u>\$ 234,010,000</u>	<u>\$ 102,060,000</u>

All bonds are secured with tax revenues. Bonds may also be secured with other revenues in combination with taxes.

Debt Service Fund cash and investment balances as of November 30, 2022:	<u>\$ 196,938</u>
Average annual debt service payment (principal and interest) for remaining term of all debt:	<u>\$ 181,351</u>

See accompanying auditors' report.

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***Brazos County Municipal Utility District No. 1***  
***TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund***  
***For the Last Five Fiscal Years***

	Amounts				
	2022	2021	2020	2019	2018**
Revenues					
Property taxes	\$ 248,370	\$ 132,055	\$ 86,325	\$ 67,865	\$ 63,860
Penalties and interest			90		193
Investment earnings	726	19	75	92	50
Total Revenues	<u>249,096</u>	<u>132,074</u>	<u>86,490</u>	<u>67,957</u>	<u>64,103</u>
Expenditures					
Operating and administrative					
Professional fees***	134,992	191,448	87,332	48,014	71,697
Contracted services	36,094	14,660	34,059	19,185	18,772
Repairs and maintenance		5,240			
Utilities				664	
Administrative	8,535	9,943	50,045	9,608	7,704
Other	12,577	1,117	625	9,656	600
Total Expenditures	<u>192,198</u>	<u>222,408</u>	<u>172,061</u>	<u>87,127</u>	<u>98,773</u>
Revenues Over/(Under) Expenditures	<u>\$ 56,898</u>	<u>\$ (90,334)</u>	<u>\$ (85,571)</u>	<u>\$ (19,170)</u>	<u>\$ (34,670)</u>

\*Percentage is negligible

\*\*Unaudited

\*\*\*Professional fees in fiscal years 2018 and 2019 have been restated.

See accompanying auditors' report.

Percent of Fund Total Revenues

2022	2021	2020	2019	2018**
100%	100%	100%	100%	100%
		*		*
*	*	*	*	*
100%	100%	100%	100%	100%
54%	145%	101%	71%	112%
14%	11%	39%	28%	29%
	4%			
			1%	
3%	8%	58%	14%	12%
5%	1%	1%	14%	1%
76%	169%	199%	128%	154%
24%	(69%)	(99%)	(28%)	(54%)

***Brazos County Municipal Utility District No. 1***  
***TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund***  
***For the Last Three Fiscal Years***

	Amounts		
	2022	2021	2020
Revenues			
Property taxes	\$ 101,557	\$ 70,989	\$ -
Penalties and interest	872	4,089	
Miscellaneous	327		
Investment earnings	1,955	80	12
Total Revenues	<u>104,711</u>	<u>75,158</u>	<u>12</u>
Expenditures			
Tax collection services	13,547	16,405	12
Other	6,713		
Debt service			
Principal	45,000	40,000	
Interest and fees	77,997	51,414	
Total Expenditures	<u>143,257</u>	<u>107,819</u>	<u>12</u>
Revenues Over/(Under) Expenditures	<u>\$ (38,546)</u>	<u>\$ (32,661)</u>	<u>\$ -</u>

\*Percentage is negligible

See accompanying auditors' report.

Percent of Fund Total Revenues		
2022	2021	2020
97%	95%	
1%	5%	
*		
2%	*	100%
<u>100%</u>	<u>100%</u>	<u>100%</u>
13%	22%	100%
6%		
43%	53%	
74%	68%	
<u>136%</u>	<u>143%</u>	<u>100%</u>
<u>(36%)</u>	<u>(43%)</u>	<u>0%</u>

***Brazos County Municipal Utility District No. 1  
TSI-8. Board Members, Key Personnel and Consultants  
For the Year Ended November 30, 2022***

Complete District Mailing Address: 3200 Southwest Freeway, Suite 2600 Houston, TX 77027  
 District Business Telephone Number: (713) 860-6400  
 Submission Date of the most recent District Registration Form  
 (TWC Sections 36.054 and 49.054): July 19, 2022  
 Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200  
 (Set by Board Resolution -- TWC Section 49.060)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimburse- ments	Title at Year End
<b>Board Members</b>				
Robert Goodwin	05/20 - 05/24	\$ 1,350	\$ 103	President
Charles Moreau	05/22 - 05/26	1,200	83	Vice President
Lawrence Hodges	05/20 - 05/24	1,350	103	Secretary
Brian Fisher	05/22 - 05/26	600	43	Assistant Vice President
Kyle Davis	05/20 - 05/24	1,350	103	Assistant Secretary
<b>Consultants</b>				
		<u>Amounts Paid</u>		
Allen Boone Humphries Robinson, LLP	2015			Attorney
<i>General legal fees</i>		\$ 95,471		
<i>Bond counsel fees</i>		49,293		
Municipal Accounts	2022	4,407		Bookkeeper
Fran Matuska Inc.	2015	5,640		Former Bookkeeper
B&A Municipal Tax Service	2015	4,500		Tax Collector
Brazos Central Appraisal District	Legislation	3,260		Property Valuation
Perdue, Brandon, Fielder, Collins & Mott, LLP	2017	120		Delinquent Tax Attorney
Costello, Inc.	2021	22,990		Engineer
McGrath & Co., PLLC	2015	22,350		Auditor
Post Oak Municipal Advisors LLC	2018	34,206		Financial Advisor

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

See accompanying auditors' report.



**APPENDIX B**

**Specimen Municipal Bond Insurance Policy**



## MUNICIPAL BOND INSURANCE POLICY

ISSUER: [NAME OF ISSUER]

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

MEMBER: [NAME OF MEMBER]

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

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

Risk Premium: \$ \_\_\_\_\_

Member Surplus Contribution: \$ \_\_\_\_\_

Total Insurance Payment: \$ \_\_\_\_\_

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

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

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

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

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

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

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

BUILD AMERICA MUTUAL ASSURANCE COMPANY

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

SPECIMEN

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

Email:

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

Address:

200 Liberty Street, 27th floor

New York, New York 10281

Telecopy:

212-962-1524 (attention: Claims)

SPECIMEN