

**OFFICIAL NOTICE OF SALE, BID FORM
and
PRELIMINARY OFFICIAL STATEMENT**

\$4,000,000*

**CITY OF CADDO MILLS, TEXAS
(Hunt County)**

**Combination Tax and Revenue
Certificates of Obligation,
Series 2024**

***The City will designate the Certificates as
“QUALIFIED TAX-EXEMPT OBLIGATIONS”***

***Bids Due
Tuesday, June 11, 2024
at
11:00 A.M., Central Daylight Time***

*Preliminary, subject to change based on bid structures. See “THE CERTIFICATES – ADJUSTMENT OF PRINCIPAL AMOUNT AND MATURITY SCHEDULE FOR THE CERTIFICATES” in the Official Notice of Sale Relating to the Certificates.

This Official Notice of Sale does not alone constitute an invitation for bids but is merely notice of sale of the Certificates described herein. The invitation for bids on such Certificates is being made by means of this Official Notice of Sale, the Official Bid Form and the Preliminary Official Statement.

OFFICIAL NOTICE OF SALE

\$4,000,000*

CITY OF CADDO MILLS, TEXAS

COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2024

Dated: June 4, 2024

CERTIFICATES OFFERED FOR SALE AT COMPETITIVE BID: The City Council of the City of Caddo Mills, Texas (the "City" or "Issuer") is offering for sale at competitive bid \$4,000,000* Combination Tax and Revenue Certificates of Obligation, Series 2024 (the "Certificates").

Bidders must submit bids for the Certificates electronically by internet as described below in "BIDS BY INTERNET".

BIDS BY INTERNET: Interested bidders may, at their option and risk, submit their bid by electronic media, as described below, by 11:00 A.M., Central Daylight Time ("CDT"), on June 11, 2024. Bidders submitting a bid by internet **shall not be required to submit signed Official Bid Forms prior to the award**. Any prospective bidder that intends to submit an electronic bid must submit its electronic bid via the facilities of the i-Deal, LLC Parity System ("PARITY") and should, as a courtesy, register with PARITY by no later than 9:00 A.M., CDT, on June 11, 2024 indicating their intent to submit a bid by internet.

In the event of a malfunction in the electronic bidding process, bidders may submit their bids by email to mmcliney@samcocapital.com. If there is a malfunction of the electronic bidding process and a bidder submits a bid via an email, please call 210-832-9760 to notify the Financial Advisor of the incoming bid. Any bid received after the scheduled time for their receipt will not be accepted.

The official time for the receipt of bids shall be the time maintained by PARITY (or by the financial advisor if there is a problem with the electronic bidding system). All electronic bids shall be deemed to incorporate the provisions of this Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement. To the extent that any instructions or directions set forth in PARITY conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. For further information about the PARITY System, potential bidders may contact i-Deal LLC at 1359 Broadway, 2nd Floor, New York, New York 10018, Telephone 212-849-5021.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Certificates on the terms provided in this Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the Issuer. The Issuer shall not be responsible for any malfunction or mistake made by, or as a result of the use of PARITY, the use of such facilities being the sole risk of the prospective bidder.

OPENING OF BIDS: Bids will be opened and publicly read at 11:00 A.M., Central Daylight Time, on Tuesday, June 11, 2024, following which the bids will be evaluated by SAMCO Capital Markets, Inc. (the "Financial Advisor") and the City Council shall provide final approval of the award at a City Council meeting later that evening. The Mayor of the City or his representative shall award the Certificates as described in the section entitled "AWARD AND SALE OF THE CERTIFICATES" below.

AWARD AND SALE OF THE CERTIFICATES: By 12:00 P.M. Noon, Central Daylight Time, on the date set for receipt of bids, the Mayor of the City or his representative shall tentatively award the Certificates to the **low qualified bidder (the "Winning Bidder")**, as described in the section entitled "CONDITIONS OF SALE – Basis of Award" herein subject to final approval of the City Council which will take action to adopt an ordinance (the "Ordinance") authorizing the issuance and awarding sale of the Certificates or will reject all bids promptly at a scheduled meeting to commence at 7:00 P.M. Central Daylight Time on Tuesday, June 11, 2024. The City reserves the right to reject any or all bids and to waive any irregularities, except time of filing.

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

THE CERTIFICATES

DESCRIPTION OF CERTAIN TERMS OF THE CERTIFICATES: The Certificates will be dated June 1, 2024 (the "Dated Date") and interest on the Certificates shall accrue from the Dated Date and will be payable initially on February 15, 2025, and semiannually on each August 15 and February 15 thereafter until maturity or prior redemption. The Certificates will be issued as fully-registered obligations in book-entry form only and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository (the "Securities Depository"). Book-entry interests in the Certificates will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof within a stated maturity. Purchasers of the Certificates ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Certificates purchased. So long as DTC or its nominee is the registered owner of the Certificates, the principal of and interest on the Certificates will be payable by the Paying Agent/Registrar, initially BOKF, NA, Dallas, Texas, to the Securities Depository, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Certificates. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

MATURITY SCHEDULE

The Certificates will be stated to mature on February 15 in each of the following years in the following amounts:

<u>Stated Maturity</u>	<u>Principal Amount*</u>	<u>Stated Maturity</u>	<u>Principal Amount*</u>
2025	\$ 400,000	2033	\$ 260,000
2026	190,000	2034	270,000
2027	200,000	2035	285,000
2028	210,000	2036	295,000
2029	215,000	2037	310,000
2030	225,000	2038	320,000
2031	235,000	2039	335,000
2032	250,000		

ADJUSTMENT OF PRINCIPAL AMOUNT AND MATURITY SCHEDULE FOR THE CERTIFICATES: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$4,000,000. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total per bond underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

SERIAL CERTIFICATES AND/OR TERM CERTIFICATES: Bidders may provide that all of the Certificates be issued as serial maturities or may provide that any two or more consecutive annual principal amounts be combined into one or more term certificates, not to exceed five term certificates (the "Term Certificates").

MANDATORY SINKING FUND REDEMPTION: If the successful bidder designates principal amounts to be combined into one or more "Term Certificates", each such Term Certificate will be subject to mandatory sinking fund redemption commencing on February 15 of the first year which has been combined to form such Term Certificate and continuing on February 15 in each year thereafter until the stated maturity date of that Term Certificate. The amount redeemed in any year will be equal to the principal amount for such year set forth in the table under the caption "THE CERTIFICATES - Maturity Schedule" on page ii of the Notice of Sale. Certificates to be redeemed in any year by mandatory sinking fund redemption will be redeemed at par and will be selected by lot from among the Certificates then subject to such mandatory sinking fund redemption.

The principal amount of the Term Certificates of a stated maturity required to be redeemed pursuant to the operation of such mandatory redemption provisions may be reduced, at the option of the City, by the principal amount of Term Certificates of like stated maturity which, at least 50 days prior to a mandatory redemption date, (1) shall have been acquired by the City at a price not exceeding the principal amount of such Term Certificates plus accrued interest to the date of purchase thereof, and delivered to the Paying Agent/Registrar for cancellation, (2) shall have been purchased and canceled by the Paying Agent/Registrar at the request of the City at a price not exceeding the principal amount of such Term Certificates plus accrued interest to the date of purchase or (3) shall have been redeemed pursuant to the optional redemption provisions set forth above and not theretofore credited against a mandatory redemption requirement.

* Preliminary, subject to change. See "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS" herein.

The Official Statement will incorporate the mandatory redemption provisions for the Certificates in the event the successful bidder elects to convert serial maturities into one or more Term Certificates.

OPTIONAL REDEMPTION: The City reserves the right, at its option, to redeem Certificates maturing on or after February 15, 2034, in whole or in part, in principal amount of \$5,000 or any integral multiple thereof, on February 15, 2033, or any date thereafter, at the redemption price of par plus accrued interest to the date of the redemption as further described in the Preliminary Official Statement.

AUTHORITY FOR ISSUANCE AND SECURITY FOR PAYMENT: The Certificates are being issued pursuant to the Constitution and laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, and an ordinance (the "Ordinance") to be adopted by the City Council on or about June 11, 2024. (See "THE CERTIFICATES – Authority for Issuance" herein.) (See "THE CERTIFICATES - Authority for Issuance" in the Preliminary Official Statement.)

The Certificates constitute direct obligations of the Issuer payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City, and further secured by a limited pledge (not to exceed \$1,000) of the surplus revenues derived from the operation of the City's combined Waterworks and Sewer System (the "System"). (See "THE CERTIFICATES - Security for Payment" in the Preliminary Official Statement.)

PAYING AGENT/REGISTRAR: The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas, Texas. In the Ordinance, the City covenants to provide a Paying Agent/Registrar at all times while the Certificates are outstanding, and any Paying Agent/Registrar selected by the City shall be a commercial bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and perform the duties and services of Paying Agent/Registrar. The Paying Agent/Registrar will maintain the Security Register containing the names and addresses of the registered owners of the Certificates. In the Ordinance the City retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the Issuer, such Paying Agent/Registrar, promptly upon the appointment of a successor, is required to deliver the Security Register to the successor Paying Agent/Registrar.

In the event there is a change in the Paying Agent/Registrar, the City has agreed to notify each registered owner of the Certificates then outstanding by United States mail, first-class postage prepaid, at the address in the Security Register, stating the effective date of the change and the mailing address of the successor Paying Agent/Registrar.

BOOK-ENTRY-ONLY SYSTEM: The City intends to utilize the Book-Entry-Only System of DTC, with respect to the issuance of the Certificates. (See "BOOK-ENTRY-ONLY SYSTEM" in the Preliminary Official Statement.)

PRELIMINARY OFFICIAL STATEMENT AND OTHER TERMS AND COVENANTS IN THE ORDINANCE: Further details regarding the Certificates and certain covenants of the City contained in the Ordinance are set forth in the Preliminary Official Statement to which reference is made for all purposes.

CONDITIONS OF SALE

TYPES OF BIDS AND INTEREST RATES: The Certificates will be sold in one block on an "All or None" basis, and at a price of not less than their par value, plus accrued interest on the Certificates from the Dated Date of the Certificates to the date of Initial Delivery (defined herein) of the Certificates. **No bid producing a cash premium on the Certificates that results in a dollar price of less than 103% will be considered; provided, however, that any bid is subject to adjustment as described under the caption "ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS"**. Bidders are invited to name the rate(s) of interest to be borne by the Certificates, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/20 of 1% and the net effective interest for the Certificates (calculated in the manner required by Texas Government Code, Chapter 1204, as amended) must not exceed 15%. **The highest rate bid may not exceed the lowest rate bid by more than 200 basis points (or 2% in rate). No limitation is imposed upon bidders as to the number of rates or changes which may be used.** All Certificates of one stated maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

BASIS OF AWARD: The sale of the Certificates will be awarded to the bidder making a bid that conforms to the specifications herein and which produces the lowest **True Interest Cost** rate to the Issuer (the "Purchaser" or the "Initial Purchaser"). The True Interest Cost rate is that rate which, when used to compute the total present value as of the Dated Date of all debt service payments on the Certificates on the basis of semi-annual compounding, produces an amount equal to the sum of the par value of the Certificates plus the premium any (but not interest accrued from the Dated Date to the date of their delivery). In the event of a bidder's error in interest cost rate calculation, the interest rates, and premium, if any, set forth in the Official Bid Form will be considered as the intended bid.

In order to provide the City and its consultants with information required to be submitted to the Texas Bond Review Board pursuant to Section 1202.008, Texas Government Code, as amended, the Initial Purchaser will be required to provide the City (on or before the 10th business day prior to the delivery of the Certificates) with a breakdown of its "underwriting spread" among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

ESTABLISHING THE ISSUE PRICE FOR THE CERTIFICATES: The Issuer intends to rely on Treasury Regulation section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of municipal bonds), which require, among other things, that the Issuer receives bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds (the "Competitive Sale Requirement").

In the event that the bidding process does not satisfy the Competitive Sale Requirement as communicated by the Municipal Advisor to the winning bidder by 3:00 p.m., Bids will not be subject to cancellation and the winning bidder (i) agrees to promptly report to the Issuer the first prices at which at least 10% of each maturity of the Certificates (the "First Price Maturity") have been sold to the Public on the Sale Date (the "10% Test") (if different interest rates apply within a maturity, each separate CUSIP number within that maturity will be subject to the 10% Test) and (ii) agrees to hold-the-offering-price of each maturity of the Certificates that does not satisfy the 10% Test ("Hold-the-Price Maturity"), as described below.

In order to provide the Issuer with information that enables it to comply with the establishment of the issue price of the Certificates under the Internal Revenue Code of 1986, as amended, the winning bidder agrees to complete, execute, and timely deliver to the Issuer or to the Issuer's municipal advisor, SAMCO Capital Markets, Inc. (the "Issuer's Municipal Advisor") a certification as to the Certificates "issue price" (the "Issue Price Certificate") substantially in the form and to the effect attached hereto or accompanying this Notice of Sale, no later than 5 business days prior to the Closing Date if the Competitive Sale Requirement is satisfied or within 5 business days of the date on which the 10% Test is satisfied with respect to all of the First Price Maturities. In the event the winning bidder will not reoffer any maturity of the Certificates for sale to the Public (as defined herein) by the Closing Date, the Issue Price Certificate may be modified in a manner approved by the Issuer. It will be the responsibility of the winning bidder to institute such syndicate reporting requirements, to make such investigation, or otherwise to ascertain such facts necessary to enable it to make such certification with reasonable certainty. Any questions concerning such certification should be directed to Bond Counsel (identified in the Preliminary Official Statement).

For purposes of this section of this Notice of Sale:

(i) "Public" means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to the Underwriter;

(ii) "Underwriter" means (A) any person that agrees pursuant to a written contract with the Issuer (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the Certificates to the Public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Certificates to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Certificates to the Public);

(iii) "Related Party" means any two or more persons (including an individual, trust, estate, partnership, association, company, or corporation) that are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

(iv) "Sale Date" means the date that the Certificates are awarded by the Issuer to the winning bidder.

All actions to be taken by the Issuer under this Notice of Sale to establish the issue price of the Certificates may be taken on behalf of the Issuer by the Issuer's Municipal Advisor, and any notice or report to be provided to the Issuer may be provided to the Issuer's Municipal Advisor.

The Issuer will consider any bid submitted pursuant to this Notice of Sale to be a firm offer for the purchase of the Certificates, as specified in the bid and, if so stated, in the Official Bid Form.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Certificates to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the Public the unsold Certificates of each maturity allotted to it until it is notified by the winning bidder that either the 10% Test has been satisfied as to the Certificates of that maturity or all Certificates of that maturity have been sold to the Public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Certificates to the Public, together with the related pricing wires, contains or will contain language obligating each Underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Certificates to the Public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the Public the unsold Certificates of each maturity allotted to it until it is notified by the winning bidder or such Underwriter that either the 10% Test has been satisfied as to the Certificates of that maturity or all Certificates of that maturity have been sold to the Public, if and for so long as directed by the winning bidder or such Underwriter and as set forth in the related pricing wire.

By submitting a bid, the winning bidder agrees, on behalf of each Underwriter participating in the purchase of the Certificates, that each Underwriter will neither offer nor sell any Hold-the-Price Maturity to any person at a price that is higher than the initial offering price to the Public during the period starting on the Sale Date and ending on the earlier of (1) the close of the fifth (5th) business day after the Sale Date; or (2) the date on which the Underwriters have sold at least 10% of that Hold-the-Price Maturity to the Public at a price that is no higher than the initial offering price to the Public. The winning bidder shall promptly advise the Issuer when the Underwriters have sold 10% of a Hold-the-Price Maturity to the Public at a price that is no higher than the initial offering price to the Public, if that occurs prior to the close of the fifth (5th) business day after the Sale Date.

QUALIFIED TAX-EXEMPT OBLIGATIONS: The Issuer will designate the Certificates as "qualified tax-exempt obligations." See discussion under the caption "TAX MATTERS - Qualified Tax-Exempt Obligations for Financial Institutions" contained in the Preliminary Official Statement.

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$4,000,000*. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total per bond underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

GOOD FAITH DEPOSIT: A bank cashier's check payable to the order of "City of Caddo Mills, Texas" in the amount of **\$80,000 which is 2% of the par value of the Certificates** (the "Good Faith Deposit") is required. The Good Faith Deposit of the Initial Purchaser will be retained uncashed by the Issuer until the Certificates are delivered, and at that time it will be returned to the Initial Purchaser of the Certificates. The above-mentioned Good Faith Deposit may accompany the bid, or it may be submitted separately; however, if submitted separately, it shall be made available to the Issuer prior to the opening of the bids and shall be accompanied by instructions from the bank on which it is drawn which will authorize its use as a Good Faith Deposit by the Initial Purchaser who shall be named in such instructions. No interest will be paid or allowed on any Good Faith Deposit. The checks accompanying all other bids will be returned immediately after the bids are opened and the award of the sale of the Certificates has been made. In the event the Initial Purchaser should fail or refuse to take up and pay for the Certificates in accordance with its bid then said check shall be cashed and accepted by the City and shall constitute full and complete liquidated damages; **however, if it is determined after the acceptance of the bid by the City that the Purchaser was found not to satisfy the requirements described under "Covered Verifications" (as defined herein) and as a result the Texas Attorney General will not deliver its approving opinion of the Certificates, then said check shall be cashed and accepted by the City but shall not be the sole or exclusive remedy available to the City.**

ADDITIONAL CONDITION OF AWARD — DISCLOSURE OF INTERESTED PARTY FORM:

Described hereinafter is the obligation of the City to receive information from the winning bidder if the bidder is not a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity (a "Privately Held Bidder"). Pursuant to Texas Government Code Section 2252.908 (the "Interested Party Disclosure Act"), the City may not award the Certificates to a winning bidder which is a Privately Held Bidder unless such party submits a Certificate of Interested Parties Form 1295 (the "Disclosure Form") to the City as prescribed by the Texas Ethics Commission ("TEC"). In the event that a Privately Held Bidder's bid for the Certificates is the best bid received, the City, acting through its financial advisor, will promptly notify the winning Privately Held Bidder. That notification will serve as the City's conditional verbal acceptance of the bid, and will obligate the winning Privately Held Bidder to establish (unless such winning Privately Held Bidder has previously so established) an account with the TEC, and promptly file a completed Disclosure Form, as described below, in order to allow the City to complete the award.

Process for completing the Disclosure Form. Reference should be made to the Disclosure Form, the rules of the TEC with respect to the Disclosure Form (the "Disclosure Rules") and the Interested Party Disclosure Act. Instructional information regarding such matters are set forth at https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm. For purposes of completing the Disclosure Form a Privately Held Bidder will need the following information: (a) item 2 – name of governmental entity: "City of Caddo Mills, Texas" and (b) item 3 – the identification number assigned to this contract by the City: "City of Caddo Mills, 2024 COs BPA", and a description of the services to be provided under the contract: Purchase of the City of Caddo Mills, Texas Combination Tax and Revenue Certificates of Obligation, Series 2024. The Interested Party Disclosure Act and the Disclosure Rules require Privately Held Bidders to complete the form at the TEC Internet "portal" that may be accessed at the URL set forth above, and then print, sign and deliver the Disclosure Form to the City at: financemanager@cityofcaddomills.com, and CC the City's financial advisor at MMcLiney@samcocapital.com and the City's bond counsel at canderson@mphlegal.com.

* Preliminary, subject to change

Following the award of the Certificates, the City will acknowledge receipt of the completed Disclosure Form through the TEC website, as required by the law.

Preparations for completion, and the significance of, the reported information. In accordance with the Interested Party Disclosure Act, the information reported by the winning Privately Held Bidder must be declared by an authorized agent of the Privately Held Winning Bidder. No exceptions may be made to that requirement. The Interested Party Disclosure Act and the Disclosure Form provides that such acknowledgment is made “under penalty of perjury.” Consequently, a winning Privately Held Bidder should take appropriate steps prior to completion of the Disclosure Form to familiarize itself with the Interested Party Disclosure Act, the Disclosure Rules and the Disclosure Form. Time will be of the essence in submitting the form to the City, and no final award will be made by the City regarding the sale of the Certificates until a completed Disclosure Form is received. If applicable, the City reserves the right to reject any bid that does not satisfy the requirement of a completed Disclosure Form, as described herein. Neither the City nor its consultants have the ability to verify the information included in a Disclosure Form, and neither party has an obligation nor undertakes responsibility for advising any bidder with respect to (1) the bidder’s obligation to submit the Disclosure Form or (2) the proper completion of the Disclosure Form. Consequently, an entity intending to bid on the Certificates should consult its own advisors to the extent it deems necessary and be prepared to submit the completed form, if required, promptly upon notification from the City that its bid is the conditional winning bid. Instructional videos on logging in and creating a certificate are provided on the TEC’s website at https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm. are provided on the TEC’s website at https://www.ethics.state.tx.us/whatsnew/elf_info_form1295.htm.

VERIFICATIONS OF STATUTORY REPRESENTATIONS AND COVENANTS: The Issuer will not award the Certificates to a bidder unless the following representations and covenants pursuant to Chapters 2252, 2271, 2274, and 2276, Texas Government Code, as amended (the “Covered Verifications”), are included in the bid. As used in such verifications, “affiliate” means an entity that controls, is controlled by, or is under common control with the bidder within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit. Liability for breach of any such verification during the term of this agreement shall survive until barred by the applicable statute of limitations, and shall not be liquidated or otherwise limited by any provision of the Official Bid Form or Official Notice of Sale, notwithstanding anything in the Official Bid Form or Official Notice of Sale to the contrary.

- (i) **No Boycott of Israel (Texas Government Code Chapter 2271):** A bidder must verify that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not boycott Israel and will not boycott Israel during the term of this Agreement. As used in the foregoing verification, “boycott Israel” has the meaning provided in Section 2271.001, Government Code.
- (ii) **Not a Sanctioned Company (Texas Government Code Chapter 2252):** A bidder must represent that neither it nor any of its parent company, wholly- or majority-owned subsidiaries, and other affiliates is a company identified on a list prepared and maintained by the Texas Comptroller of Public Accounts under Section 2252.153 or Section 2270.0201, Government Code. The foregoing representation excludes a bidder and each of its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization.
- (iii) **No Discrimination Against Firearm Entities or Firearm Trade Associations (Texas Government Code Chapter 2274):** A bidder must verify that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not have a practice, policy, guidance, or directive that discriminates against a firearm entity or firearm trade association and will not discriminate against a firearm entity or firearm trade association. As used in the foregoing verification, “discriminate against a firearm entity or firearm trade association” has the meaning provided in Section 2274.001(3), Government Code.
- (iv) **No Boycott of Energy Companies (Texas Government Code Chapter 2276):** A bidder must verify that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not boycott energy companies and will not boycott energy companies. As used in the foregoing verification, “boycott energy companies” has the meaning provided in Section 2276.001(1), Government Code.

FURTHER STATE LAW COMPLIANCE AND STANDING LETTER REQUIREMENT:

Each prospective bidder must have a standing letter on file with the Texas Attorney General’s Office in the form required by the All Bond Counsel Letter of the Texas Attorney General dated November 1, 2023 and any supplements thereto (collectively, the “All Bond Counsel Letter”). In submitting a bid, a bidder represents to the City that it has filed a standing letter in the form included in the All Bond Counsel Letter without qualification and including current statutory citations and it has no reason to believe that the City may not be entitled to rely on the standing letter on file with the Texas Attorney General’s Office. Bidder agrees that it will not rescind its standing letter at any time before the delivery of the Certificates unless same is immediately replaced with a standing letter meeting the requirements of the All Bond Counsel Letter.

The City will not accept a bid from a bidder that does not have such standing letter on file as of the deadline for bids for the Certificates. If requested by the City, the bidder agrees to provide such further representations, certifications or assurances in connection with the Covered Verifications, as of the Delivery Date or such other date requested by the City including, but not limited to, a bring down certification as provided by the All Bond Counsel Letter.

THE CITY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT THE BID OF ANY BIDDER FOR ANY REASON. BY SUBMITTING A BID, EACH BIDDER AGREES, SHOULD IT BE THE WINNING BIDDER, TO COOPERATE WITH THE CITY AND TAKE ANY ACTION NECESSARY TO FURTHER VERIFY AND CONFIRM COMPLIANCE WITH STATE LAW. Unless otherwise publicly available on the Municipal Advisory Council of Texas' website, the bidder shall submit a courtesy copy of its standing letter in connection with the submission of its bid.

To the extent the bidder and each syndicate member listed on the Official Bid Form is unable to provide a Standing Letter in a form satisfactory to the Texas Office of the Attorney General, the City reserves the right to cash and accept the Good Faith Deposit (see "CONDITIONS OF THE SALE - Good Faith Deposit"). **THE LIABILITY OF THE BIDDER FOR BREACH OF ANY OF THE VERIFICATIONS MADE IN CONNECTION WITH THE COVERED VERIFICATIONS SHALL SURVIVE UNTIL BARRED BY THE STATUTE OF LIMITATIONS, AND SHALL NOT BE LIQUIDATED OR OTHERWISE LIMITED BY ANY PROVISION OF THIS OFFICIAL NOTICE OF SALE OR THE OFFICIAL BID FORM. ADDITIONALLY, THE CITY RESERVES AND RETAINS ALL RIGHTS AND REMEDIES AT LAW AND IN EQUITY FOR PURSUIT AND RECOVERY OF DAMAGES, IF ANY, RELATING TO THE COVERED VERIFICATIONS.**

IMPACT OF BIDDING SYNDICATE ON AWARD: For purposes of contracting for the sale of the Certificates, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Certificates. Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

OFFICIAL STATEMENT

To assist the Initial Purchaser in complying with Rule 15c2-12 of the Securities and Exchange Commission ("SEC"), the Issuer and the Initial Purchaser contract and agree, by the submission and acceptance of the winning bid, as follows:

COMPLIANCE WITH RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION: The Issuer has approved and authorized distribution of the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Certificates, but does not presently intend to prepare any other document or version thereof for such purpose, except as described below. Accordingly, the Issuer deems the accompanying Preliminary Official Statement to be final as of its date, within the meaning of Rule 15c2-12 of the SEC (the "Rule"), except for information relating to the offering prices, interest rates, final debt service schedule, selling compensation, identity of the Initial Purchaser and other similar information, terms and provisions to be specified in the competitive bidding process. The Initial Purchaser shall be responsible for promptly informing the Issuer of the initial offering yields of the Certificates.

Thereafter, the Issuer will complete and authorize distribution of the Official Statement identifying the Initial Purchaser and containing such omitted information. The Issuer does not intend to amend or supplement the Preliminary Official Statement otherwise, except to take into account certain subsequent events, if any, as described below. By delivering the Official Statement or any amendment or supplement thereto in the requested quantity to the Initial Purchaser on or after the sale date, the Issuer intends the same to be final as of such date, within the meaning of the Rule. Notwithstanding the foregoing, the Issuer makes no representation concerning the absence of material misstatements or omissions from the Preliminary Official Statement, except only as and to the extent under "CERTIFICATION OF THE OFFICIAL STATEMENT" as described below. To the best knowledge and belief of the Issuer, the Preliminary Official Statement contains information, including financial information or operating data, concerning every entity, enterprise, fund, account, or person that is material to an evaluation of the offering of the Certificates.

CONTINUING DISCLOSURE AGREEMENT: The City will agree in the Ordinance to provide certain periodic information and notices of material events in accordance with the Rule, as described in the Preliminary Official Statement under "CONTINUING DISCLOSURE OF INFORMATION." The Initial Purchaser's obligation to accept and pay for the Certificates is conditioned upon delivery to the Initial Purchaser or its agent of a certified copy of the Ordinance containing the agreement described under such heading.

COMPLIANCE WITH PRIOR UNDERTAKINGS: During the last five years, the Issuer has complied in all material respects with its previous continuing disclosure agreements made pursuant to the Rule.

OFFICIAL STATEMENT: The Issuer will furnish to the Initial Purchaser, within seven (7) business days after the sale date, an aggregate maximum of fifty (50) copies of the Official Statement (and 50 copies of any addenda, supplement or amendment thereto), together with information regarding interest rates and other terms relating to the reoffering of the Certificates, in accordance with the Rule. The Issuer agrees to provide, or cause to be provided, to the Initial Purchaser the Preliminary Official Statement and the Official Statement and any amendments or supplements thereto in such printed or electronic format may be required for the Initial Purchaser

to comply with the Rule and the rules of the Municipal Securities Rulemaking Board (the "MSRB"). The Issuer consents to the distribution of such documents in electronic format. The Initial Purchaser may arrange at its own expense to have the Official Statement reproduced and printed if it requires more than 50 copies and may also arrange, at its own expense and responsibility, for completion and perfection of the first or cover page of the Official Statement so as to reflect interest rates and other terms and information related to the reoffering of the Certificates. The Initial Purchaser will be responsible for providing information concerning the Issuer and the Certificates to subsequent purchasers of the Certificates, and the Issuer will undertake no responsibility for providing such information other than to make the Official Statement available to the Initial Purchaser as provided herein. The Issuer's obligation to supplement the Official Statement to correct representations determined to be materially misleading, after the date of the Official Statement, shall terminate upon the earlier of (i) 90 days from the "end of the underwriting period" (as defined in the Rule) and (ii) the time when the Official Statement is available to any person from the MSRB, but in no case less than 25 days after the "end of the underwriting period" for the Certificates. The Initial Purchaser by submitting a bid for the Certificates agrees to promptly file the Official Statement with the MSRB. Unless otherwise notified in writing by the Initial Purchaser, the Issuer can assume that the "end of the underwriting period" for purposes of the Rule is the date of the initial delivery of the Certificates to the Initial Purchaser.

CHANGES TO OFFICIAL STATEMENT: If, subsequent to the date of the Official Statement, the Issuer 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 Certificates, as described below under "DELIVERY AND ACCOMPANYING DOCUMENTS – CONDITIONS TO DELIVERY," the Issuer 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 Issuer to do so will terminate on the date specified under "OFFICIAL STATEMENT" above.

CERTIFICATION OF THE OFFICIAL STATEMENT: At the time of payment for and delivery of the Initial Certificates, the Initial Purchaser will be furnished a certificate, executed by proper officials of the Issuer, acting in their official capacity, in the form specified in the Official Statement under the heading "OTHER PERTINENT INFORMATION – Certification of the Official Statement." The Preliminary Official Statement and Official Notice of Sale will be approved as to form and content and the use thereof in the offering of the Certificates will be authorized, ratified and approved by the City Council on the date of sale, and the Initial Purchaser will be furnished, upon request, at the time of payment for and the delivery of the Certificates, a certified copy of such approval, duly executed by the proper officials of the Issuer.

DELIVERY AND ACCOMPANYING DOCUMENTS

INITIAL DELIVERY OF INITIAL CERTIFICATE: Initial Delivery will be accomplished by the issuance of one fully registered Certificate, in the aggregate principal amount of \$4,000,000*, payable to the Initial Purchaser (the "Initial Certificate"), signed by the Mayor and City Secretary, by their manual or facsimile signatures, approved by the Attorney General, and registered and manually signed by the Comptroller of Public Accounts. Initial Delivery will be at the designated office of the Paying Agent/Registrar. Upon delivery of the Initial Certificate, it shall be immediately canceled and one definitive certificate for each maturity in the aggregate principal amount of \$4,000,000* payable to Cede & Co. will be delivered to DTC in connection with DTC's Book-Entry-Only System. Payment for the Certificates must be made in immediately available funds for unconditional credit to the City, or as otherwise directed by the City. The Initial Purchaser will be given six business days' notice of the time fixed for delivery of the Certificates. It is anticipated that the delivery of the Initial Certificate can be made on or about June 27, 2024, but if for any reason the City is unable to make delivery by June 27, 2024, then the City shall immediately contact the Initial Purchaser and offer to allow the Initial Purchaser to extend his obligation to take up and pay for the Certificates an additional 30 days. If the Initial Purchaser does not elect to extend its offer within six days thereafter, then its Good Faith Deposit will be returned, and both the City and the Initial Purchaser shall be relieved of any further obligation. In no event shall the City be liable for any damages by reason of its failure to deliver the Certificates, provided that such failure is due to circumstances beyond the City's reasonable control.

DTC DEFINITIVE CERTIFICATES: The Certificates will be issued in book-entry-only form. Cede & Co. is the nominee for DTC. All references herein and in the Official Statement to the holders or registered owners of the Certificates shall mean Cede & Co. and not the beneficial owners of the Certificates. Purchases of beneficial interests in the Certificates will be made in book-entry form in the denomination of \$5,000 principal amounts or any integral multiple thereof. Under certain limited circumstances, there may be a cessation of the immobilization of the Certificates at DTC, or another securities depository, in which case, such beneficial interests would become exchangeable for definitive printed obligations of like principal amount.

* Preliminary, subject to change.

CUSIP NUMBERS: It is anticipated that CUSIP identification numbers will be printed on the Certificates, but neither the failure to print such number on any Certificate nor any error with respect thereto shall constitute cause for a failure or refusal by the Initial Purchaser to accept delivery of and pay for the Certificates in accordance with the terms of the Official Bid Form and this Official Notice of Sale. All expenses in relation to the printing of CUSIP numbers on the Certificates shall be paid by the Issuer; however, **the CUSIP Service Bureau's charge for the assignment of the numbers shall be paid by the Initial Purchaser.**

CONDITIONS TO DELIVERY: The obligation to take up and pay for the Certificates is subject to the following conditions: the issuance of an approving opinion of the Attorney General of Texas, the Initial Purchaser's receipt of the legal opinion of Bond Counsel and the no-litigation certificate, and the non-occurrence of the events described below under the caption "NO MATERIAL ADVERSE CHANGE," all as described below. In addition, if the Issuer fails to comply with its obligations described under "OFFICIAL STATEMENT" above, the Initial Purchaser may terminate its contract to purchase the Certificates by delivering written notice to the Issuer within five (5) days thereafter.

NO MATERIAL ADVERSE CHANGE: The obligations of the Initial Purchaser to take up and pay for the Certificates, and of the Issuer to deliver the Certificates to the Initial Purchaser, are subject to the condition that, up to the time of delivery of and receipt of payment for the Certificates, there shall have been no material adverse change in the affairs of the Issuer subsequent to the date of sale from that set forth in the Official Statement, as it may have been finalized, supplemented or amended through the date of delivery.

LEGAL OPINIONS: The Certificates are offered when, as and if issued, subject to the approval of certain legal matters by the Attorney General of the State of Texas and Bond Counsel (see discussion "OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate" in the Official Statement).

CHANGE IN TAX-EXEMPT STATUS: At any time before the Certificates are tendered for initial delivery to the Initial Purchaser, the Initial Purchaser may withdraw its bid if the interest on obligations such as the Certificates shall be declared to be includable in the gross income, as defined in section 61 of the Code, of the owners thereof for federal income tax purposes, either by Treasury regulations, by ruling or administrative guidance of the Internal Revenue Service, by a decision of any federal court, or by the terms of any federal income tax legislation enacted subsequent to the date of this Official Notice of Sale.

GENERAL CONSIDERATIONS

RATING: A municipal bond rating application has been made to S&P Global Ratings ("S&P"). The outcome of the results will be made available to the Initial Purchaser as soon as possible. (See "OTHER PERTINENT INFORMATION – Rating" in the Preliminary Official Statement). An explanation of the significance of such rating, when received, may be obtained from S&P. A rating reflects only the view of such company at the time the rating is given, and the Issuer makes no representations as to the appropriateness of the rating. There is no assurance that such a rating will continue for any given period of time, or that it will not be revised downward or withdrawn entirely by the company assigning such rating if, in the judgment of such company, circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the market price of the Certificates.

SALE OF ADDITIONAL DEBT: The City does not anticipate the issuance of any additional debt supported by taxes or the utility system over the next 12 months.

REGISTRATION AND QUALIFICATION OF CERTIFICATES FOR SALE: No registration statement relating to the Certificates has been filed with the SEC under the Securities Act of 1933, as amended, in reliance upon exemptions provided in such Act. The Certificates have not been approved or disapproved by the SEC, nor has the SEC passed upon the accuracy or adequacy of the Official Statement. Any representation to the contrary is a criminal offense. The Certificates have not been registered or qualified under the Securities Act of Texas in reliance upon exemptions contained therein, nor have the Certificates been registered or qualified under the securities acts of any other jurisdiction. The Issuer assumes no responsibility for registration or qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Certificates shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

It is the obligation of the Initial Purchaser to register or qualify sale of the Certificates under the securities laws of any jurisdiction which so requires. The Issuer agrees to cooperate, at the Initial Purchaser's written request and expense and within reasonable limits, in registering or qualifying the Certificates, or in obtaining an exemption from registration or qualification in any state where such action is necessary, but will in no instance execute a special or general consent to service of process in any state that the Certificates are offered for sale.

ADDITIONAL COPIES: Subject to the limitations described under "OFFICIAL STATEMENT" herein, additional copies of this Official Notice of Sale, the Official Bid Form, and the Preliminary Official Statement may be obtained from SAMCO Capital Markets, Inc., 1700 Pacific Ave., Suite 2000, Dallas, Texas 75201, Attention: Peggy Kilborn (214-765-1440, pkilborn@samcocapital.com).

On the date of the sale, the City Council will, in the Ordinance awarding the sale of the Certificates, approve the form and content of the Official Statement, and any addenda, supplement or amendment thereto, and authorize its further use in the reoffering of the Certificates by the Initial Purchaser.

ATTEST:

/s/

City Secretary
City of Caddo Mills, Texas

/s/

Mayor
City of Caddo Mills, Texas

OFFICIAL BID FORM

Honorable Mayor and City Council
 City of Caddo Mills
 2313 Main Street
 Caddo Mills, Texas 75135

June 4, 2024

Ladies and Gentlemen:

Reference is made to your Official Notice of Sale and Preliminary Official Statement dated June 1, 2024, which terms are incorporated by reference to this proposal (and which are agreed to as evidenced by our submission of this bid), we hereby submit the following bid for \$4,000,000* City of Caddo Mills, Texas Combination Tax and Revenue Certificates of Obligation, Series 2024, dated June 4, 2024 (the "Certificates").

For your legally issued Certificates, as described in said Official Notice of Sale and Preliminary Official Statement, we will pay you a price of \$_____ (being a price of no less than 103% of the par value) plus accrued interest from their Dated Date to the date of delivery to us, for Certificates maturing February 15 and bearing interest as follows:

Year of Stated Maturity	Principal Amount as Stated Maturity	Coupon %	Year of Stated Maturity	Principal Amount as Stated Maturity	Coupon %
2025	\$ 400,000	_____	2033	\$ 260,000	_____
2026	190,000	_____	2034*	270,000	_____
2027	200,000	_____	2035*	285,000	_____
2028	210,000	_____	2036*	295,000	_____
2029	215,000	_____	2037*	310,000	_____
2030	225,000	_____	2038*	320,000	_____
2031	235,000	_____	2039*	335,000	_____
2032	250,000	_____			

*Maturities available for Term Certificates.

Our calculation (which is not part of this bid) of the interest cost in accordance with the above bid is:

TRUE INTEREST COST _____ %

We are (are not) having the Certificates of the following maturities _____ insured by _____ at a premium of \$_____. The premium will be paid by the Winning Bidder. Any fees due to Rating Agencies, other than S&P Global Ratings ("S&P"), as a result of said insurance will be paid by the Winning Bidder. The City will pay the fee due to S&P.

In the event that the Issuer's Municipal Advisor informs the winning bidder that less than three bids were received for the Certificates, the winning bidder shall promptly report which maturities, if any, will be Hold-the-Price maturities on or before 3 p.m. on the date of the bid opening. See "ESTABLISHING THE ISSUE PRICE FOR THE CERTIFICATES" in this Notice of Sale.

ADJUSTMENT OF INITIAL PRINCIPAL AMOUNTS: The City reserves the right to increase or decrease the principal (maturity) amount of any maturity of the Certificates, including the elimination of a maturity or maturities; provided, however, that the aggregate principal (denominational) amount of the Certificates shall not exceed \$4,000,000*. Notice of any such changes shall be given to the successful bidder as soon as practicable following the notification of award, as described below, and this Notice of Sale may be amended at the sole discretion of the City to reflect such increase or decrease. The City will attempt to maintain total per Certificate underwriter spread when adjusting maturities. No such adjustment will have the effect of altering the basis upon which the best bid is determined. The successful bidder may not withdraw its bids or change the rates bid or any initial reoffering prices as a result of any changes made to the principal (denominational) amounts.

* Preliminary, subject to change.

Of the principal maturities set forth in the table above, we have created term certificates as indicated in the following table (which may include multiple term certificates, one term certificate or no term certificates if none is indicated). For those years which have been combined into a term certificate, the principal amount shown in the table above will be the mandatory sinking fund redemption amounts in such years except that the amount shown in the year of the term certificate maturity date will mature in such year. The term certificates created are as follows:

Term Certificate Maturity Date February 15	Year of First Mandatory Redemption	Principal Amount of Term Certificate	Interest Rate

By its acceptance of this bid, we understand the City will provide the copies of the Final Official Statement and of any amendments or supplements thereto in accordance with the Official Notice of Sale, and will cooperate to permit the undersigned to comply with Rule 15c2-12 of the Securities and Exchange Commission. The Purchaser by submitting this bid for the Certificates agrees to promptly file the Official Statement when received from the City with the Municipal Securities Rulemaking Board.

The Initial Certificate shall be registered in the name of _____ (Syndicate Manager), which will upon payment for the Certificates, be canceled by the Paying Agent/Registrar. The Certificates will then be registered in the name of Cede & Co. (DTC’s partnership nominee), under the Book-Entry-Only System. We will advise DTC of registration instructions at least five business days prior to the date set for Initial Delivery.

Cashier's Check of the _____ Bank, _____, in the amount of \$80,000 which represents our Good Faith Deposit (is attached hereto) or (has been made available to you prior to the opening of this bid), and is submitted in accordance with the terms as set forth in the Official Notice of Sale. Upon delivery of the Certificates, said check shall be returned to the Initial Purchaser.

We agree to accept delivery of the Initial Certificate(s) through DTC and make payment for the Initial Certificate(s) in immediately available funds at BOKF, NA, Dallas, Texas, no later than 10:00 A.M., Central Daylight Time, on June 27, 2024, or thereafter on the date the Initial Certificate(s) are tendered for delivery, pursuant to the terms set forth in the Official Notice of Sale.

The undersigned agrees to complete, execute and deliver to the City at least five business days prior to the date of delivery of the Certificates, a certificate relating to the “issue price” of the Certificates in the form and to the effect attached to or accompanying the Official Notice of Sale, with such changes thereto as may be acceptable to the Bond Counsel for the Issuer. The undersigned also agrees to provide the City and its consultants, at least ten business days prior to the delivery of the Certificates, a breakdown of its “underwriting spread” among the following categories: Takedown, Management Fee (if any), Legal Counsel Fee (if any) and Spread Expenses (if any).

As used in the following verifications, “affiliate” means an entity that controls, is controlled by, or is under common control with the bidder within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit. Liability for breach of any such verification during the term of this agreement shall survive until barred by the applicable statute of limitations, and shall not be liquidated or otherwise limited by any provision of the bid or Notice of Sale, notwithstanding anything in the bid or Notice of Sale to the contrary.

- (i) No Boycott of Israel Verification (Texas Government Code Chapter 2271). The Purchaser hereby verifies that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not boycott Israel and will not boycott Israel during the term of this Agreement. As used in the foregoing verification, “boycott Israel” has the meaning provided in Section 2271.001, Government Code.
- (ii) Not a Sanctioned Company (Texas Government Code Chapter 2252). The Purchaser represents that neither it nor any of its parent company, wholly- or majority-owned subsidiaries, and other affiliates is a company identified on a list prepared and maintained by the Texas Comptroller of Public Accounts under Section 2252.153 or Section 2270.0201, Government Code. The foregoing representation excludes a bidder and each of its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization.
- (iii) No Boycott of Energy Companies (Texas Government Code Chapter 2276). The Purchaser hereby verifies that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not boycott energy companies and will not boycott energy companies. As used in the foregoing verification, “boycott energy companies” has the meaning provided in Section 2276.001(1), Government Code.
- (iv) No Discrimination Against Firearm Entities or Firearm Trade Associations (Texas Government Code Chapter 2274). The Purchaser hereby verifies that it and its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, do not have a practice, policy, guidance, or directive that discriminates against a firearm entity or

firearm trade association and will not discriminate against a firearm entity or firearm trade association. As used in the foregoing verification, “discriminate against a firearm entity or firearm trade association” has the meaning provided in Section 2274.001(3), Government Code.

By submitting this bid, the bidder understands and agrees that if Purchaser should fail or refuse to take up and pay for the Certificates in accordance with this bid, or it is determined that after the acceptance of this bid by the Issuer that the Purchaser was found not to satisfy the requirements described in the Official Notice of Sale and Bidding Instructions under the heading “CONDITIONS OF THE SALE” and as a result the Texas Attorney General will not deliver its approving opinion of the Certificates, then the check submitted herewith as the Purchaser’s Good Faith Deposit shall be cashed and accepted by the Issuer. IF THE ISSUER CASHES THE PURCHASER’S GOOD FAITH DEPOSIT AS DESCRIBED ABOVE, SUCH ACTION DOES NOT CONSTITUTE COMPLETE OR LIQUIDATED DAMAGES RELATED TO THE PURCHASER’S BREACH OF ANY OF THE COVERED VERIFICATIONS.

By submitting this bid, the Purchaser understands and agrees that the liability of the Purchaser for breach of any of the verifications made in connection with Chapters 2252, 2271, 2274, and 2276, Texas Government Code, as amended and as described above (collectively, the “Covered Verifications”) shall survive until barred by the applicable statute of limitations, and shall not be liquidated or otherwise limited by any provision of this Official Bid Form or the Official Notice of Sale. Additionally, the Purchaser acknowledges and agrees that the Issuer reserves and retains all rights and remedies at law and in equity for pursuit and recovery of damages, if any, relating to the Covered Verifications.

Further State Law Compliance and Standing Letter Requirement: By submitting this bid, the Purchaser understands and agrees that it must have a standing letter on file with the Municipal Advisory Council of Texas and the Texas Attorney General’s Office in the form included as Exhibit A to the All Bond Counsel Letter of the Texas Attorney General dated November 1, 2023 and any supplements thereto (the “All Bond Counsel Letter”). In submitting this bid, the Purchaser represents to the Issuer that it has filed a standing letter in the form included as Exhibit A to the All Bond Counsel Letter without qualification and including current statutory citations and it has no reason to believe that the Issuer may not be entitled to rely on the standing letter on file with the Municipal Advisory Council of Texas and the Texas Attorney General’s Office. The Purchaser hereby further agrees that it will not rescind its standing letter at any time before the delivery of the Certificates unless same is immediately replaced with a standing letter meeting the requirements of the All Bond Counsel Letter.

The Purchaser agrees to provide such further representations, certifications or assurances in connection with the Covered Verifications, as of the Delivery Date or such other date requested by the Issuer including, but not limited to, a bring down certification as provided by the All Bond Counsel Letter.

The Purchaser acknowledges that the Issuer, in its sole discretion, has reserved the right to reject the bid of any bidder who is, or whose parent company, subsidiaries or affiliates are, on a list maintained by the Texas Comptroller of financial companies boycotting energy companies or discriminating against firearm entities.

The Purchaser understands and agrees that to the extent the Purchaser and each syndicate member listed on the Official Bid Form is unable to provide a Standing Letter in a form satisfactory to the Texas Office of the Attorney General, the Issuer reserves the right to cash and accept the Good Faith Deposit (see “CONDITIONS OF THE SALE - Good Faith Deposit” in the Official Notice of Sale).

NOTWITHSTANDING ANYTHING CONTAINED HEREIN, THE REPRESENTATIONS AND COVENANTS CONTAINED IN THIS OFFICIAL BID FORM SHALL SURVIVE TERMINATION OF THE AGREEMENT OF THE PURCHASER TO PURCHASE THE CERTIFICATES UNTIL THE APPLICABLE STATUTE OF LIMITATIONS HAS RUN.

Submission or Exemption of filing Form 1295: In accordance with Texas Government Code Section 2252.908 (the “Interested Party Disclosure Act”), the Issuer may not award the Certificates to a bidder unless the winning bidder either:

(i) submits a Certificate of Interested Parties Form 1295 (the “Disclosure Form”) to the Issuer as prescribed by the Texas Ethics Commission (“TEC”),

or

(ii) certifies below that it is exempt from filing the Disclosure Form by virtue of being a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity.

Unless the bidder certifies that it is exempt from filing a Disclosure Form with the Issuer, upon notification of conditional verbal acceptance and if required, the undersigned will complete an electronic form of the Disclosure Form through the TEC’s electronic portal and the resulting certified Disclosure Form that is generated by the TEC’s electronic portal will be printed, signed and sent by email to the Issuer’s financial advisor at MMclIney@samcocapital.com. The undersigned understands that the failure to provide the certified Disclosure Form will prohibit the Issuer from providing final written award of the enclosed bid.

The Purchaser (mark one):

(i) Agrees to timely make a filing of a completed Disclosure Form with the Issuer []

or

(ii) Hereby certifies that it is exempt from filing the Disclosure Form by virtue of being a publicly traded business entity or a wholly owned subsidiary of a publicly traded business entity [].

The Issuer will consider any bid submitted pursuant to the Notice of Sale relating to the Certificates to be a firm offer for the purchase of the Certificates.

For purposes of contracting for the sale of the Certificates, the entity signing the bid form as Purchaser shall be solely responsible for the payment of the purchase price of the Certificates. The Purchaser may serve as a syndicate manager and contract under a separate agreement with other syndicate members. However, the City is not a party to that agreement and any information provided regarding syndicate managers would be for informational purposes only.

Respectfully submitted,

By: _____
Underwriter's Authorized Representative

ACCEPTANCE CLAUSE

THE ABOVE AND FOREGOING BID IS IN ALL THINGS HEREBY ACCEPTED this 11th day of June 2024, by the City Council of the City of Caddo Mills, Texas.

ATTEST:

City Secretary, City of Caddo Mills, Texas

Mayor, City of Caddo Mills, Texas

\$4,000,000*
CITY OF CADDO MILLS, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2024

ISSUE PRICE CERTIFICATE

(Sales where at least 3 bids are received from underwriters)

The undersigned, as the underwriter or the manager of the syndicate of underwriters ("Purchaser"), with respect to the purchase at competitive sale of the Combination Tax and Revenue Certificates of Obligation, Series 2024 issued by the City of Caddo Mills, Texas ("Issuer") in the principal amount of \$_____ ("Certificates"), hereby certifies and represents, based on its records and information, as follows:

(a) On the first day on which there was a binding contract in writing for the purchase of the Certificates by the Purchaser, the Purchaser's reasonably expected initial offering prices of each maturity of the Certificates with the same credit and payment terms (the "Expected Offering Prices") to a person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter are as set forth in the pricing wire or equivalent communication for the Certificates, as attached to this Certificate as Schedule A. The Expected Offering Prices are the prices for the Certificates used by the Purchaser in formulating its bid to purchase the Certificates.

(b) The Purchaser had an equal opportunity to bid to purchase the Certificates and it was not given the opportunity to review other bids that was not equally given to all other bidders (i.e., no last look).

(c) The bid submitted by the Purchaser constituted a firm bid to purchase the Certificates.

(d) The Purchaser has /has not purchased bond insurance for the Certificates. The bond insurance has been purchased from _____ (the "Insurer") for a fee of \$_____ (net any nonguarantee cost, e.g., rating agency fees). The amount of such fee is set forth in the Insurer's commitment and does not include any payment for any direct or indirect services other than the transfer of credit risk, unless the compensation for those other services is separately stated, reasonable, and excluded from such fee. Such fee does not exceed a reasonable, arm's-length charge for the transfer of credit risk and it has been paid to a person who is not exempt from federal income taxation and who is not a user or related to the user of any proceeds of the Certificates. The present value of the debt service savings expected to be realized as a result of such insurance exceeds the amount of the fee set forth above. For this purpose, present value is computed using the yield on the Certificates, determined by taking into account the amount of the fee set forth above, as the discount rate. No portion of the fee payable to the Insurer is refundable upon redemption of any of the Certificates in an amount which would exceed the portion of such fee that has not been earned.

For purposes of this Issue Price Certificate, the term "Underwriter" means (1) (i) a person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Certificates to the Public, or (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (1)(i) of this paragraph (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Certificates to the Public) to participate in the initial sale of the Certificates to the Public, and (2) any person who has more than 50% common ownership, directly or indirectly, with a person described in clause (1) of this paragraph.

The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Certificates, and by McCall, Parkhurst & Horton L.L.P. in connection with rendering its opinion that the interest on the Certificates is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Certificates. Notwithstanding anything set forth herein, the Purchaser is not engaged in the practice of law and makes no representation as to the legal sufficiency of the factual matters set forth herein.

EXECUTED and DELIVERED as of this _____.

_____, as Purchaser

By: _____

Name: _____

**Preliminary, subject to change.*

\$4,000,000*
CITY OF CADDO MILLS, TEXAS
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2024

ISSUE PRICE CERTIFICATE

(Sales where **less than 3 bids are received from underwriters**)

The undersigned, as the underwriter or the manager of the syndicate of Underwriters ("Purchaser"), with respect to the purchase at competitive sale of the Combination Tax and Revenue Certificates of Obligation, Series 2024 issued by the City of Caddo Mills, Texas ("Issuer") in the principal amount of \$_____ ("Bonds"), hereby certifies and represents, based on its records and information, as follows:

(a) Other than the Bonds maturing in _____ ("Hold-the-Price Maturities"), if any, the first prices at which at least ten percent ("Substantial Amount") of the principal amount of each maturity of the Bonds having the same credit and payment terms ("Maturity") was sold on the Sale Date to a person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter ("Public") are their respective initial offering prices (the "Initial Offering Prices"), as listed in the pricing wire or equivalent communication for the Bonds that is attached to this Certificate as Schedule A.

(b) On or before the first day on which there is a binding contract in writing for the sale of the Bonds ("Sale Date"), the Purchaser offered to the Public each Hold-the-Price Maturity at their respective Initial Offering Prices, as set forth in Schedule A hereto.

(c) As set forth in the Notice of Sale, the Purchaser agreed in writing to neither offer nor sell any of the Hold-the-Price Maturities to any person at any higher price than the Initial Offering Price for such Maturity until the earlier of the close of the fifth business day after the Sale Date or the date on which the Purchaser sells a Substantial Amount of a Maturity of the Bonds to the Public at no higher price than the Initial Offering Price for such Maturity.

(d) The Purchaser has []/has not [] purchased bond insurance for the Bonds. The bond insurance has been purchased from _____ (the "Insurer") for a fee of \$_____ (net any nonguarantee cost, e.g., rating agency fees). The amount of such fee is set forth in the Insurer's commitment and does not include any payment for any direct or indirect services other than the transfer of credit risk, unless the compensation for those other services is separately stated, reasonable, and excluded from such fee. Such fee does not exceed a reasonable, arm's-length charge for the transfer of credit risk and it has been paid to a person who is not exempt from federal income taxation and who is not a user or related to the user of any proceeds of the Bonds. The present value of the debt service savings expected to be realized as a result of such insurance exceeds the amount of the fee set forth above. For this purpose, present value is computed using the yield on the Bonds, determined by taking into account the amount of the fee set forth above, as the discount rate. No portion of the fee payable to the Insurer is refundable upon redemption of any of the Bonds in an amount which would exceed the portion of such fee that has not been earned.

For purposes of this Issue Price Certificate, the term "Underwriter" means (1) (i) a person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, or (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (1)(i) of this paragraph (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public) to participate in the initial sale of the Bonds to the Public, and (2) any person who has more than 50% common ownership, directly or indirectly, with a person described in clause (1) of this paragraph.

The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Federal Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by McCall, Parkhurst & Horton L.L.P. in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds. Notwithstanding anything set forth herein, the Purchaser is not engaged in the practice of law and makes no representation as to the legal sufficiency of the factual matters set forth herein.

EXECUTED and DELIVERED as of this _____.

_____, as Purchaser
By: _____
Name: _____

SCHEDULE A

PRICING WIRE OR EQUIVALENT COMMUNICATION

(Attached)

This Preliminary Official Statement and the information contained herein are subject to completion or amendment without notice. These securities may not be sold, nor may offers to buy them be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or filing under the securities laws of any such jurisdiction.

NEW ISSUE BOOK-ENTRY-ONLY

Rating: S&P: “___” (Insured)
“___” (Underlying)

(See “OTHER PERTINENT INFORMATION - Rating”, “BOND INSURANCE” and “BOND INSURANCE GENERAL RISKS” herein)

PRELIMINARY OFFICIAL STATEMENT

Dated: June 4, 2024

In the opinion of Bond Counsel (as defined herein), interest on the Certificates is excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, subject to the matters described under “TAX MATTERS” herein, including the alternative minimum tax on certain corporations.

The City will designate the Certificates as “Qualified Tax-Exempt Obligations”

\$4,000,000*

**CITY OF CADDO MILLS, TEXAS
(Hunt County)**

COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2024

Dated Date: June 1, 2024 (the “Dated Date”)

Due: February 15, as shown on page ii

The City of Caddo Mills, Texas (the “City”) \$4,000,000* Combination Tax and Revenue Certificates of Obligation, Series 2024 (the “Certificates”) are being issued pursuant to the Constitution and laws of the State of Texas (the “State”), including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, and an ordinance (the “Ordinance”) to be adopted by the City Council of the City on or about June 11, 2024. (See “THE CERTIFICATES – Authority for Issuance” herein.)

The Certificates constitute direct obligations of the City payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City and a limited pledge (not to exceed \$1,000) of the surplus revenues of the City’s Waterworks and Sewer System (the “System”), as provided in the Ordinance. (See “THE CERTIFICATES - Security for Payment” herein.)

Interest on the Certificates will accrue from the Dated Date as shown above and will be payable on February 15, 2025, and on each August 15 and February 15 thereafter, until maturity or prior redemption, and will be calculated on the basis of a 360-day year of twelve 30-day months. The definitive Certificates will be issued as fully registered obligations in book-entry-only form and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository (the “Securities Depository”). Book-entry interests in the Certificates will be made available for purchase in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of the Certificates (“Beneficial Owners”) will not receive physical delivery of certificates representing their interest in the Certificates purchased. So long as DTC or its nominee is the registered owner of the Certificates, the principal of and interest on the Certificates will be payable by BOKF, NA, Dallas, Texas, as Paying Agent/Registrar, to DTC, which will in turn remit such principal and interest to its Participants, which will in turn remit such principal and interest to the Beneficial Owners of the Certificates. (See “BOOK-ENTRY-ONLY SYSTEM” herein.)

Proceeds from the sale of the Certificates will be used to pay all or a portion of the City’s contractual obligations incurred in connection with (i) acquiring, constructing, and equipping additions, improvements, extensions, and equipment for the City’s water and sewer system, including the acquisition of land and rights-of-way therefor; and (ii) legal, fiscal and engineering fees in connection with such projects, including costs of issuance of the Certificates. (See “THE CERTIFICATES – Use of Certificate Proceeds” herein.)

The City has submitted applications to municipal bond insurance companies to have the payment of the principal and interest on the Certificates insured by a municipal bond insurance policy. In the event the Certificates are qualified for municipal bond insurance, and the initial purchaser of the Certificates desires to purchase such insurance, the cost therefor will be paid by the initial purchaser of the Certificates. (See “BOND INSURANCE” and “BOND INSURANCE GENERAL RISKS” herein.)

**STATED MATURITY SCHEDULE
(On Page ii)**

The Certificates are offered for delivery, when, as and if issued and received by the initial purchaser (the “Purchaser”) and subject to the approving opinion of the Attorney General of the State of Texas and the approval of certain legal matters by McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. (See Appendix C – Form of Legal Opinion of Bond Counsel.) (See “OTHER PERTINENT INFORMATION - Legal Opinions and No-Litigation Certificate” herein). It is expected that the Certificates will be available for delivery through the facilities of DTC on or about June 27, 2024.

BIDS DUE ON JUNE 11, 2024 AT 11:00 A.M., CENTRAL DAYLIGHT TIME

*Preliminary, subject to change.

STATED MATURITY SCHEDULE
(Due February 15)
Base CUSIP – 127235^(a)

Stated Maturity February 15	Principal Amount*	Interest Rate (%)	Initial Yield (%)	CUSIP Suffix^(a)
2025	\$ 400,000	_____	_____	_____
2026	190,000	_____	_____	_____
2027	200,000	_____	_____	_____
2028	210,000	_____	_____	_____
2029	215,000	_____	_____	_____
2030	225,000	_____	_____	_____
2031	235,000	_____	_____	_____
2032	250,000	_____	_____	_____
2033	260,000	_____	_____	_____
2034	270,000	_____	_____	_____
2035	285,000	_____	_____	_____
2036	295,000	_____	_____	_____
2037	310,000	_____	_____	_____
2038	320,000	_____	_____	_____
2039	335,000	_____	_____	_____

(Interest to accrue from the Dated Date)

The City reserves the right to redeem the Certificates maturing on and after February 15, 2034, on February 15, 2033, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the redemption price of par plus accrued interest to the date of redemption. In addition, in the event the Purchaser elects to aggregate two or more consecutive serial maturities as one or more “Term Certificates,” such Term Certificates will be subject to mandatory sinking fund redemption in accordance with the Ordinance and will be described in the final Official Statement. (See “THE CERTIFICATES – Redemption Provisions” herein.)

(a) CUSIP numbers are included solely for the convenience of the owners of the Certificates. CUSIP is a registered trademark of the American Bankers Association. CUSIP Global Services (“CGS”) is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. Copyright(c) 2024 CUSIP Global Services. All rights reserved. CUSIP data herein is provided by CGS. This data is not intended to create a database and does not serve in any way as a substitute for the CGS database. CUSIP numbers are provided for convenience of reference only. None of the City, the Purchaser or their agents or counsel are responsible for the selection or the correctness of the CUSIP numbers set forth herein.

*Preliminary, subject to change.

CITY OF CADDO MILLS, TEXAS
2313 Main Street
Caddo Mills, Texas 75135
903-527-3116

ELECTED OFFICIALS

<u>Name</u>	<u>Position</u>	<u>On Council Since</u>	<u>Term Expires May</u>
Chris Davies	Mayor	2021	2025
Shawn Bentley	Council Member	2023	2026
Cody Hawkins	Mayor Pro Tem	2022	2026
Lori Howell	Council Member	2023	2025
Justin Poppelreiter	Council Member	2023	2025
John Verity	Council Member	2021	2026

ADMINISTRATION

<u>Name</u>	<u>Position</u>	<u>Years With The City</u>
Matt McMahan	City Manager	11 years
Stacy Smith	Finance Manager	14 years
Becky Pattillo	City Secretary	2 years

CONSULTANTS AND ADVISORS

Bond Counsel	McCall, Parkhurst & Horton L.L.P. Dallas, Texas
Certified Public Accountants	Wilf & Henderson, P.C. Texarkana, Texas
Financial Advisor	SAMCO Capital Markets, Inc. San Antonio, Texas

For Additional Information Please Contact:

Mr. Matt McMahan
City Manager
City of Caddo Mills
2313 Main Street
Caddo Mills, Texas 75135
(903) 527-3116
mattmcmahan11@outlook.com

Ms. Stacy Smith
Finance Manager
City of Caddo Mills
2313 Main Street
Caddo Mills, Texas 75135
(903) 527-3116
financemanager@cityofcaddomills.com

Mr. Mark McLiney, Senior Managing Director
Mr. Andrew Friedman, Senior Managing Director
SAMCO Capital Markets, Inc.
1020 NE Loop 410, Suite 640
San Antonio, Texas 78209
(210) 832-9760
mccliney@samcocapital.com
afriedman@samcocapital.com

USE OF INFORMATION IN THE OFFICIAL STATEMENT

For purposes of compliance with Rule 15c2-12 promulgated by the United States Securities and Exchange Commission (the "Rule"), this document constitutes a preliminary official statement of the City with respect to the Certificates that has been "deemed final" by the City as of its date except for the omission of no more than the information permitted by the Rule.

This Official Statement, which includes the cover page and the Appendices hereto, does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer, solicitation or sale.

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

Certain information set forth herein has been provided by sources other than the City that the City believes to be reliable, but the City makes no representation as to the accuracy of such information. Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of the 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 City or other matters described herein since the date hereof. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

The Purchaser has provided the following statement for inclusion in this Official Statement. The Purchaser has reviewed the information in this Official Statement in accordance with, and as part of its respective responsibilities to investors under the federal securities laws, but the Purchaser does not guarantee the accuracy or completeness of such information.

NONE OF THE CITY, THE PURCHASER OR THE FINANCIAL ADVISOR MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK ("DTC") OR ITS BOOK-ENTRY-ONLY SYSTEM, OR ANY MUNICIPAL BOND INSURER WITH RESPECT TO ITS MUNICIPAL BOND INSURANCE POLICY AS SUCH INFORMATION HAS BEEN PROVIDED BY DTC AND THE MUNICIPAL BOND INSURER, RESPECTIVELY.

THE CERTIFICATES ARE EXEMPT FROM REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION AND CONSEQUENTLY HAVE NOT BEEN REGISTERED THEREWITH. THE REGISTRATION, QUALIFICATION, OR EXEMPTION OF THE CERTIFICATES IN ACCORDANCE WITH APPLICABLE SECURITIES LAW PROVISIONS OF THE JURISDICTIONS IN WHICH THESE SECURITIES HAVE BEEN REGISTERED, QUALIFIED, OR EXEMPTED SHOULD NOT BE REGARDED AS A RECOMMENDATION THEREOF.

THIS OFFICIAL STATEMENT CONTAINS "FORWARD-LOOKING" STATEMENTS WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED. SUCH STATEMENTS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE DIFFERENT FROM THE FUTURE RESULTS, PERFORMANCE AND ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED THAT THE ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN THE FORWARD-LOOKING STATEMENTS.

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Financial Information of the City
General Information Regarding the City of Caddo Mills and Hunt County, Texas
Form of Legal Opinion of Bond Counsel
City's General Purpose Audited Financial Statements for the Fiscal Year Ended September 30, 2023

Appendix A
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The cover page, subsequent pages hereof and appendices attached hereto, are part of this Official Statement.

SELECTED DATA FROM THE OFFICIAL STATEMENT

The selected data is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement. The offering of the Certificates to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this page from this Official Statement or to otherwise use it without the entire Official Statement.

The City	The City of Caddo Mills, Texas (the “City”), located in Hunt County is a political subdivision of the State of Texas (the “State”) and operates under a Mayor and a City Council comprised of five members. The Mayor and all five Council members are elected at-large for two year staggered terms. The City’s current estimated population is 4,800. (See “Appendix B – General Information Regarding the City of Caddo Mills and Hunt County, Texas” herein.)
The Certificates	The Certificates are being issued pursuant to the Constitution and laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, and an ordinance (the “Ordinance”) to be adopted by the City Council on or about June 11, 2024. (See “THE CERTIFICATES – Authority for Issuance” herein.)
Paying Agent/Registrar	The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas Texas.
Security	The Certificates constitute direct obligations of the City payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City and a limited pledge (not to exceed \$1,000) of the surplus revenues of the City’s Waterworks and Sewer System (the “System”), as provided in the Ordinance. (See “THE CERTIFICATES - Security for Payment” herein.)
Redemption Provision	The City reserves the right, at its sole option, to redeem Certificates stated to mature on and after February 15, 2034, on February 15, 2033, or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof, at the price of par plus accrued interest to the date fixed for redemption. In addition, in the event the Purchaser elects to aggregate two or more consecutive serial maturities as one or more “Term Certificates,” such Term Certificates will be subject to mandatory sinking fund redemption in accordance with the Ordinance and will be described in the final Official Statement. (See “THE CERTIFICATES – Redemption Provisions” herein.)
Tax Matters	In the opinion of Bond Counsel, the interest on the Certificates will be excludable from gross income for federal income tax purposes under existing law, subject to the matters described under “TAX MATTERS” herein, including the alternative-minimum tax on certain corporations. (See “TAX MATTERS” for a discussion of the Opinion of Bond Counsel and “APPENDIX C – FORM OF LEGAL OPINION OF BOND COUNSEL” herein.)
Use of Certificate Proceeds	Proceeds from the sale of the Certificates will be used to pay all or a portion of the City’s contractual obligations incurred in connection with (i) acquiring, constructing, and equipping additions, improvements, extensions, and equipment for the City’s water and sewer system, including the acquisition of land and rights-of-way therefor; and (ii) legal, fiscal and engineering fees in connection with such projects, including costs of issuance of the Certificates. (See “THE CERTIFICATES – Use of Certificate Proceeds” herein.)
Book-Entry-Only System	The City intends to utilize the Book-Entry-Only System of The Depository Trust Company, New York, New York (“DTC”) described herein. No physical delivery of the Certificates will be made to the beneficial owners of the Certificates. Such Book-Entry-Only System may affect the method and timing of payments on the Certificates and the manner the Certificates may be transferred. (See “BOOK-ENTRY-ONLY SYSTEM” herein.)
Rating	A municipal bond rating application for the Certificates has been made to S&P Global Ratings, a division of Standard & Poor’s Financial Services, LLC (“S&P”). The outcome of the results will be made available as soon as possible. (See “OTHER PERTINENT INFORMATION – Rating” herein.)
Bond Insurance	The City has submitted applications to municipal bond insurance companies to have the payment of the principal and interest on the Certificates insured by a municipal bond insurance policy, and expects that the Certificates will be qualified for municipal bond insurance. The decision whether to insure the Certificates will be made by the winning bidder for the Certificates through its bid for the Certificates. If insured, the final Official Statement will describe the insurance policy and the insurer. (See “BOND INSURANCE” and “BOND INSURANCE GENERAL RISKS” herein.)
Issuance of Additional Debt	The City does not intend to issue any debt supported by taxes or the utility system over the next 12 months.
Payment Record	The City has never defaulted on the payment of its general obligation or revenue debt.
Delivery	When issued, anticipated on or about June 27, 2024.
Legality	Delivery of the Certificates is subject to the approval by the Attorney General of the State and the rendering of an opinion as to legality by McCall, Parkhurst & Horton L.L.P., Bond Counsel, Dallas, Texas.

PRELIMINARY OFFICIAL STATEMENT
relating to

\$4,000,000*
CITY OF CADDO MILLS, TEXAS
(A political subdivision of the State of Texas located in Hunt County, Texas)
COMBINATION TAX AND REVENUE CERTIFICATES OF OBLIGATION, SERIES 2024

INTRODUCTORY STATEMENT

This Official Statement provides certain information in connection with the issuance by the City of Caddo Mills, Texas (the "City") of its \$4,000,000* Combination Tax and Revenue Certificates of Obligation, Series 2024 (the "Certificates") identified on the cover page hereof.

The City of Caddo Mills, Texas (the "City"), located in Hunt County operates under a Mayor and a City Council consisting of five members. The Mayor and all five Council members are elected at-large for two-year staggered terms. The City is a political subdivision and Type A general law municipal corporation of the State of Texas (the "State"), duly organized and existing under the Constitution and laws of the State. The Certificates are being issued pursuant to the Constitution and general laws of the State and an ordinance (the "Ordinance") to be adopted by the City Council of the City (the "City Council") authorizing the issuance of the Certificates. (See "THE CERTIFICATES - Authority for Issuance" herein.)

Unless otherwise indicated, capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Ordinance. Included in this Official Statement are descriptions of the Certificates and certain information about the City and its finances. **ALL DESCRIPTIONS OF DOCUMENTS CONTAINED HEREIN ARE SUMMARIES ONLY AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH SUCH DOCUMENT.** Copies of such documents may be obtained from the City or the Financial Advisor noted on page iii hereof.

This Official Statement speaks only as to its date, and the information contained here is subject to change. Copies of the final Official Statement relating to the Certificates will be deposited with the Municipal Securities Rulemaking Board, through its Electronic Municipal Market Access ("EMMA") system. See "CONTINUING DISCLOSURE OF INFORMATION" for a description of the City's undertaking to provide certain information on a continuing basis.

THE CERTIFICATES

General

The Certificates will be dated June 1, 2024 (the "Dated Date"). The Certificates are stated to mature on February 15, in the years and in the principal amounts set forth on page ii hereof. The Certificates shall bear interest from their Dated Date on the unpaid principal amounts, and the amount of interest to be paid with respect to each payment period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Interest on the Certificates will be payable on February 15, 2025, and on each August 15 or February 15 thereafter until maturity or prior redemption. Principal is payable at the designated offices of the "Paying Agent/Registrar" for the Certificates, initially BOKF, NA, Dallas, Texas. Interest on the Certificates shall be paid to the registered owners whose names appear on the registration books of the Paying Agent/Registrar at the close of business on the Record Date (as hereinafter defined) and shall be paid by the Paying Agent/Registrar (i) by check sent United States Mail, first class postage prepaid, to the address of the registered owner recorded in the Security Register or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk of, the registered owner. If the date for the payment of the principal or interest on the Certificates shall be a Saturday, Sunday, a legal holiday or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized to be closed, then the date for such payment shall be the next succeeding day which is not such a day, and payment on such date shall have the same force and effect as if made on the date payment was due.

Initially, the Certificates will be registered and delivered only to Cede & Co., the nominee of The Depository Trust Company ("DTC") pursuant to the Book-Entry-Only System described below. No physical delivery of the Certificates will be made to the Beneficial Owners. Principal of, premium, if any, and interest on the Certificates will be payable by the Paying Agent/Registrar to Cede & Co., which will distribute the amounts received to the appropriate DTC participants, who shall in turn make payment to the Beneficial Owners of the Certificates. Such Book-Entry-Only System may change the method and timing of payment for the Certificates and the method of transfer. See "BOOK-ENTRY-ONLY SYSTEM" below for a more complete description of such System.

Authority for Issuance

The Certificates are being issued pursuant to the Constitution and general laws of the State, including particularly Texas Local Government Code, Subchapter C, Chapter 271, as amended, and the Ordinance.

* Preliminary, subject to change.

Security for Payment

The Certificates constitute direct obligations of the City payable from a combination of the levy and collection of an annual ad valorem tax, within the limits prescribed by law, on all taxable property within the City and a limited pledge (not to exceed \$1,000) of the surplus revenues of the City's Waterworks and Sewer System (the "System"), as provided in the Ordinance.

Tax Rate Limitations

All taxable property within the City is subject to the assessment, levy and collection by the City of a continuing, annual direct ad valorem tax sufficient to provide for the payment of principal of and interest on all ad valorem tax debt within the limit prescribed by law. Article XI, Section 4, of the Constitution of the State applies to the City, and limits the maximum ad valorem tax rate of the City to \$1.50 per \$100 taxable assessed valuation for all City purposes. Administratively, the Attorney General of the State will permit allocation of \$1.00 of the \$1.50 maximum tax rate for all general obligation debt service, as calculated at the time of issuance and based on a 90% collection rate.

Use of Certificate Proceeds

Proceeds from the sale of the Certificates will be used to pay all or a portion of the City's contractual obligations incurred in connection with (i) acquiring, constructing, and equipping additions, improvements, extensions, and equipment for the City's water and sewer system, including the acquisition of land and rights-of-way therefor; and (ii) legal, fiscal and engineering fees in connection with such projects, including costs of issuance of the Certificates.

Redemption Provisions

Optional Redemption: The City reserves the right, at its option, to redeem the Certificates maturing on and after February 15, 2034, on February 15, 2033 or any date thereafter, in whole or in part, in principal amounts of \$5,000 or any integral multiple thereof (and, if within a stated maturity, selected at random and by lot by the Paying Agent/Registrar), at the redemption price of par plus accrued interest to the date fixed for redemption.

Not less than thirty (30) days prior to a redemption date for the Certificates, the City shall cause a notice of such redemption to be sent by United States mail, first-class postage prepaid, to the registered owners of each Certificate or a portion thereof to be redeemed at its address as it appeared on the registration books of the Paying Agent/Registrar on the day such notice of redemption is mailed. ANY NOTICE OF REDEMPTION SO MAILED TO THE REGISTERED OWNERS WILL BE DEEMED TO HAVE BEEN DULY GIVEN IRRESPECTIVE OF WHETHER ONE OR MORE OF THE REGISTERED OWNERS FAILED TO RECEIVE SUCH NOTICE. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Certificates or portions thereof which are to be so redeemed. If such notice of redemption is given and any other condition to redemption satisfied, all as provided above, the Certificates or portion thereof, which are to be redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment.

With respect to any optional redemption of the Certificates, unless certain prerequisites to such redemption required by the Ordinance have been met and money sufficient to pay the principal of and premium, if any, and interest on the Certificates to be redeemed will have been received by the Paying Agent/Registrar prior to the giving of such notice of redemption, such notice may state that said redemption will, at the option of the City, be conditional upon the satisfaction of such prerequisites and receipt of such money by the Paying Agent/Registrar on or prior to the date fixed for such redemption or upon any prerequisite set forth in such notice of redemption. If a conditional notice of redemption is given and such prerequisites to the redemption are not fulfilled, such notice will be of no force and effect, the City will not redeem such Certificates and the Paying Agent/Registrar will give notice in the manner in which the notice of redemption was given, to the effect that the Certificates have not been redeemed.

The Paying Agent/Registrar and the City, so long as a Book-Entry-Only System is used for the Certificates, will send any notice of redemption, notice of proposed amendment to the Certificates or other notices with respect to the Certificates only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the Beneficial Owner, will not affect the validity of the redemption of the Certificates called for redemption or any other action premised on any such notice. Redemption of portions of the Certificates by the City will reduce the outstanding principal amount of such Certificates held by DTC. In such event, DTC may implement, through its Book-Entry-Only System, a redemption of such Certificates held for the account of DTC participants in accordance with its rules or other agreements with DTC participants and then DTC direct participants and indirect participants may implement a redemption of such Certificates from the Beneficial Owners. Any such selection of Certificates the City has called for redemption will not be governed by the Ordinance and will not be conducted by the City or the Paying Agent/Registrar. Neither the City nor the Paying Agent/Registrar will have any responsibility to DTC participants, indirect participants or the persons for whom DTC participants act as nominees, with respect to the payments on the Certificates or the providing of notice to DTC direct participants, indirect participants, or Beneficial Owners of the selection of portions of the Certificates for redemption. (See "BOOK-ENTRY-ONLY SYSTEM" herein.)

Mandatory Sinking Fund Redemption: In the event the Purchaser elects to combine two or more consecutive serial maturities into one or more Term Certificates, each such Term Certificate will be subject to mandatory sinking fund redemption commencing on February 15 of the

first year which has been combined to form such Term Certificate and continuing on February 15 in each year thereafter until the stated maturity date of that Term Certificate. In the event the Purchaser elects to create Term Certificates, the final Official Statement will be updated to reflect the mandatory sinking fund redemption schedules and provisions.

Payment Record

The City has never defaulted on the payment of its general obligation or revenue debt.

Legality

The Certificates are offered when, as and if issued, subject to the approvals of legality by the Attorney General of the State and McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel. A form of the legal opinion of Bond Counsel appears in Appendix C attached hereto.

Defeasance

The Ordinance provides for the defeasance of the Certificates when the payment of the principal of and premium, if any, on the Certificates, plus interest thereon to the due date thereof (whether such due date be by reason of maturity or otherwise) is provided by irrevocably depositing with the Paying Agent/Registrar or other authorized agent, in trust (1) money sufficient to make such payment and/or (2) Defeasance Securities that mature as to principal and interest in such amounts and at such times to ensure the availability, without reinvestment, of sufficient money to make such payments, and to pay all necessary and proper fees, compensation and expenses of the paying agent for the Certificates. The City has additionally reserved the right, subject to satisfying the requirements of (1) and (2) above, to substitute other Defeasance Securities originally deposited, to reinvest the uninvested moneys on deposit for such defeasance and to withdraw for the benefit of the City moneys in excess of the amount required for such defeasance. The Ordinance provides that "Defeasance Securities" means any securities and obligations now or hereafter authorized by State law that are eligible to discharge obligations such as the Certificates. Current State law permits defeasance with the following types of securities: (a) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (b) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date the City authorizes the defeasance of the Certificates, 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, on the date the City authorizes the defeasance of the Certificates, have been refunded and are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent. The City is authorized to restrict the use of eligible Defeasance Securities as deemed appropriate in connection with the sale of the Certificates. There is no assurance that the current State law will not be changed in a manner which would permit investments other than those described above to be made with amounts deposited to defease the Certificates. Because the Ordinance does not contractually limit such investments, registered owners will be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as those currently permitted under State law. There is no assurance that the ratings for U.S. Treasury securities used for defeasance purposes or that for any other Defeasance Security will be maintained at any particular rating category.

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

Amendments

In the Ordinance, the City has reserved the right to amend the Ordinance without the consent of any holder for the purpose of amending or supplementing the Ordinance to (i) cure any ambiguity, defect or omission therein that does not materially adversely affect the interests of the registered owners of the Certificates, (ii) grant additional rights or security for the benefit of the registered owners of the Certificates, (iii) add events of default as shall not be inconsistent with the provisions of the Ordinance that do not materially adversely affect the interests of the registered owners of the Certificates, (iv) qualify the Ordinance under the Trust Indenture Act of 1939, as amended, or corresponding provisions of federal laws from time to time in effect or (v) make such other provisions in regard to matters or questions arising under the Ordinance that are not inconsistent with the provisions thereof and which, in the opinion of Bond Counsel for the City, do not materially adversely affect the interests of the registered owners of the Certificates.

The Ordinance further provides that the registered owners of the Certificates aggregating in principal amount a majority of the outstanding Certificates shall have the right from time to time to approve any amendment not described above to the Ordinance if it is deemed necessary or desirable by the City; provided, however, that without the consent of 100% of the registered owners of the then outstanding Certificates, no amendment may be made for the purpose of: (i) making any change in the maturity of any of the outstanding Certificates; (ii) reducing

the rate of interest borne by any of the outstanding Certificates; (iii) reducing the amount of the principal payable on any outstanding Certificates; (iv) modifying the terms of payment of principal of or interest on outstanding Certificates, or imposing any condition with respect to such payment; or (v) changing the minimum percentage of the principal amount of the Certificates necessary for consent to such amendment. Reference is made to the Ordinance for further provisions relating to the amendment thereof.

Default and Remedies

The Ordinance establishes specific events of default with respect to the Certificates. If the City defaults in the payment of the principal of or interest on the Certificates when due or the City defaults in the observance or performance of any of the covenants, conditions, or obligations of the City, the failure to perform which materially, adversely affects the rights of the owners of the Certificates, including but not limited to, their prospect or ability to be repaid in accordance with the Ordinance, and the continuation thereof for a period of 60 days after notice of such default is given by any owner to the City, the Ordinance provides that any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the City to make such payment or observe and perform such covenants, obligations, or conditions. The issuance of a writ of mandamus may be sought if there is no other available remedy at law to compel performance of the Certificates or the Ordinance and the City's obligations are not uncertain or disputed. The remedy of mandamus is controlled by equitable principles, so rests with the discretion of the court, but may not be arbitrarily refused. There is no acceleration of maturity of the Certificates in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. The Ordinance does not provide for the appointment of a trustee to represent the interest of the Certificateholders upon any failure of the City to perform in accordance with the terms of the Ordinance, or upon any other condition and accordingly all legal actions to enforce such remedies would have to be undertaken at the initiative of, and be financed by, the registered owners. On June 30, 2006 Texas Supreme Court ruled in *Tooke v. City of Mexia*, 197 S.W. 3d 325 (Tex. 2006), that a waiver of sovereign immunity in a contractual dispute must be provided for by statute in "clear and unambiguous language." Because it is unclear whether the Texas legislature has effectively waived the City's sovereign immunity from a suit for money damages, holders of the Certificates may not be able to bring such a suit against the City for breach of the covenants in the Certificates or in the Ordinance. Even if a judgment against the City could be obtained, it could not be enforced by direct levy and execution against the City's property. Further, the registered owners cannot themselves foreclose on property within the City or sell property within the City to enforce the tax lien on taxable property to pay the principal of and interest on the Certificates. In *Tooke*, the Court noted the enactment in 2005 of sections 271.151 through .160, Texas Local Government Code (the "Local Government Immunity Waiver Act"), which, according to the Court, waives "immunity from suit for contract claims against most local governmental entities under certain circumstances." The Local Government Immunity Waiver Act covers cities and relates to contracts entered into by cities for providing goods and services to cities.

On April 1, 2016, the Texas Supreme Court ruled in *Wasson Interests, Ltd. v. City of Jacksonville*, 489 S.W.3d 427 (Tex. 2016) ("Wasson I"), that governmental immunity does not imbue a city with derivative immunity when it performs a proprietary, as opposed to a governmental, function in respect to contracts executed by a city. On October 5, 2018, the Texas Supreme Court issued a second opinion to clarify *Wasson I*, *Wasson Interests LTD. v. City of Jacksonville*, 559 S.W.3d 142 (Tex. 2018) ("Wasson II", and together with *Wasson I* "Wasson"), ruling that to determine whether governmental immunity applies to a breach of contract claim, the proper inquiry is whether the municipality was engaged in a governmental or proprietary function at the time it entered into the contract, not at the time of the alleged breach. In *Wasson*, the Court recognized that the distinction between governmental and proprietary functions is not clear. Therefore, in regard to municipal contract cases (as opposed to tort claim cases), it is incumbent on the courts to determine whether a function was governmental or proprietary based upon the statutory and common law guidance at the time of the contractual relationship. Texas jurisprudence has generally held that proprietary functions are those conducted by a city in its private capacity, for the benefit only of those within its corporate limits, and not as an arm of the government or under authority or for the benefit of the State; these are usually activities that can be, and often are, provided by private persons, and therefore are not done as a branch of the State, and do not implicate the State's immunity since they are not performed under the authority, or for the benefit, of the State as sovereign. Issues related to the applicability of a governmental immunity as they relate to the issuance of municipal debt have not been adjudicated. Each situation will be evaluated based on the facts and circumstances surrounding the contract in question.

As noted above, the Ordinance provides that holders of the Certificates may exercise the remedy of mandamus to enforce the Certificates of the City under the Ordinance. Neither the remedy of mandamus nor any other type of injunctive relief was at issue in *Tooke*, and it is unclear whether *Tooke* will be construed to have any effect with respect to the exercise of mandamus, as such remedy has been interpreted by Texas courts. In general, Texas courts have held that a writ of mandamus may be issued to require public officials to perform ministerial acts that clearly pertain to their duties. Texas courts have held that a ministerial act is defined as a legal duty that is prescribed and defined with a precision and certainty that leaves nothing to the exercise of discretion or judgment, though mandamus is not available to enforce purely contractual duties. However, mandamus may be used to require a public officer to perform legally imposed ministerial duties necessary for the performance of a valid contract to which the State or a political subdivision of the State is a party (including the payment of monies due under a contract).

Furthermore, the City is eligible to seek relief from its creditors under Chapter 9 of the U.S. Bankruptcy Code ("Chapter 9"). Although Chapter 9 provides for the recognition of a security interest represented by a specifically pledged source of revenues, the pledge of ad valorem taxes in support of a general obligation of a bankrupt entity is not specifically recognized as a security interest under chapter 9. Chapter 9 also includes an automatic stay provision that would prohibit, without Bankruptcy Court approval, the prosecution of any other legal action by creditors or owners of the Certificates of an entity which has sought protection under Chapter 9. Therefore, should the City

avail itself of Chapter 9 protection from creditors, the ability to enforce would be subject to the approval of the Bankruptcy Court (which could require that the action be heard in Bankruptcy Court instead of other federal or state court); and the Bankruptcy Code provides for broad discretionary powers of a Bankruptcy Court in administering any proceeding brought before it. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Certificates are qualified with respect to the customary rights of debtors relative to their creditors and by general principles of equity which permit the exercise of judicial discretion.

Initially, the only registered owner of the Certificates will be Cede & Co., as nominee of DTC. See "BOOK-ENTRY-ONLY SYSTEM" herein for a description of the duties of DTC with regard to ownership of the Certificates.

REGISTRATION, TRANSFER AND EXCHANGE

Paying Agent/Registrar

The initial Paying Agent/Registrar for the Certificates is BOKF, NA, Dallas, Texas. In the Ordinance, the City retains the right to replace the Paying Agent/Registrar. If the Paying Agent/Registrar is replaced by the City, the new Paying Agent/Registrar shall accept the previous Paying Agent/Registrar's records and act in the same capacity as the previous Paying Agent/Registrar. Any successor Paying Agent/Registrar, selected at the sole discretion of the City, shall be a bank, trust company, financial institution or other entity qualified and authorized to serve in such capacity and to perform the duties and services of Paying Agent/Registrar. Upon a change in the Paying Agent/Registrar for the Certificates, the City agrees to promptly cause written notice thereof to be sent to each registered owner of the Certificates by United States mail, first-class, postage prepaid.

The Certificates will be issued in fully registered form in multiples of \$5,000 for any one stated maturity, and principal and semiannual interest will be paid by the Paying Agent/Registrar. Interest will be paid to the registered owners appearing on the registration books of the Paying Agent/Registrar on the Record Date (as defined below) by check or draft mailed on February 15, 2025, and on each August 15 and February 15 thereafter until maturity or prior redemption of the Certificates, by the Paying Agent/Registrar to the last known address of the registered owner as it appears on the Paying Agent/Registrar's books or by such other method, acceptable to the Paying Agent/Registrar, requested by and at the risk and expense of the registered owner. Principal of a Certificate will be paid to the registered owner at its stated maturity or its prior redemption upon presentation to the Paying Agent/Registrar. If the date for the payment of the principal of or interest on the Certificates shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the designated payment/transfer office of the Paying Agent/Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not such a Saturday, Sunday, legal holiday, or day when banking institutions are authorized to close; and payment on such date shall have the same force and effect as if made on the original date payment was due. So long as Cede & Co. is the registered owner of the Certificates, payments of principal of and interest on the Certificates will be made as described in "BOOK-ENTRY-ONLY SYSTEM" herein.

Record Date

The record date ("Record Date") for interest payable to the registered owner of a Certificate on any interest payment date means the close of business on the last business day of the month next preceding such interest payment date.

In the event of a non-payment of interest on an interest payment date, and for thirty (30) days thereafter, a new record date for such interest payment (a "Special Record Date") will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the City. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be fifteen (15) days after the Special Record Date) shall be sent at least five (5) business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Future Registration

The Certificates are initially to be issued utilizing the Book-Entry-Only System of DTC. In the event such Book-Entry-Only System should be discontinued, printed certificates will be issued to the registered owners of the Certificates and thereafter, the Certificates may be transferred, registered, and assigned on the registration books of the Paying Agent/Registrar only upon presentation and surrender of such printed certificates to the Paying Agent/Registrar, and such registration and transfer shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration and transfer. A Certificate may be assigned by the execution of an assignment form on the Certificate or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Certificate or Certificates will be delivered by the Paying Agent/Registrar in lieu of the Certificates being transferred or exchanged at the designated office of the Paying Agent/Registrar, or sent by United States registered mail to the new registered owner at the registered owner's request, risk and expense. New Certificates issued in an exchange or transfer of Certificates will be delivered to the registered owner or assignee of the registered owner in not more than three (3) business days after the receipt of the Certificates to be canceled in the exchange or transfer and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Certificates registered and delivered in an exchange or transfer shall be in denominations of \$5,000 for any one stated maturity or any integral multiple thereof and for a like aggregate principal amount and rate of interest as the Certificate or Certificates surrendered for exchange or transfer. (See "BOOK-

ENTRY-ONLY SYSTEM” herein for a description of the system to be initially utilized in regard to ownership and transferability of the Certificates.)

Limitation on Transfer or Exchange of Certificates

The Paying Agent/Registrar shall not be required to transfer or exchange any Certificates or any portion thereof during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date or with respect to any Certificate or portion called for redemption prior to maturity, within forty-five (45) days prior to its redemption date, provided, however, such limitation of transfer shall not be applicable to an exchange by the registered owner of the uncalled balance of a Certificate called for redemption.

Replacement Certificates

In the Ordinance, provision is made for the replacement of mutilated, destroyed, lost, or stolen Certificates upon surrender of the mutilated Certificates to the Paying Agent/Registrar, or the receipt of satisfactory evidence of destruction, loss, or theft, and the receipt by the City and Paying Agent/Registrar of security or indemnity as may be required by either of them to hold them harmless. The City may require payment of taxes, governmental charges, and other expenses in connection with any such replacement.

BOND INSURANCE

The City has submitted applications to municipal bond insurance companies (an "Insurer") to have the payment of the principal of and interest on the Certificates insured by a municipal bond insurance policy (a "Policy"). In the event the Certificates are qualified for municipal bond insurance, and the Initial Purchaser desires to purchase such insurance, the insurance premium will be paid by the Initial Purchaser. If insured, the final Official Statement shall describe the Policy and the Insurer.

BOND INSURANCE GENERAL RISKS

If an insurance policy is purchased, the following are risk factors relating to bond insurance.

General

In the event of default of the scheduled payment of principal of or interest on the Certificates when all or a portion thereof becomes due, any owner of the Certificates shall have a claim under the Policy for such payments. The payment of principal and interest in connection with mandatory or optional prepayment of the Certificates by the City which is recovered by the City from the Beneficial Owners as a voidable preference under applicable bankruptcy law is covered by the Policy; however, such payments will be made by the Insurer at such time and in such amounts as would have been due absent such prepayment by the City (unless the Insurer chooses to pay such amounts at an earlier date). Payment of principal of and interest on the Certificates is not subject to acceleration, but other legal remedies upon the occurrence of non-payment do exist (see "THE CERTIFICATES - Default and Remedies"). The Insurer may reserve the right to direct the pursuit of available remedies, and, in addition, may reserve the right to consent to any remedies available to and requested by the Beneficial Owners.

In the event the Insurer is unable to make payment of principal and interest as such payments become due under the Policy, the Certificates are payable from the ad valorem tax levied, within the limitations prescribed by law, on all taxable property located within the City as further described under "THE CERTIFICATES – Security for Payment". In the event the Insurer becomes obligated to make payments with respect to the Certificates, no assurance is given that such event will not adversely affect the market price or the marketability (liquidity) of the Certificates.

If a Policy is acquired, the enhanced long-term rating on the Certificates will be dependent on the financial strength of the Insurer and its claims 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 can be given that the long-term ratings of the Insurer and of the rating on the Certificates, whether or not subject to the Policy, will not be subject to downgrade and such event could adversely affect the market price or the marketability (liquidity) for the Certificates. See the disclosure described in "OTHER PERTINENT INFORMATION – Rating" herein.

The obligations of the Insurer under the Policy are general obligations of the Insurer and in an event of default by the Insurer, the remedies available may be limited by applicable bankruptcy law. None of the City, the Purchaser, or the City's Financial Advisor have made an 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.

Claims-Paying Ability and Financial Strength of Municipal Bond Insurers

Moody's Investors Service, Inc., S&P Global Ratings and Fitch Ratings, Inc. (the "Rating Agencies") have, in recent years, downgraded and/or placed on negative watch the claims-paying and financial strength of many providers of municipal bond insurance. Additional downgrades or negative changes in the rating outlook for all bond insurers are possible. In addition, recent events in the credit markets have had substantial negative effects on the bond insurance business. These developments could be viewed as having a material adverse effect on the claims-paying ability of such bond insurers, including any bond insurer of the Certificates. Thus, when making an investment decision, potential investors should carefully consider the ability of the City to pay principal and interest on the Certificates and the claims-paying ability of any such bond insurer, particularly over the life of the investment.

BOOK-ENTRY-ONLY SYSTEM

This section describes how ownership of the Certificates is to be transferred and how the principal of, premium, if any, and interest on the Certificates are to be paid to and credited by DTC while the Certificates are registered in its nominee name. The information in this section concerning DTC and the Book-Entry-Only System has been provided by DTC for use in disclosure documents such as this Official Statement. The City and the Financial Advisor believe the source of such information to be reliable, but take no responsibility for the accuracy or completeness thereof.

The City cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Certificates, or redemption or other notices, to DTC Participants, (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Certificates), or redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Official Statement. The current rules applicable to DTC are on file with the United States Securities and Exchange Commission (the "SEC"), and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

DTC will act as securities depository for the Certificates. The Certificates will be issued as fully-registered Certificates 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 Certificates, 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 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). Direct Participants and Indirect Participants are jointly referred to as "Participants". DTC has a S&P Global Ratings rating of AA+. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the Certificates on DTC's records. The ownership interest of each Beneficial Owner is in turn to be recorded on the 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 and periodic statements of their holdings from the Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Certificates are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Certificates, except in the event that use of the book-entry system for the Certificates is discontinued.

To facilitate subsequent transfers, all Certificates 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 Certificates with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The 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 Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the Certificate documents. For example, Beneficial

Owners of Certificates may wish to ascertain that the nominee holding the Certificates for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Paying Agent/Registrar and request that copies of notices be provided directly to them.

Redemption notices for the Certificates shall be sent to DTC. If less than all of the Certificates 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 Certificates unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Direct Participant 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 Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Certificates 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 City 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 Certificates 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 City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment on the Certificates to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City 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 Participants.

DTC may discontinue providing its services as depository with respect to the Certificates at any time by giving reasonable notice to the City or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Certificates are required to be printed and delivered. The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Certificates will be printed and delivered.

Information concerning DTC and the Book-Entry-Only System has been obtained from DTC and is not guaranteed as to accuracy or completeness by and is not to be construed as a representation by the City, the Financial Advisor, or the Purchaser.

Use of Certain Terms in Other Sections of this Official Statement

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

INVESTMENT AUTHORITY AND INVESTMENT PRACTICES OF THE CITY

The City invests funds in instruments authorized by State law, specifically the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "PFIA"), in accordance with and investment policies approved by the City Council. The City Council appoints the Finance Director as the "Investment officer" of the City. Both State law and the City's investment policies are subject to change.

Under State law, the City is authorized to invest in (1) obligations, including letters of credit, of the United States or its agencies and instrumentalities, including the Federal Home Loan Banks; (2) direct obligations of the State or its agencies and instrumentalities; (3) collateralized mortgage obligations issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; (4) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation (the "FDIC") or by the explicit full faith and credit of the United States; (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent; (6) bonds issued, assumed, or guaranteed by the State of Israel; (7) interest-bearing banking deposits that are guaranteed or insured by the FDIC or the National Credit Union Share Insurance Fund (the "NCUSIF") or their respective successors; (8) interest-bearing banking deposits, other than those described in clause (7), that (i) are invested through a broker or institution with a main office or branch office in this state and selected by the City in compliance with the PFIA, (ii) the broker or institution arranges for the deposit of the funds in one or more federally insured depository institutions, wherever located, for the City's account, (iii) the full amount of the principal and accrued interest of the banking deposits is insured by the United States or an instrumentality of the United States, and (iv) the City appoints as its custodian of the banking deposits, in compliance with the PFIA, the institution in clause (8)(i) above, a bank, or a broker-dealer; (9) certificates of deposit and share certificates meeting the requirements of the PFIA (i) that are issued by an institution that has its main office or a branch office in the State and are guaranteed or insured by the FDIC or the NCUSIF, or their respective successors, or are secured as to principal by obligations described in clauses (1) through (8), above, or secured in accordance with Chapter 2257, Texas Government Code, or in any other manner and amount provided by law for City deposits, or (ii) where (a) the funds are invested by the City through a broker or institution that has a main office or branch office in the State and selected by the City in compliance with the PFIA, (b) the broker or institution arranges for the deposit of the funds in one or more federally insured depository institutions, wherever located, for the account of the City, (c) the full amount of the principal and accrued interest of each of the certificates of deposit is insured by the United States or an instrumentality of the United States;

and (d) the City appoints, in compliance with the PFIA, the institution in clause (9)(ii)(a) above, a bank, or broker-dealer as custodian for the City with respect to the certificates of deposit; (10) fully collateralized repurchase agreements that have a defined termination date, are secured by a combination of cash and obligations described by clauses (1) or (12), which are pledged to the City, held in the City's name, and deposited at the time the investment is made with the City or with a third party selected and approved by the City, and are placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the State; (11) certain bankers' acceptances with a stated maturity of 270 days or less, if the short-term obligations of the accepting bank, or of the holding company of which the bank is the largest subsidiary, are rated not less than A-1 or P-1 or the equivalent by at least one nationally recognized credit rating agency; (12) commercial paper with a stated maturity of 365 days or less that is rated at least A-1 or P-1 or an equivalent by either (i) two nationally recognized credit rating agencies, or (ii) one nationally recognized credit rating agency if the commercial paper is fully secured by an irrevocable letter of credit issued by a United States or state bank; (13) no-load money market mutual funds registered with and regulated by the Securities and Exchange Commission and complies with Securities and Exchange Commission Rule 2a-7; (14) no-load mutual funds that are registered and regulated by the Securities and Exchange Commission that have a weighted maturity of less than two years and either (i) have a duration of one year or more and are invested exclusively in obligations approved in this paragraph, or (ii) have a duration of less than one year and the investment portfolio is limited to investment grade securities, excluding asset backed securities; (15) guaranteed investment contracts that have a defined termination date and are secured by obligations described in clause (1), excluding obligations which the City is explicitly prohibited from investing in, and in an amount at least equal to the amount of bond proceeds invested under such contract; and (16) securities lending programs if (i) the securities loaned under the program are 100% collateralized, including accrued income, (ii) a loan made under the program allows for termination at any time, (iii) a loan made under the program is either secured by (a) obligations described in clauses (1) through (8) above, (b) irrevocable letters of credit issued by a state or national bank that is continuously rated by a nationally recognized investment rating firm at not less than A or its equivalent, or (c) cash invested in obligations described in clauses (1) through (8) above, clauses (12) through (14) above, or an authorized investment pool, (iv) the terms of a loan made under the program require that the securities being held as collateral be pledged to the City, held in the City's name, and deposited at the time the investment is made with the City or with a third party designated by the City, (v) a loan made under the program is placed through either a primary government securities dealer or a financial institution doing business in the State, and (vi) the agreement to lend securities has a term of one year or less.

If specifically authorized in the authorizing document, bond proceeds may be invested in guaranteed investment contracts that have a defined termination date and are secured by obligations of the United States or its agencies and instrumentalities in an amount at least equal to the amount of bond proceeds invested under such contract, other than the prohibited obligations described in the next succeeding paragraph.

City may invest in such obligations directly or through government investment pools that invest solely in such obligations provided that the pools are rated no lower than AAA or AAA- or an equivalent by at least one nationally recognized rating service. The City may also contract with an investment management firm registered under the Investment Advisers Act of 1940 (15 U.S.C. Section 80b-1 et seq.) or with the State Securities Board to provide for the investment and management of its public funds or other funds under its control for a term up to two years, but the City retains ultimate responsibility as fiduciary of its assets. In order to renew or extend such a contract, the City must do so by order, ordinance, or resolution. The City is specifically prohibited from investing in: (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal; (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security and bears no interest; (3) collateralized mortgage obligations that have a stated final maturity of greater than 10 years; and (4) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index.

Under State law, the City is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity; that address investment diversification, yield, maturity, and the quality and capability of investment management; and that include a list of authorized investments for City funds, the maximum allowable stated maturity of any individual investment and the maximum average dollar-weighted maturity allowed for pooled fund groups, methods to monitor the market price of investments acquired with public funds, a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis, and procedures to monitor rating changes in investments acquired with public funds and the liquidation of such investments consistent with the PFIA. All City funds must be invested consistent with a formally adopted "Investment Strategy Statement" that specifically addresses each fund's investment. Each Investment Strategy Statement will describe its objectives concerning: (1) suitability of investment type, (2) preservation and safety of principal, (3) liquidity, (4) marketability of each investment, (5) diversification of the portfolio, and (6) yield.

Under State law, the City's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment considering the probable safety of capital and probable income to be derived." At least quarterly the City's investment officers must submit an investment report to the City Council detailing: (1) the investment position of the City, (2) that all investment officers jointly prepared and signed the report, (3) the beginning market value, the ending market value and the fully accrued interest for the reporting period of each pooled fund group, (4) the book value and market value of each separately listed asset at the end of the reporting period, (5) the maturity date of each separately invested asset, (6) the account or fund or pooled fund group for which each individual investment was acquired, and (7) the compliance of the investment portfolio as it relates to: (a) adopted investment strategies and (b) State law. No person may invest City funds without express written authority from the City Council.

Under State law, the City is additionally required to: (1) annually review its adopted policies and strategies; (2) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution; (3) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement

with the Texas Ethics Commission and the City Council; (4) require the qualified representative of firms offering to engage in an investment transaction with the City to: (a) receive and review the City's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between the City and the business organization that are not authorized by the City's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of the City's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement in a form acceptable to the City and the business organization attesting to these requirements; (5) perform an annual audit of the management controls on investments and adherence to the City's investment policy; (6) provide specific investment training for the City's designated Investment Officer; (7) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement; (8) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of the City's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service; (9) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements; and (10) at least annually review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with the City.

Authorized Investments

The City maintains portfolios which utilize specific investment strategy consideration, designed to address the unique characteristics of the following fund groups represented in the investment portfolios:

- Operating Funds and Commingled Pools Containing Operating Funds
- Debt Service Funds
- Debt Service Reserve Funds
- Capital Projects and Special Purpose Funds

All investment instruments must be approved by resolution of the City Council. Assets of funds of the City may be invested in the following instruments:

- US Treasury obligations with stated maturities not to exceed three (3) years and not to exceed 100% of the overall portfolio;
- Obligations of US Government agencies and instrumentalities with stated maturities not to exceed three (3) years and not to exceed 60% of the overall portfolio;
- Other obligations, the principal of and interest on which are unconditionally guaranteed or insured by the State or the United States or its agencies and instrumentalities with stated maturity not to exceed three (3) years;
- Repurchase agreements and reverse repurchase agreements as defined by PFIA and collateralized by US Government Obligations and obligations of US Government Agencies and Instrumentalities, undertaken under an executed Master Repurchase Agreement with primary dealer and not to exceed six (6) months. The portfolio may not contain more than 40% repurchase agreements;
- Certificates of deposit issued by state and national banks domiciled in the State that are guaranteed or insured by the FDIC or secured by obligation that are described in investment vehicles above and not to exceed 40% of the overall portfolio;
- Constant dollar investment pools as defined by the PFIA rated no lower than AAA or AAA- or its equivalent by at least one national rating agency and with a weighted average maturity not to exceed sixty (60) days. All investment pools must be approved by resolution from the City Council; and
- No-load money market mutual funds as permitted by the PFIA.

Current Investments

State law does not require the City to periodically mark its investments to market price, and the City does not do so, other than annually upon the conclusion of each fiscal year, for the purpose of compliance with applicable accounting policies concerning the contents of the City's audited financial statements. Given the nature of its investments, the City does not believe that the market value of its investments differs materially from book value.

As of March 31, 2024, 100% of the City's investable funds in the amount of \$16,839,893.26 (unaudited) were invested in interest bearing checking accounts, money market accounts and certificates of deposit.

As of such date, the market value of such investments (as determined by the City by reference to published quotations, dealer bids, and comparable information) was approximately 100% of their book value. No funds of the City are invested in derivative securities, i.e., securities whose rate of return is determined by reference to some other instrument, index, or commodity.

The Texas State Comptroller of Public Accounts exercises oversight responsibility over the Texas Local Government Investment Pool ("TexPool"). Oversight includes the ability to significantly influence operations, designation of management and accountability for fiscal matters. Additionally, the State Comptroller has established an advisory board composed both of participants in TexPool and of the other persons who do not have a business relationship with TexPool. The advisory Board members review the investment policy and management fee structure. Finally, TexPool is rated AAA by S&P. TexPool operates in a manner consistent with the SEC's Rule 2a-7 of the Investment

Company Act of 1940. As such, TexPool uses amortized cost to report net assets and share prices since that amount approximates fair value.

DEFINED BENEFIT PENSION PLAN

Plan Description

The City participates as one of over 919 plans in the nontraditional, joint contributory, hybrid defined benefit pension plan administered by the Texas Municipal Retirement System (TMRS). TMRS is an agency created by the State and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees in the State. The TMRS Act places the general administration and management of the System with a six-member Board of Trustees. Although the Governor, with the advice and consent of the Senate, appoints the Board, TMRS is not fiscally dependent on the State. TMRS's defined benefit pension plan is a tax-qualified plan under Section 401(a) of the Internal Revenue Code. TMRS issues a publicly available annual comprehensive financial report (ACFR) that includes financial statements and required supplementary information (RSI) for TMRS; the report also provides detailed explanations of the contributions, benefits, and actuarial methods and assumptions used by the System. This report may be obtained at www.tmr.com.

All eligible employees of the City are required to participate in TMRS.

For more information see the Annual Financial Report for the Fiscal Year Ended September 30, 2023, Note 8.

AD VALOREM TAX PROCEDURES

The following is a summary of certain provisions of State law as it relates to ad valorem taxation and is not intended to be complete. Prospective investors are encouraged to review Title I of the Texas Tax Code, as amended (the "Property Tax Code"), for identification of property subject to ad valorem taxation, property exempt or which may be exempted from ad valorem taxation if claimed, the appraisal of property for ad valorem tax purposes, and the procedures and limitations applicable to the levy and collection of ad valorem taxes.

Valuation of Taxable Property

The Property Tax Code provides for countywide appraisal and equalization of taxable property values and establishes in each county of the State an appraisal district and an appraisal review board (the "Appraisal Review Board") responsible for appraising property for all taxing units within the county. The appraisal of property within the City is the responsibility of the Hunt County Appraisal District (the "Appraisal District"). Except as generally described below, the Appraisal District is required to appraise all property within the Appraisal District on the basis of 100% of its market value and is prohibited from applying any assessment ratios. In determining market value of property, the Appraisal District is required to consider the cost method of appraisal, the income method of appraisal and the market data comparison method of appraisal, and use the method the chief appraiser of the Appraisal District considers most appropriate. The Property Tax Code requires appraisal districts to reappraise all property in its jurisdiction at least once every three years. A taxing unit may require annual review at its own expense, and is entitled to challenge the determination of appraised value of property within the taxing unit by petition filed with the Appraisal Review Board.

State law requires the appraised value of an owner's principal residence ("homestead" or "homesteads") to be based solely on the property's value as a homestead, regardless of whether residential use is considered to be the highest and best use of the property. State law further limits the appraised value of a homestead to the lesser of (1) the market value of the property or (2) 110% of the appraised value of the property for the preceding tax year plus the market value of all new improvements to the property (the "10% Homestead Cap"). See "Table 1 – Assessed Valuation" for the reduction in taxable valuation attributable to the 10% Homestead Cap.

State law provides that eligible owners of both agricultural land and open-space land, including open-space land devoted to farm or ranch purposes or open-space land devoted to timber production, may elect to have such property appraised for property taxation on the basis of its productive capacity ("Productivity Value"). The same land may not be qualified as both agricultural and open-space land. See "Table 1 – Assessed Valuation" for the reduction in taxable valuation attributable to valuation by Productivity Value.

The appraisal values set by the Appraisal District are subject to review and change by the Appraisal Review Board. The appraisal rolls, as approved by the Appraisal Review Board, are used by taxing units, such as the City, in establishing their tax rolls and tax rates. See "AD VALOREM TAX PROCEDURES – City and Taxpayer Remedies."

State Mandated Homestead Exemptions

State law grants, with respect to each taxing unit in the State, various exemptions for disabled veterans and their families, surviving spouses of members of the armed services killed in action, and surviving spouses of first responders killed or fatally wounded in the line of duty. See "Table 1 – Assessed Valuation" for the reduction, if any, attributable to state mandated homestead exemptions.

Local Option Homestead Exemptions

The governing body of a taxing unit, including a city, county, school district, or special district, at its option may grant: (1) an exemption of up to 20% of the appraised value of all homesteads (but not less than \$5,000) and (2) an additional exemption of at least \$3,000 of the appraised value of the homesteads of persons sixty-five (65) years of age or older and the disabled. Each taxing unit decides if it will offer the local option homestead exemptions and at what percentage or dollar amount, as applicable. The exemption described in (2), above, may be created, increased, decreased or repealed at an election called by the governing body of a taxing unit upon presentment of a petition for such creation, increase, decrease, or repeal of at least 20% of the number of qualified voters who voted in the preceding election of the taxing unit. See "Table 1 – Assessed Valuation" for the reduction, if any, attributable to local option homestead exemptions.

Local Option Freeze for the Elderly and Disabled

The governing body of a county, municipality or junior college district may, at its option, provide for a freeze on the total amount of ad valorem taxes levied on the homesteads of persons 65 years of age or older or of disabled persons above the amount of tax imposed in the year such residence qualified for such exemption. Also, upon voter initiative, an election may be held to determine by majority vote whether to establish such a freeze on ad valorem taxes. Once the freeze is established, the total amount of taxes imposed on such homesteads cannot be increased except for certain improvements, and such freeze cannot be repealed or rescinded. See "Table 1 – Assessed Valuation" for the reduction, if any, attributable to the local option freeze for the elderly and disabled.

Personal Property

Tangible personal property (furniture, machinery, supplies, inventories, etc.) used in the "production of income" is taxed based on the property's market value. Taxable personal property includes income-producing equipment and inventory. Intangibles such as goodwill, accounts receivable, and proprietary processes are not taxable. Tangible personal property not held or used for production of income, such as household goods, automobiles or light trucks, and boats, is exempt from ad valorem taxation unless the governing body of a taxing unit elects to tax such property.

Freeport and Goods-In-Transit Exemptions

Certain goods that are acquired in or imported into the State to be forwarded outside the State, and are detained in the State for 175 days or less for the purpose of assembly, storage, manufacturing, processing or fabrication ("Freeport Property") are exempt from ad valorem taxation unless a taxing unit took official action to tax Freeport Property before April 1, 1990 and has not subsequently taken official action to exempt Freeport Property. Decisions to continue taxing Freeport Property may be reversed in the future; decisions to exempt Freeport Property are not subject to reversal.

Certain goods that are acquired in or imported into the State to be forwarded to another location within or without the State, stored in a location that is not owned by the owner of the goods and are transported to another location within or without the State within 175 days ("Goods-in-Transit"), are generally exempt from ad valorem taxation; however, the Property Tax Code permits a taxing unit, on a local option basis, to tax Goods-in-Transit if the taxing unit takes official action after conducting a public hearing, before January 1 of the first tax year in which the taxing unit proposes to tax Goods-in-Transit. Goods-in-Transit and Freeport Property do not include oil, natural gas or petroleum products, and Goods-in-Transit does not include aircraft or special inventories such as manufactured housing inventory, or a dealer's motor vehicle, boat, or heavy equipment inventory.

A taxpayer may receive only one of the Goods-in-Transit or Freeport Property exemptions for items of personal property.

See "Table 1 – Assessed Valuation" for the reduction, if any, attributable to Freeport Property and/or Goods-in-Transit exemptions.

Other Exempt Property

Other major categories of exempt property include property owned by the State or its political subdivisions if used for public purposes, property exempt by federal law, property used for pollution control, farm products owned by producers, property of nonprofit corporations used for scientific research or educational activities benefitting a college or university, designated historic sites, solar and wind-powered energy devices, and certain classes of intangible personal property.

Temporary Exemption for Qualified Property Damaged by a Disaster

The Property Tax Code entitles the owner of certain qualified (i) tangible personal property used for the production of income, (ii) improvements to real property, and (iii) manufactured homes located in an area declared by the governor to be a disaster area following a disaster and is at least 15 percent damaged by the disaster, as determined by the chief appraiser, to an exemption from taxation of a portion of the appraised value of the property. The amount of the exemption ranges from 15 percent to 100 percent based upon the damage assessment rating assigned by the chief appraiser. Except in situations where the territory is declared a disaster on or after the date the taxing unit adopts a tax rate for the year in which the disaster declaration is issued, the governing body of the taxing unit is not required to take any action in order for the taxpayer to be eligible for the exemption. If a taxpayer qualifies for the exemption after the beginning of the tax year,

the amount of the exemption is prorated based on the number of days left in the tax year following the day on which the governor declares the area to be a disaster area. For more information on the exemption, reference is made to Section 11.35 of the Tax Code. Section 11.35 of the Tax Code was enacted during the 2019 legislative session, and there is no judicial precedent for how the statute will be applied. Texas Attorney General Opinion KP-0299, issued a court would likely find the Texas Legislature intended to limit the temporary tax exemption to apply to property physically harmed as a result of a declared disaster.

Tax Increment Financing Zones

A city or county, by petition of the landowners or by action of its governing body, may create one or more tax increment financing zones ("TIRZ") within its boundaries, and other overlapping taxing units may agree to contribute taxes levied against the "Incremental Value" in the TIRZ to finance or pay for project costs, as defined in Chapter 311, Texas Government Code, general located within the TIRZ. At the time of the creation of the TIRZ, a "base value" for the real property in the TIRZ is established and the difference between any increase in the assessed valuation of taxable real property in the TIRZ in excess of the base value is known as the "Incremental Value", and during the existence of the TIRZ, all or a portion of the taxes levied by each participating taxing unit against the Incremental Value in the TIRZ are restricted to paying project and financing costs within the TIRZ and are not available for the payment of other obligations of such taxing units. See "CITY APPLICATION OF THE PROPERTY TAX CODE" for descriptions of any TIRZ created in the City.

Tax Abatement Agreements

Taxing units may also enter into tax abatement agreements to encourage economic development. Under the agreements, a property owner agrees to construct certain improvements on its property. The taxing unit, in turn, agrees not to levy a tax on all or part of the increased value attributable to the improvements until the expiration of the agreement. The abatement agreement could last for a period of up to 10 years. See "CITY APPLICATION OF THE PROPERTY TAX CODE" for descriptions of any of the City's tax abatement agreements.

For a discussion of how the various exemptions described above are applied by the City, See "CITY APPLICATION OF THE PROPERTY TAX CODE" herein.

Chapter 380 Agreements

Cities are also authorized, pursuant to Chapter 380, Texas Local Government Code, as amended ("Chapter 380") to establish programs to promote state or local economic development and to stimulate business and commercial activity in the City. In accordance with a program established pursuant to Chapter 380, the City may make loans or grants of public funds for economic development purposes.

Public Hearing and Maintenance and Operation Tax Rate Limitations

The Following terms as used in this section have the meanings provided below:

"adjusted" means lost values are not included in the calculation of the prior year's taxes and new values are not included in the current year's taxable values.

"de minimis rate" means the maintenance and operations tax rate that will produce the prior year's total maintenance and operations tax levy (adjusted) from the current year's values (adjusted), plus the rate that produces an additional \$500,000 in tax revenue when applied to the current year's taxable value, plus the debt service tax rate.

"no-new-revenue tax rate" means the combined maintenance and operations tax rate and debt service tax rate that will produce the prior year's total tax levy (adjusted) from the current year's total taxable values (adjusted).

"special taxing unit" means a city for which the maintenance and operations tax rate proposed for the current tax year is 2.5 cents or less per \$100 of taxable value.

"unused increment rate" means the cumulative difference between a city's voter-approval tax rate and its actual tax rate for each of the tax years 2020 through 2022, which may be applied to a city's tax rate in tax years 2021 through 2023 without impacting the voter-approval tax rate.

"voter-approval tax rate" means the maintenance and operations tax rate that will produce the prior year's total maintenance and operations tax levy (adjusted) from the current year's values (adjusted) multiplied by 1.035, plus the debt service tax rate, plus the "unused increment rate".

The City's tax rate consists of two components: (1) a rate for funding of maintenance and operations expenditures in the current year (the "maintenance and operations tax rate"), and (2) a rate for funding debt service in the current year (the "debt service tax rate"). Under State law, the assessor for the City must submit an appraisal roll showing the total appraised, assessed, and taxable values of all property in the City to the City Council by August 1 or as soon as practicable thereafter.

A city must annually calculate its "voter-approval tax rate" and "no-new-revenue tax rate" (as such terms are defined above) in accordance with forms prescribed by the State Comptroller and provide notice of such rates to each owner of taxable property within the city and the

county tax assessor-collector for each county in which all or part of the city is located. A city must adopt a tax rate before the later of September 30 or the 60th day after receipt of the certified appraisal roll, except that a tax rate that exceeds the voter-approval tax rate must be adopted not later than the 71st day before the next occurring November uniform election date. If a city fails to timely adopt a tax rate, the tax rate is statutorily set as the lower of the no-new-revenue tax rate for the current tax year or the tax rate adopted by the city for the preceding tax year.

As described below, the Property Tax Code provides that if a city adopts a tax rate that exceeds its voter-approval tax rate or, in certain cases, its “de minimis rate”, an election must be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

A city may not adopt a tax rate that exceeds the lower of the voter-approval tax rate or the no-new-revenue tax rate until each appraisal district in which such city participates has delivered notice to each taxpayer of the estimated total amount of property taxes owed and the city has held a public hearing on the proposed tax increase.

For cities with a population of 30,000 or more as of the most recent federal decennial census, if the adopted tax rate for any tax year exceeds the voter-approval tax rate, that city must conduct an election on the next occurring November uniform election date to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

For cities with a population less than 30,000 as of the most recent federal decennial census, if the adopted tax rate for any tax year exceeds the greater of (i) the voter-approval tax rate or (ii) the de minimis rate, the city must conduct an election on the next occurring November uniform election date to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate. However, for any tax year during which a city has a population of less than 30,000 as of the most recent federal decennial census and does not qualify as a special taxing unit, if a city’s adopted tax rate is equal to or less than the de minimis rate but greater than both (a) the no-new-revenue tax rate, multiplied by 1.08, plus the debt service tax rate or (b) the city’s voter-approval tax rate, then a valid petition signed by at least three percent of the registered voters in the city would require that an election be held to determine whether or not to reduce the adopted tax rate to the voter-approval tax rate.

Any city located at least partly within an area declared a disaster area by the Governor of the State or the President of the United States during the current year may calculate its “voter-approval tax rate” using a 1.08 multiplier, instead of 1.035, until the earlier of (i) the second tax year in which such city’s total taxable appraised value exceeds the taxable appraised value on January 1 of the year the disaster occurred, or (ii) the third tax year after the tax year in which the disaster occurred.

State law provides cities and counties in the State the option of assessing a maximum one-half percent (1/2%) sales and use tax on retail sales of taxable items for the purpose of reducing its ad valorem taxes, if approved by a majority of the voters in a local option election. If the additional sales and use tax for ad valorem tax reduction is approved and levied, the no-new-revenue tax rate and voter-approval tax rate must be reduced by the amount of the estimated sales tax revenues to be generated in the current tax year.

The calculations of the no-new-revenue tax rate and voter-approval tax rate do not limit or impact the City’s ability to set a debt service tax rate in each year sufficient to pay debt service on all of the City’s tax-supported debt obligations, including the Certificates.

Reference is made to the Property Tax Code for definitive requirements for the levy and collection of ad valorem taxes and the calculation of the various defined tax rates.

City and Taxpayer Remedies

Under certain circumstances, the City and its taxpayers may appeal the determinations of the Appraisal District by timely initiating a protest with the Appraisal Review Board. Additionally, taxing units such as the City may bring suit against the Appraisal District to compel compliance with the Property Tax Code.

Owners of certain property with a taxable value in excess of the current year “minimum eligibility amount”, as determined by the State Comptroller, and situated in a county with a population of one million or more, may protest the determinations of an appraisal district directly to a three-member special panel of the appraisal review board, appointed by the chairman of the appraisal review board, consisting of highly qualified professionals in the field of property tax appraisal. The minimum eligibility amount is set at \$57,216,456 for the 2023 tax year and is adjusted annually by the State Comptroller to reflect the inflation rate.

The Property Tax Code sets forth notice and hearing procedures for certain tax rate increases by the City and provides for taxpayer referenda that could result in the repeal of certain tax increases (See “– Public Hearing and Maintenance and Operation Tax Rate Limitations”). 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.

City’s Rights in the Event of Tax Delinquencies

Taxes levied by the City 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 and each local taxing unit, including the City, having power to tax the property. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes. At any time after taxes on property become delinquent, the City may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. In filing a suit to foreclose a tax lien on real property, the City 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 (a taxpayer may redeem property within two (2) years 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. Federal bankruptcy law provides that an automatic stay of actions by creditors and other entities, including governmental units, goes into effect with the filing of any petition in bankruptcy. The automatic stay prevents governmental units from foreclosing on property and prevents liens for post-petition taxes from attaching to property and obtaining secured creditor status unless, in either case, an order lifting the stay is obtained from the bankruptcy court. In many cases, post-petition taxes are paid as an administrative expense of the estate in bankruptcy or by order of the bankruptcy court.

Penalties and Interest

Charges for penalty and interest on the unpaid balance of delinquent taxes are made as follows:

<u>Month</u>	<u>Penalty</u>	<u>Interest</u>	<u>Total</u>
February	6%	1%	7%
March	7	2	9
April	8	3	11
May	9	4	13
June	10	5	15
July ^(a)	12	6	18

^(a) After July, the penalty remains at 12% and interest accrues at a rate of one percent (1%) for each month or portion of a month the tax remains unpaid. A delinquent tax continues to accrue interest as long as the tax remains unpaid, regardless of whether a judgment for the delinquent tax has been rendered. The purpose of imposing such interest penalty is to compensate the taxing unit for revenue lost because of the delinquency. In addition the taxing unit may contract with an attorney for the collection of delinquent taxes and the amount of compensation as set forth in such contract may not provide for a fee not to exceed 20% of the amount of delinquent tax, penalty, and interest collected. Under certain circumstances, taxes, which become delinquent on the homestead of a taxpayer 65 years old or older incur a penalty of 8% per annum with no additional penalties or interest assessed.

CITY APPLICATION OF THE PROPERTY TAX CODE

The City grants an exemption of \$10,000 to the appraised value of the residence homestead of persons 65 years of age or older.

The City does not grant an additional exemption of up to 20% of the appraised value of residence homesteads (minimum exemption of \$5,000).

The City does not tax non-business personal property.

The City has contracted with the Hunt County Tax Assessor/Collector for the collection of the City’s property taxes.

Hunt County does permit split payments, but discounts are not allowed.

The City does not grant the Freeport Property exemption.

The City does not grant an exemption for Goods-in-Transit.

The City does participate in a Tax Increment Reinvestment Zone.

The City has adopted the tax freeze for citizens who are disabled or are 65 years of age or older, which became a local option and subject to local referendum on January 1, 2004, as described above under “AD VALOREM TAX PROCEDURES – Local Option Freeze for the Elderly and Disabled” herein.

The City has no tax abatement agreements.

The City has two Chapter 380 Agreements with homebuilder DR Horton for single family residential developments consisting of approximately 743 homes and one Chapter 380 Agreement with homebuilder Riverside for a single family residential development consisting of approximately 74 homes. The Agreement with Riverside is for a term of 10 years and will expire September 1, 2032; the DR Horton Agreements are for a term of 10 years and will expire on March 13, 2028.

ADDITIONAL TAX COLLECTIONS

Texas law provides that local sales and use taxes ("sales tax") cannot exceed a combined maximum of 2%.

Municipal Sales Tax Collections

The City has adopted the provisions of Chapter 34 of the Texas Tax Code, as amended, which provides for the maximum levy of a one percent sales tax which may be used by the City for any lawful purpose except that the City may not pledge any of the anticipated sales tax revenue to secure the payment of the Certificates or other indebtedness. Net collections on a fiscal year basis are shown in Table 7 of Appendix A – Financial Information of the City.

TAX MATTERS

Opinion

On the date of initial delivery of the Certificates, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Bond Counsel to the City, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Certificates for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Certificates will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Certificates. See Appendix C - Form of Legal Opinion of Bond Counsel.

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

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

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

A ruling was not sought from the Internal Revenue Service by the City with respect to the Certificates or the property financed or refinanced with proceeds of the Certificates. No assurances can be given as to whether the Internal Revenue Service will commence an audit of the Certificates. Bond Counsel's opinion is not binding on the Internal Revenue Service. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the City as the taxpayer and the holders of the Certificates may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount

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

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

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Certificates prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Tax-Exempt Certificate in the hands of such owner

(adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Certificate was held by such initial owner) is includable in gross income.

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

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Certificates 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 Certificates should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Certificates and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Certificates.

Collateral Federal Income Tax Consequences

The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Certificates. This discussion is based on existing statutes, regulations, published rulings and court decisions, all of which are subject to change or modification, retroactively.

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

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

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

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

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

State, Local and Foreign Taxes

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

Information Reporting and Backup Withholding

Subject to certain exceptions, information reports describing interest income, including original issue discount, with respect to the Certificates will be sent to each registered holder and to the Internal Revenue Service. Payments of interest and principal may be subject to backup withholding under section 3406 of the Code if a recipient of the payments fails to furnish to the payor such owner's social security number or other taxpayer identification number ("TIN"), furnishes an incorrect TIN, or otherwise fails to establish an exemption from the backup withholding tax. Any amounts so withheld would be allowed as a credit against the recipient's federal income tax. Special rules apply to partnerships, estates and trusts, and in certain circumstances, and in respect of foreign investors, certifications as to foreign status and other matters may be required to be provided by partners and beneficiaries thereof.

Future and Proposed Legislation

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

Qualified Tax-Exempt Obligations for Financial Institutions

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

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

CONTINUING DISCLOSURE OF INFORMATION

In the Ordinance, the City has made the following agreement for the benefit of the holders and Beneficial Owners of the Certificates. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Certificates. Under the agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of certain specified events, to the Municipal Securities Rulemaking Board (the "MSRB").

Annual Reports

The City will provide certain updated financial information and operating data to the MSRB on an annual basis. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in this Official Statement under Tables numbered 1,2,3,4,5,6,7 and 8 of Appendix A. The City will update and provide this information within six (6) months after the end of each fiscal year ending in and after 2024. The City will additionally provide audited financial statements when and if available, and in any event, within twelve (12) months after the end of each fiscal year ending in and after 2024. If the audit of such financial statements is not complete within twelve (12) months after any such fiscal year end, then the City will file unaudited financial statements within such 12-month period and audited financial statements for the applicable fiscal year, when and if the audit report on such statements becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix D or such other accounting principles as the City may be required to employ from time to time pursuant to State law or regulation.

The City's current fiscal year end is September 30. Accordingly, the City must provide updated information included in the above-referenced tables by the last day of March in each year, and audited financial statements for the preceding fiscal year (or unaudited financial statements if the audited financial statements are not yet available) must be provided by September 30 in each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will file notice of the change (and of the date of the new fiscal year end) with the MSRB prior to the next date by which the City otherwise would be required to provide financial information and operating data as set forth above.

All financial information, operating data, financial statements and notices required to be provided to the MSRB shall be provided in an electronic format and be accompanied by identifying information prescribed by the MSRB. Financial information and operating data to be provided as set forth above may be set forth in full in one or more documents or may be included by specific reference to any document (including an official statement or other offering document) available to the public on the MSRB's Internet Web site or filed with the United States Securities and Exchange Commission (the "SEC"), as permitted by SEC Rule 15c2-12 (the "Rule").

Notice of Certain Events

The City will also provide timely notices of certain events to the MSRB. The City will provide notice of any of the following events with respect to the Certificates to the MSRB in a timely manner (but not in excess of ten business days after the occurrence of the event): (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 Certificates, or other material events affecting the tax status of the Certificates; (7) modifications to rights of holders of the Certificates, if material; (8) Certificate calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Certificates, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership, or similar event of the City, which shall occur as described below; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the City, any of which reflect financial difficulties. In addition, the City will provide timely notice of any failure by the City to provide annual financial information or operating data in accordance with their agreement described above under "Annual Reports".

For these purposes, any event described in (12) of the immediately preceding paragraph is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the City in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

For the purposes of the above described event notices (15) and (16), the term "financial obligation" means a (i) debt obligation, (ii) derivative instrument entered into in connection with or pledged as security or a source of payment for, an existing or planned debt obligation, or (iii) a guarantee of (i) or (ii); provided however, that a "financial obligation" shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule.

Availability of Information from MSRB

The City has agreed to provide the foregoing information only as described above. Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Limitations and Amendments

The City has agreed to update information and to provide notices of specified events only as described above. The City 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 City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Certificates at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its agreement or from any statement made pursuant to its agreement, although holders or Beneficial Owners of Certificates may seek a writ of mandamus to compel the City to comply with its agreement.

The City may amend its agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the City, if the agreement, as amended, would have permitted an underwriter to purchase or sell Certificates in the offering described herein 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 holders of a majority in aggregate principal amount of the outstanding Certificates consent or any person unaffiliated with the City (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Certificates. The City may also repeal or amend its agreement if the SEC amends or repeals the applicable provisions of the Rule or any court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but in either case only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling Certificates in the primary offering of the Certificates giving effect to (a) such provisions as so amended and (b) any amendments or interpretations of the Rule. If the City amends its agreement, it must include with the next financial information and operating data 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 information and data provided.

Compliance with Prior Agreements

In the past five years, the City believes that it has not failed to comply in any material respect with its existing continuing disclosure agreements made pursuant to the Rule.

OTHER PERTINENT INFORMATION

Registration and Qualification of Certificates for Sale

The sale of the Certificates has not been registered under the Federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Certificates have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Certificates been qualified under the securities acts of any jurisdiction. The City assumes no responsibility for qualification of the Certificates under the securities laws of any jurisdiction in which the Certificates may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Certificates shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

Litigation

In the opinion of various officials of the City, there is no litigation or other proceeding pending against or, to their knowledge, threatened against the City in any court, agency, or administrative body (either state or federal) wherein an adverse decision would materially adversely affect the financial condition of the City.

Future Debt Issuance

The City does not intend to issue any debt supported by taxes or the utility system over the next 12 months.

Legal Investments and Eligibility to Secure Public Funds in the State

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Certificates are negotiable instruments governed by Chapter 8, Texas Business and Commerce Code, and are real and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State. With respect to investment in the Certificates by municipalities or other political subdivisions or public agencies of the State, the PFIA requires that the Certificates be assigned a rating of not less than "A" or its equivalent as to investment quality by a national rating agency. See "OTHER PERTINENT INFORMATION - Rating" herein. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Certificates are legal investments for state banks, savings banks, trust companies with capital of one million dollars or more, and savings and loan associations. The Certificates are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivision, and are legal security for those deposits to the extent of their fair market value. No review by the City has been made of the laws in other states to determine whether the Certificates are legal investments for various institutions in those states.

No representation is made that the Certificates will be acceptable to public entities to secure their deposits or acceptable to such institutions for investment purposes. The City has made no investigation of other laws, rules, regulations or investment criteria which might apply to any such persons or entities or which might otherwise limit the suitability of the Certificates for any of the foregoing purposes or limit the authority of such persons or entities to purchase or invest in the Certificates for such purposes. Additionally, with respect to the Certificates, Section 271.051 of the Texas Local Government Code expressly provides that certificates of obligation approved by the Attorney General of the State are legal authorized investments for banks, savings banks, trust companies, and savings and loan associations, insurance companies, fiduciaries, trustees, and guardians, and sinking funds of municipalities, counties, school districts, or other political corporations or subdivisions of the State.

Legal Matters

The City will furnish the Purchaser with a complete transcript of proceedings incident to the authorization and issuance of the Certificates, including the unqualified approving legal opinion of the Attorney General of the State to the effect that the initial Certificate is a valid and legally binding obligation of the City, and based upon examination of such transcript of proceedings, the approving legal opinion of Bond Counsel, to like effect and to the effect that the interest on the Certificates will be excludable from gross income for federal income tax purposes under Section 103(a) of the Code, subject to the matters described under "TAX MATTERS" herein.

The customary closing papers, including a certificate of the City as described under "OTHER PERTINENT INFORMATION - Certification of the Official Statement" will also be furnished to the Purchaser. Though it may represent the Financial Advisor and the Purchaser from time to time in matters unrelated to the issuance of the Certificates, Bond Counsel has been engaged by, and only represents, the City in the issuance of the Certificates. Bond Counsel was not requested to participate, and did not take part, in the preparation of the Official Notices of Sale and Bidding Instructions, the Official Bid Forms and the Official Statement, and such firm has not assumed any responsibility with respect thereto or undertaken independently to verify any of the information contained therein, except that, in its capacity as Bond Counsel, such firm has reviewed the information describing the Certificates in the Official Statement to verify that such description conforms to the provisions of the Ordinance. The legal fee to be paid Bond Counsel for services rendered in connection with the issuance of the Certificates is contingent on the sale and delivery of the Certificates.

The various legal opinions to be delivered concurrently with the delivery of the Certificates 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 from the transaction.

Rating

A municipal bond rating application for the Certificates has been made to S&P Global Ratings ("S&P"). The outcome of the results will be made available as soon as possible. An explanation of the significance of such rating may be obtained from S&P. The rating of the Certificates by S&P reflect only the views of S&P at the time the rating is given, and the City makes no representations as to the appropriateness of the rating. There is no assurance that the rating will continue for any given period of time, or that the rating will not be revised downward or withdrawn entirely by S&P, if, in the judgment of S&P, circumstances so warrant. Any such downward revisions or withdrawals of the rating may have an adverse effect on the market price or marketability of the Certificates.

Financial Advisor

SAMCO Capital Markets, Inc. is employed as the Financial Advisor to the City in connection with the issuance of the Certificates. In this capacity, the Financial Advisor has compiled certain data relating to the Certificates and has assisted in drafting this Official Statement. The Financial Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the City to determine the accuracy or completeness of this Official Statement. Because of its limited participation, the Financial Advisor assumes no responsibility for the accuracy or completeness of any of the information contained herein. The fees for Financial Advisor are contingent upon the issuance, sale and delivery of the Certificates.

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 its responsibilities to the City 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.

Winning Bidder

After requesting competitive bids for the Certificates, the City accepted the bid of _____ (previously defined as the "Purchaser" or the "Initial Purchaser") to purchase the Certificates at the interest rates shown on the page ii of this Official Statement at a price of par, plus a [net] reoffering premium of \$ _____, less an underwriting discount of \$ _____, plus accrued interest on the Certificates from their Dated Date to their date of initial delivery. The City can give no assurance that any trading market will be developed for the City after their sale by the City to the Purchaser. The City has no control over the price at which the Certificates are subsequently sold and the initial yield at which the Certificates will be priced and reoffered will be established by and will be the responsibility of the Purchaser.

Certification of the Official Statement

At the time of payment for and delivery of the Certificates, the Purchaser will be furnished a certificate executed by the proper officials of the City acting in their official capacity, to the effect that: (a) the descriptions and statements of or pertaining to the City contained in its Official Statement relating to the Certificates, and any addenda, supplement or amendment thereto, on the date of such Official Statement, on the date of the sale of said Certificates, and on the date of the delivery, were and are true and correct in all material respects; (b) insofar as the City and its affairs, including its financial affairs, are concerned, such Official Statement did not and does not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading; (c) to the best of their knowledge, insofar as the descriptions and statements, including financial data, of or pertaining to entities, other than the City and its activities, contained in such Official Statement are concerned, such statements and data have been obtained from sources which the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect; and (d) there has been no material adverse change in the financial condition of the City

since September 30, 2023, the date of the last audited financial statements of the City, portions of which appear in the Official Statement.

Links to Websites

The City has provided links to websites in this Official Statement to allow investors independent access to information or expertise that may be of value. INFORMATION ON SUCH WEBSITES IS NOT INCORPORATED INTO THIS OFFICIAL STATEMENT BY REFERENCE OR OTHERWISE. The inclusion of any links does not imply a recommendation or endorsement of the information or views expressed within a website. The City has not participated in the preparation, compilation or selection of information or views in any website referenced in this Official Statement, and assumes no responsibility or liability for the information or views, or accuracy or completeness thereof, in any website referenced herein.

Forward-Looking Statements Disclaimer

The statements contained in this Official Statement, and in any other information provided by the City, that are not purely historical, are forward-looking statements, including statements regarding the City' expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the City on the date hereof, and the City assumes no obligation to update any such forward-looking statements. The City's actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

Concluding Statement

The financial data and other information contained in this Official Statement have been obtained from the City's records, audited financial statements and other sources which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents and ordinances contained in this Official Statement are made subject to all of the provisions of such statutes, documents and ordinances. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original statutes, documents and ordinances in all respects.

The Ordinance authorizing the issuance of the Certificates will approve the form and content of this Official Statement, and any addenda, supplement or amendment thereto, and authorize its further use in the reoffering of the Certificates by the Purchaser.

CITY OF CADDO MILLS, TEXAS

ATTEST:

Mayor
City of Caddo Mills, Texas

City Secretary
City of Caddo Mills, Texas

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APPENDIX A

FINANCIAL INFORMATION OF THE CITY

(This appendix contains quantitative financial information and operating data with respect to the City. The information is only a partial representation and does not purport to be complete. For further and more complete information, reference should be made to the original documents, which can be obtained from various sources, as noted.)

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FINANCIAL INFORMATION OF THE CITY

ASSESSED VALUATION

TABLE 1

2023 Market Value of Taxable Property (100% of Market Value)	\$ 756,903,882
Less Exemptions:	
Over 65-Disabled	\$ 1,649,656
Veterans Exemptions	9,465,572
Pollution Control	3,550,667
Exempt Property-Other	141,305,929
Productivity	20,838,260
Homestead Cap	17,764,137
TOTAL EXEMPTIONS	<u>195,441,734</u>
2023 Assessed Value of Taxable Property	<u>\$ 561,462,148</u>
<i>Note: 2023 Assesed Value of Taxable Property excludes a Taxable Freeze of \$32,180,319</i>	
2024 Preliminary Freeze adjusted Assessed Value of Taxable Property	<u>\$ 695,147,507</u>

Source: Hunt County Appraisal District.

GENERAL OBLIGATION BONDED DEBT

(as of June 4, 2024)

General Obligation Debt Principal Outstanding

Combination Tax & Surplus Revenue Certificates of Obligation, Series 2012	\$ 3,060,000
General Obligation Refunding Bonds, Series 2020	1,060,000
Combination Tax & Revenue Certificates of Obligation, Series 2021	3,940,000
Combination Tax & Revenue Certificates of Obligation, Series 2022	4,465,000
Combination Tax & Surplus Airport Revenue Certificates of Obligation, Series 2023 (AMT)	2,000,000
Combination Tax & Revenue Certificates of Obligation, Series 2024 (the "Certificates")	<u>4,000,000 *</u>
Total Gross General Obligation Debt	<u>\$ 18,525,000</u>
2023 Net Assessed Valuation	\$ 561,462,148
Ratio of Total Gross General Obligation Debt Principal to 2023 Net Taxable Assessed Valuation	3.30% *

Population: 1990 - 1,068; 2000 - 1,149; 2010 - 1,338; 2020 - 1,495; est. 2024 - 4,800

Per Capita Certified Net Taxable Assessed Valuation - \$116,971.28

Per Capita Gross General Obligation Debt Principal - \$3,859.38

* Preliminary, Subject to change.

DEBT OBLIGATIONS - CAPITAL LEASE AND NOTES PAYABLE

TABLE 2

On December 14, 2021, the City entered into a Notes Payable in the amount of \$592,248 at an interest rate of 3.09%. The proceeds were used to purchase a fire truck for the City. Payments are due in annual installments on December 28 of each year for fifteen years.

Source: The City's Annual Financial Report for Fiscal Year Ending September 30, 2023.

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

Fiscal Year Ended (9/30)	Current Outstanding Debt Service	The Certificates ^(a)			Combined Debt Service
		Principal	Interest	Total	
2024	\$ 1,179,247	\$ -	\$ -	\$ -	\$ 1,179,247
2025	1,249,535	400,000	202,222	602,222	1,851,757
2026	1,250,690	190,000	153,344	343,344	1,594,033
2027	1,255,587	200,000	144,813	344,813	1,600,399
2028	1,253,900	210,000	135,844	345,844	1,599,743
2029	1,251,263	215,000	126,547	341,547	1,592,809
2030	1,252,366	225,000	116,922	341,922	1,594,288
2031	1,068,495	235,000	106,859	341,859	1,410,354
2032	1,069,605	250,000	96,250	346,250	1,415,855
2033	1,069,340	260,000	85,094	345,094	1,414,434
2034	1,063,825	270,000	73,500	343,500	1,407,325
2035	1,063,803	285,000	61,359	346,359	1,410,162
2036	1,072,588	295,000	48,672	343,672	1,416,259
2037	1,069,413	310,000	35,438	345,438	1,414,850
2038	1,065,035	320,000	21,656	341,656	1,406,691
2039	1,074,253	335,000	7,328	342,328	1,416,581
2040	1,071,715	-	-	-	1,071,715
2041	897,948	-	-	-	897,948
2042	524,100	-	-	-	524,100
2043	173,869	-	-	-	173,869
Total	\$ 20,976,573	\$ 4,000,000	\$ 1,415,847	\$ 5,415,847	\$ 26,392,420

^(a) Preliminary, subject to change. Interest calculated at an assumed rate for illustrative purposes only.

TAX ADEQUACY

2023 Net Taxable Assessed Valuations	\$ 561,462,148
Maximum Annual Debt Service Requirements (Fiscal Year Ending 9-30-2025)	\$ 1,851,757 *
Indicated required I&S Fund Tax Rate at 98% Collections to produce Maximum Debt Service requirements	\$ 0.3365

* Includes the Certificates. Preliminary, subject to change.

Note: Computations are exclusive of investment earnings, delinquent tax collections and penalties and interest on delinquent tax collections.

GENERAL OBLIGATION PRINCIPAL REPAYMENT SCHEDULE

Fiscal Year Ending 9-30	Currently Outstanding	The Certificates ^(a)	Total ^(a)	Principal Unpaid at End of Year	Percent of Principal Retired (%)
2024	\$ 135,000	-	\$ 135,000	\$ 18,390,000	0.73%
2025	705,000	\$ 400,000	1,105,000	17,285,000	6.69%
2026	730,000	190,000	920,000	16,365,000	11.66%
2027	760,000	200,000	960,000	15,405,000	16.84%
2028	785,000	210,000	995,000	14,410,000	22.21%
2029	810,000	215,000	1,025,000	13,385,000	27.75%
2030	840,000	225,000	1,065,000	12,320,000	33.50%
2031	685,000	235,000	920,000	11,400,000	38.46%
2032	715,000	250,000	965,000	10,435,000	43.67%
2033	745,000	260,000	1,005,000	9,430,000	49.10%
2034	770,000	270,000	1,040,000	8,390,000	54.71%
2035	800,000	285,000	1,085,000	7,305,000	60.57%
2036	840,000	295,000	1,135,000	6,170,000	66.69%
2037	870,000	310,000	1,180,000	4,990,000	73.06%
2038	900,000	320,000	1,220,000	3,770,000	79.65%
2039	945,000	335,000	1,280,000	2,490,000	86.56%
2040	980,000	-	980,000	1,510,000	91.85%
2041	845,000	-	845,000	665,000	96.41%
2042	500,000	-	500,000	165,000	99.11%
2043	165,000	-	165,000	-	100.00%
Total	\$ 14,525,000	\$ 4,000,000	\$ 18,525,000		

^(a) Preliminary, subject to change.

TAXABLE ASSESSED VALUATION FOR TAX YEARS 2014-2023

TABLE 3

Tax Year	Net Taxable Assessed Valuation	Change From Preceding Year	
		Amount	Percent
2014	\$ 128,872,135	\$ 19,243,555	17.55%
2015	123,612,604	(5,259,531)	-4.08%
2016	122,653,429	(959,175)	-0.78%
2017	130,342,181	7,688,752	6.27%
2018	141,644,919	11,302,738	8.67%
2019	155,512,799	13,867,880	9.79%
2020	182,289,653	26,776,854	17.22%
2021	250,944,484	68,654,831	37.66%
2022	417,446,968	166,502,484	66.35%
2023	561,462,148	144,015,180	34.50%

Source: Hunt County Appraisal District.

PRINCIPAL TAXPAYERS 2023

TABLE 4

<u>Name</u>	<u>Type of Business/Property</u>	<u>% of Total 2023</u>	
		<u>2023 Net Taxable Assessed Valuation</u>	<u>Assessed Valuation</u>
Explorer Pipeline	Transport-gasoline, diesel, fuel oil and jet fuel	\$ 42,892,640	7.64%
DR Horton	Homebuilders	18,742,529	3.34%
R&M Terminals	Fuel	9,787,240	1.74%
Hixson Lumber Sales Inc.	Lumber	5,807,020	1.03%
Riverside East Homebuilders LTD	Construction	5,067,900	0.90%
Kinder Morgan N Texas Pipeline	Energy infrastructure	4,734,050	0.84%
QT Fuel Inc	Fuel	4,560,760	0.81%
Oneok Sterling III Pipeline LLC	Natural Gas Liquid	4,349,340	0.77%
Motvia Enterprise LLC #J532	Gas	3,494,060	0.62%
New Boston Concrete	Construction	<u>3,251,050</u>	<u>0.58%</u>
		<u>\$ 102,686,589</u>	<u>18.29%</u>

Based on a 2023 Certified Net Taxable Assessed Valuation of \$ 561,462,148

Source: Hunt County Appraisal District

TAX DATA

TABLE 5

Tax Year	Net Taxable Assessed Valuation	Tax Rate	Tax Levy	% of Collections		Year Ended
				Current	Total	
2014	\$ 128,872,135	\$0.750000	\$ 966,541	98.35	99.83	9/30/2015
2015	123,612,604	0.750000	927,095	98.58	99.67	9/30/2016
2016	122,653,429	0.750000	919,901	98.71	99.48	9/30/2017
2017	130,342,181	0.730000	951,498	98.30	99.03	9/30/2018
2018	141,644,919	0.693700	982,591	98.61	100.33	9/30/2019
2019	155,512,799	0.657000	1,021,719	98.25	99.37	9/30/2020
2020	182,289,653	0.576000	1,049,988	96.64	97.59	9/30/2021
2021	250,944,484	0.546422	1,371,216	97.87	100.27	9/30/2022
2022	417,446,968	0.500000	2,087,235	98.23	99.11	9/30/2023
2023	561,462,148	0.485000	2,723,091	96.39	96.39	9/30/2024 *

* As of April 30, 2024.

TAX RATE DISTRIBUTION

TABLE 6

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
General Fund	\$0.231090	\$0.160000	\$0.201977	\$0.218600	\$0.243300
I&S Fund	<u>0.253910</u>	<u>0.340000</u>	<u>0.344445</u>	<u>0.357400</u>	<u>0.413700</u>
Total	<u>\$0.485000</u>	<u>\$0.500000</u>	<u>\$0.546422</u>	<u>\$0.576000</u>	<u>\$0.657000</u>

Source: Texas Municipal Report published by the Municipal Advisory Council of Texas, Hunt County Appraisal District.

CLASSIFICATION OF ASSESSED VALUATION

Category	2023	% of Total	2022	% of Total	2021	% of Total
Residential	\$ 390,684,464	51.62%	\$ 288,903,068	54.21%	\$ 138,152,506	42.64%
Vacant Lots	11,700,900	1.55%	8,053,398	1.51%	9,559,310	2.95%
Qualified and Non-Qualified Land	21,070,620	2.78%	12,471,720	2.34%	7,542,310	2.33%
Farm or Ranch Improvement	41,841,027	5.53%	34,047,559	6.39%	23,096,949	7.13%
Commercial-Industrial Real Property	32,735,622	4.32%	25,451,660	4.78%	19,532,869	6.03%
Utilities	26,662,020	3.52%	13,962,001	2.62%	13,551,180	4.18%
Commercial-Industrial Personal Property	82,363,741	10.88%	68,510,016	12.85%	45,847,507	14.15%
Mobile Home	4,260	0.00%	4,260	0.00%	4,000	0.00%
Residential Inventory	8,077,219	1.07%	1,350,290	0.25%	7,266,200	2.24%
Special Inventory	458,080	0.06%	741,670	0.14%	620,070	0.19%
Totally Exempt	<u>141,305,929</u>	<u>18.67%</u>	<u>79,450,176</u>	<u>14.91%</u>	<u>58,828,412</u>	<u>18.16%</u>
Total Appraised Value	\$ <u>756,903,882</u>	100.00%	\$ <u>532,945,818</u>	100.00%	\$ <u>324,001,313</u>	100.00%

Less Exemptions/Value Loss:

Over 65-Disabled	\$ 1,649,656	\$ 1,460,000	\$ 1,123,849
Veterans Exemptions	9,465,572	4,145,692	1,567,969
Pollution Control	3,550,667	3,188,875	1,627,350
Solar	867,513	-	-
Exempt Property-Other	141,305,929	79,627,792	58,922,212
Productivity	20,838,260	12,266,360	7,348,140
Homestead Cap	<u>17,764,137</u>	<u>14,810,131</u>	<u>2,467,309</u>
Total Exemptions	\$ <u>195,441,734</u>	\$ <u>115,498,850</u>	\$ <u>73,056,829</u>

Certified Net Taxable Valuation **\$ 561,462,148** **\$ 417,446,968** **\$ 250,944,484**

Source: Hunt County Appraisal District (Certified September 1 Totals) and the City.
 Note: Assessed Valuations shown are Certified Values and may change during the year due to various supplements and protests. Valuations on a later date or in other tables of this Official Statement may not match those shown on this table.

MUNICIPAL SALES TAX COLLECTIONS

TABLE 7

The City has adopted the provisions of Chapter 321, as amended, Texas Tax Code. In addition, some issuers are subject to a property tax relief and/or an economic and industrial development sales tax. The City approved a 1/2 of 1 cent sales tax for its Economic Development Corporation (4B). Collections on calendar year basis are as follows:

Calendar Year	Total Collected	% of Ad Valorem Tax Levy	Equivalent of Ad Valorem Tax Rate
2014	\$ 203,434	21.05%	0.158
2015	298,462	32.19%	0.241
2016	310,748	33.78%	0.253
2017	353,539	37.16%	0.271
2018	395,072	40.21%	0.279
2019	425,920	41.69%	0.274
2020	548,180	52.21%	0.301
2021	728,663	53.14%	0.290
2022	984,673	47.18%	0.236
2023	330,390	<i>(As of April, 2024)</i>	

Source: State Comptroller's Office of the State of Texas.

OVERLAPPING DEBT INFORMATION

The following table indicates the indebtedness, defined as outstanding bonds payable from ad valorem taxes, of governmental entities overlapping the City and the estimated percentages and amounts of such indebtedness attributable to property within the City. Expenditures of the various taxing bodies overlapping the territory of the City are paid out of ad valorem taxes levied by these taxing bodies on properties overlapping the City. These political taxing bodies are independent of the City and may incur borrowings to finance their expenditures. The following statements of direct and estimated overlapping ad valorem tax bonds 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 Issuer, the City 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 below may have authorized or issued additional bonds since the date stated below, and such entities may have programs requiring the authorization and/or issuance of substantial amounts of additional bonds, the amount of which cannot be determined.

Taxing Body	Gross Debt (As of 3/31/2024)	% Overlapping	Amount Overlapping
Caddo Mills ISD	\$ 189,914,463	43.85%	\$ 83,277,492
Caddo Mills Municipal Management District #1	13,930,000	100.00%	13,930,000
Hunt County	9,665,000	4.20%	405,930
Hunt Memorial Hospital District	31,575,000	4.20%	1,326,150
Total Gross Overlapping Debt			<u>\$ 98,939,572</u>
Caddo Mills, City of			\$ 18,525,000 *
Total Gross Direct and Overlapping Debt			<u>\$ 117,464,572 *</u>
Ratio of Direct and Overlapping Debt to Net Assessed Valuation			20.92% *
Per Capita Direct and Overlapping Debt			\$24,471.79 *

Source: Texas Municipal Reports published by the Municipal Advisory Council of Texas.

* Includes the Certificates. Preliminary, subject to change.

ASSESSED VALUATION AND TAX RATE OF OVERLAPPING ISSUERS

Governmental Subdivision	2023 Assessed Valuation	% of Actual	2023 Tax Rate
Caddo Mills ISD	\$1,280,370,117	100%	\$ 1.257500
Caddo Mills Municipal Management District #1	252,970,338	100%	0.340000
Hunt County	13,380,202,127	100%	0.336000
Hunt Memorial Hospital District	13,168,721,876	100%	0.197792

Sources: *Hunt County Appraisal District and Hunt County Tax Office.*

AUTHORIZED BUT UNISSUED GENERAL OBLIGATION BONDS OF DIRECT AND OVERLAPPING GOVERNMENTAL SUBDIVISIONS

Issuer	Date of Authorization	Amount Authorized	Amount Issued to Date	Amount Unissued
Caddo Mills ISD	5/6/2023	\$ 290,000,000	\$ 80,000,000	\$ 210,000,000
Caddo Mills Municipal Management District #1	5/2/2020	\$ 208,650,006	\$ 14,045,000	\$ 194,605,006
Hunt County	11/8/2016	\$ 24,420,000	\$ 12,000,000	\$ 12,420,000
Hunt Memorial Hospital District	None	-	-	-

Source: *Texas Municipal Reports published by the Municipal Advisory Council of Texas.*

GENERAL FUND COMPARATIVE STATEMENT OF REVENUES AND EXPENDITURES

TABLE 8

The following statements set forth in condensed form reflect the historical operations of the City. Such summary has been prepared for inclusion herein based upon information obtained from the City's audited financial statements and records. Reference is made to such statements for further and complete information.

	Fiscal Year Ended				
	9/30/2023	9/30/2022	9/30/2021	9/30/2020	9/30/2019
Fund Balance - Beginning of Year	\$ 3,870,231	\$ 3,168,947	\$ 1,798,831	\$ 1,220,749	\$ 1,037,186
Revenues	\$ 2,952,052	\$ 2,872,654	\$ 2,904,107	\$ 1,974,886	\$ 1,405,151
Expenditures	3,487,039	3,154,693	1,717,043	1,578,235	1,188,292
Excess (Deficit) of Revenues Over Expenditures	\$ (534,987)	\$ (282,039)	\$ 1,187,064	\$ 396,651	\$ 216,859
Other Financing Sources (Uses):					
Operating Transfers In	\$ 952,259	\$ 403,075	\$ 183,052	\$ 181,908	\$ 1,250
Operating Transfers Out	(96,090)	(12,000)	-	(4,977)	(34,546)
Issuance of a Loan	-	-	-	-	-
Capital contributions	11,888	592,248	-	-	-
Proceeds from the Sale of Capital Assets	-	-	-	4,500	-
Total Other Financing Sources (Uses):	\$ 868,057	\$ 983,323	\$ 183,052	\$ 181,431	\$ (33,296)
Fund Balance - End of Year	\$ 4,203,301	\$ 3,870,231	\$ 3,168,947	\$ 1,798,831	\$ 1,220,749

Source: *The City's Annual Financial Report for Fiscal Year Ending September 30, 2023.*

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APPENDIX B

GENERAL INFORMATION REGARDING THE CITY OF CADDO MILLS AND HUNT COUNTY, TEXAS

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**GENERAL INFORMATION REGARDING THE CITY OF CADDO MILLS
AND HUNT COUNTY, TEXAS**

CITY OF CADDO MILLS, TEXAS

General

Caddo Mills is at the intersection of State Highway 66 and Farm Road 36, eight miles southwest of Greenville in southwestern Hunt County. Downtown Dallas is 41 miles southwest of Caddo Mills.

Population:

<u>Census Report</u>	<u>City of Caddo Mills</u>	<u>Hunt County</u>
Current Estimate	4,800	100,000
2020	1,495	99,956
2010	1,338	86,129
2000	1,149	76,596

Sources: United States Bureau of the Census, Texas Municipal Reports, and the North Central Texas Council of Governments.

Major Employers within Hunt County Area

<u>Employer</u>	<u>Approximate Number of Employees</u>
L-3 Harris	6,400
Hunt Regional Medical Center	1,400
Wal-Mart Supercenter	1,000
Texas A&M University Commerce	900
Greenville ISD	700

Source: City of Caddo Mills, Finance Department.

HUNT COUNTY, TEXAS

General

Hunt County is a northeast Texas county, traversed by Interstate 30, U.S. Highways 67, 69, and 380, State Highways 24, 34, 224, and fifteen farm-to market roads. The City of Greenville, county seat of Hunt County, Texas, is located 45 miles northeast of Dallas, Texas on Interstate Highway 30. Greenville encompasses approximately 33 square miles and is situated within the Blackland Belt of the Gulf Coastal Plains, 400 to 700 feet above sea level. The City is in close proximity to Lake Tawakoni, a major water supply facility and a popular recreation area for East Texas.

Source: Hunt County and the City of Greenville, Texas.

Labor Force Statistics

	<u>Hunt County</u>	
	<u>March 2024</u>	<u>March 2023</u>
Civilian Labor Force	48,674	48,013
Total Employed	46,540	46,033
Total Unemployed	2,134	1,980
% Unemployed	4.4%	4.1%
% Unemployed (Texas)	4.1%	4.0%
% Unemployed (United States)	3.9%	3.6%

Source: Texas Workforce Commission, Labor Market Information Department.

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APPENDIX C

FORM OF LEGAL OPINION OF BOND COUNSEL

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PROPOSED FORM OF OPINION OF BOND COUNSEL

*An opinion in substantially the following form will be delivered by McCall,
Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the
Certificates, assuming no material changes in facts or law.*

**CITY OF CADDO MILLS, TEXAS
COMBINATION TAX AND REVENUE
CERTIFICATES OF OBLIGATION, SERIES 2024
IN THE AGGREGATE PRINCIPAL AMOUNT OF \$_____**

AS BOND COUNSEL FOR THE CITY OF CADDO MILLS, TEXAS (the “Issuer”) in connection with the issuance of the Certificates of Obligation described above (the “Certificates”), we have examined into the legality and validity of the Certificates, which bear interest from the dates and mature on the dates, and are subject to redemption, in accordance with the terms and conditions stated in the text of the Certificates and in the ordinance of the Issuer authorizing the issuance and sale of the Certificates (the “Ordinance”). Terms used herein and not otherwise defined shall have the meaning given in the Ordinance.

WE HAVE EXAMINED the applicable and pertinent provisions of the Constitution and laws of the State of Texas, a transcript of certified proceedings of the Issuer, and other pertinent instruments authorizing and relating to the issuance and sale of the Certificates, including executed Certificate Number T-1.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that the Certificates have been duly authorized, issued, and delivered in accordance with law; and that, except as may be limited by laws applicable to the Issuer relating to sovereign immunity of political subdivisions, bankruptcy, reorganization and other similar matters affecting creditors’ rights generally or by general principles of equity which permit the exercise of judicial discretion, the Certificates constitute valid and legally binding obligations of the Issuer; and that ad valorem taxes sufficient to provide for the payment of the interest on and principal of said Certificates have been levied and pledged for such purpose, within the limit prescribed by law, and that the Certificates are additionally secured by and payable from limited surplus revenues of the Issuer’s water and sewer system, remaining after payment of all operation and maintenance expenses thereof, and all debt service, reserve, and other requirements in connection with all of the Issuer’s revenue bonds or other obligations (now or hereafter outstanding), which are payable from all or any part of the net revenues of the Issuer’s waterworks and sewer system, as provided in the Ordinance.

IT IS FURTHER OUR OPINION THAT, except as discussed below, the interest on the Certificates is excludable from the gross income of the owners for federal income tax purposes under the statutes, regulations, published rulings, and court decisions existing on the date of this opinion. We are further of the opinion that the Certificates are not “specified private activity bonds” and that, accordingly, interest on the Certificates will not be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the “Code”).

IN EXPRESSING THE AFOREMENTIONED OPINIONS, we have relied on certain representations, the accuracy of which we have not independently verified, and assume compliance with certain covenants, regarding the use and investment of the proceeds of the Certificates and the use of the property financed therewith. We call your attention to the fact that if such representations are determined



to be inaccurate or upon if the Issuer fails to comply with such covenants, interest on the Certificates may become includable in gross income retroactively to the date of issuance of the Certificates.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state, or local tax consequences of acquiring, carrying, owning, or disposing of the Certificates, including the amount, accrual or receipt of interest on, the Certificates. Owners of the Certificates should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Certificates.

WE CALL YOUR ATTENTION TO THE FACT that the interest on tax-exempt obligations, such as the Certificates, may be includable in a corporation's adjusted financial statement income for purposes of determining the alternative minimum tax imposed on certain corporations by section 55 of the Code.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem 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 Certificates. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the Issuer as the taxpayer. We observe that the Issuer has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Certificates as includable in gross income for federal income tax purposes.

WE EXPRESS NO OPINION as to any insurance policies issued with respect to the payments due for the principal of and interest on the Certificates, nor as to any such insurance policies issued in the future.

OUR SOLE ENGAGEMENT in connection with the issuance of the Certificates is as Bond Counsel for the Issuer, and, in that capacity, we have been engaged by the Issuer for the sole purpose of rendering an opinion with respect to the legality and validity of the Certificates under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Certificates for federal income tax purposes, and for no other reason or purpose. The foregoing opinions represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result. We have not been requested to investigate or verify, and have not independently investigated or verified, any records, data, or other material relating to the financial condition or capabilities of the Issuer, or the disclosure thereof in connection with the sale of the Certificates, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Certificates and have relied solely on certificates executed by officials of the Issuer as to the current outstanding indebtedness of and assessed valuation of taxable property within, and the sufficiency of the pledged revenues of, the Issuer. Our role in connection with the Issuer's Official Statement prepared for use in connection with the sale of the Certificates has been limited as described therein.

Respectfully,

APPENDIX D

CITY'S GENERAL PURPOSE AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED SEPTEMBER 30, 2023

(Independent Auditor's Report, Management Discussion and Analysis, General Financial Statements and Notes to the Financial Statements - not intended to be a complete statement of the City's financial condition. Reference is made to the complete Annual Comprehensive Financial Report for further information.)

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CITY OF CADDO MILLS, TEXAS
ANNUAL FINANCIAL STATEMENTS
For the Fiscal Year Ended
September 30, 2023

**CITY OF CADDO MILLS, TEXAS
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WILF & HENDERSON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

Member of American Institute of Certified Public Accountants
Member of Private Company Practice Section
Member of AICPA Governmental Audit Quality Center

Independent Auditor's Report

Honorable Mayor and
Members of the City Council
City of Caddo Mills, Texas

Members of the Council:

Opinions

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Caddo Mills, Texas (the City), as of and for the year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the City'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, the business-type activities, the aggregate discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Caddo Mills, Texas, as of September 30, 2023, and the respective changes in financial position and, where applicable, cash flows 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 and the standards applicable to the financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 City, 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 City'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.

1810 Galleria Oaks • Texarkana, Texas 75503 • 903.793.5646 • Fax 903.792.7630 • www.wilhen.com

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 and *Government 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 and *Government 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 City'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 City'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 on pages 4-8, and the budgetary comparison information on page 41, schedule of changes in net pension liability & related ratios on page 42, schedule of contributions on page 43, the schedule of changes in total OPEB liability & related ratios on page 44, and the notes to Texas Municipal Retirement System on page 45, which are required supplementary information (RSI) be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Management is responsible for the other information included in the annual report. The other information comprises the Schedule of Delinquent Taxes Receivable, Historical Schedule of Property Tax Rates, and Historical Schedule of Assessed Property Valuation, but does not include the basic financial statements and our auditor's reports thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 8, 2024, on our consideration of the City of Caddo Mills, Texas' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City of Caddo Mills, Texas' internal control over financial reporting and compliance.

Wilf & Henderson, P.C.

WILF & HENDERSON, P.C.
Certified Public Accountants
Texarkana, Texas

May 8, 2024

Management Discussion and Analysis

As management for the City of Caddo Mills, Texas, we offer readers of the City's financial statements this overview and analysis of the financial activities of the City for the fiscal year ended September 30, 2023. This discussion should be read in conjunction with the financial statements and related notes.

FINANCIAL HIGHLIGHTS:

- Government-wide net position reported in the Statement of Activities is \$19,791,277. Of this amount \$12,661,842 is the net investment in capital assets, \$137,362 is restricted for debt service or municipal court use, \$1,753,064 is restricted for economic development, leaving \$5,239,009 of unrestricted net position.
- Government-wide net position increased by \$3,266,832.
- Each of the City's fund financial statements reported changes in equity as follows:

General Fund - \$333,070 increase
Debt Service Fund - \$27,070 increase
Capital Projects Fund - (\$613,757) decrease
Other Governmental Funds - \$4,841 increase
Water & Sewer Fund - \$1,754,860 increase

Comparative data is presented at the end of this section to facilitate further analysis of the City's financial activity.

USING THIS ANNUAL REPORT:

This annual report consists of a series of financial statements. The government-wide financial statements include the Statement of Net Position and the Statement of Activities. These provide information about the activities of the City as a whole and present a long-term view of the City's financial condition. They reflect the flow of total economic resources in a manner similar to the financial reports of a business enterprise.

Fund financial statements report the City's operations in more detail than the government-wide statements by providing information about the City's most significant funds. Governmental fund statements tell how services were financed in the short-term, as well as what resources remain for future spending. They reflect the flow of current financial resources, and supply the basis for funding requests and appropriations from the State. Proprietary fund statements offer short and long-term financial information about the activities the government operates like businesses, such as the water and sewer system. The statements are followed by a section of required supplementary information that further explains and supports the information in the financial statements.

The notes to the financial statements provide narrative explanations or additional data needed for full disclosures for the government-wide statements and the fund financial statements.

REPORTING THE CITY AS A WHOLE GOVERNMENT-WIDE FINANCIAL STATEMENTS:

The Statement of Net Position and the Statement of Activities

Government-wide financial statements provide an analysis of the City's overall financial condition and operations. The primary objective of these statements is to show whether the City's financial condition has improved or deteriorated as a result of the year's activities.

The Statement of Net Position includes all the City's assets and liabilities while the Statement of Activities includes all the revenue and expenses generated by the City's operations during the year. Government-wide statements utilize the accrual basis of accounting, which is the same method used by most private sector companies.

All of the current year's revenue and expenses are taken into account regardless of when cash is received or paid. The City's revenue is divided into the following categories: 1) charges for services, 2) operating grants and contributions, 3) capital grants and contributions and 4) general revenues not associated with any specific program function. All of the City's assets are reported whether they serve the current year or future years. Liabilities are also reported regardless of whether they must be paid in the current or future years.

These two statements report the City's net position and the changes in it. The City's net position (the difference between assets and liabilities) provide one measure of the City's financial health or financial position. Over time, increases or decreases in the City's net position are one indicator of whether its financial health is improving or deteriorating. To fully assess the overall health of the City, you should consider non-financial factors as well, such as changes in the City's request for services from citizens and the condition of the City's facilities.

In the Statement of Net Position and the Statement of Activities:

Governmental Activities - Most of the City's services are reported here, including, administration, judicial, public works, police, fire, code enforcement, parks and recreation and airport. Property taxes and state and federal grants finance most of these activities.

Business-type Activities - The City charges fees to customers to help it cover the cost of certain services it provides. The City's water and sewer system operations and sanitation services are reported here.

REPORTING THE CITY'S MOST SIGNIFICANT FUNDS:

Fund Financial Statements

The fund financial statements provide detailed information about the most significant funds. The City's administration establishes funds to help it control and manage money for particular purposes. The City's two kinds of funds - governmental and proprietary use different accounting approaches.

Governmental Funds - The City reports most of its basic services in governmental funds. Governmental funds use the modified accrual basis of accounting (a method that measures the receipt and disbursement of cash and other financial assets that can be readily converted to cash) and they report balances that are available for future spending. Governmental fund statements provide a detailed short-term view of the City's general operations and the basic services it provides. We describe the accounting differences between governmental activities (reported in the Statement of Net Position and the Statement of Activities) and governmental funds in reconciliation schedules found after each of the governmental fund financial statements.

Proprietary Funds - The Proprietary/Enterprise fund is used to account for operations that are financed in a manner similar to private business enterprises where the costs (expenses, including depreciation) of providing water and sewer services to the general public on a continuing basis are financed through user charges.

GOVERNMENT-WIDE FINANCIAL ANALYSIS:

Net position serves as one useful indicator of a government's financial position. In the case of the City, the combined net position exceeded liabilities by \$19,791,277 at the close of fiscal year 2023.

FINANCIAL ANALYSIS OF THE GOVERNMENT-WIDE STATEMENTS:

The net position of the City’s activities increased by \$3,266,832 during 2023. Unrestricted net position - the part of net position that can be used to finance day-to-day operations without constraints established by debt covenants, enabling legislation, or other legal requirements was \$5,239,009.

**City of Caddo Mills
Statement of Net Position**

	Governmental Activities		Business-Type Activities		Component Unit	
	2023	2022	2023	2022	2023	2022
Current assets	\$ 4,396,978	\$ 4,005,501	\$ 3,570,581	\$ 1,413,705	\$ 1,529,368	\$ 1,511,968
Restricted assets	4,590,803	5,029,772	4,509,968	5,042,258	-	-
Capital assets	2,805,577	1,830,295	15,618,392	14,711,802	223,696	-
Net pension asset	-	25,393	-	6,964	-	-
Total Assets	<u>11,793,358</u>	<u>10,890,961</u>	<u>23,698,941</u>	<u>21,174,729</u>	<u>1,753,064</u>	<u>1,511,968</u>
Deferred outflows of resources	<u>115,630</u>	<u>63,528</u>	<u>31,711</u>	<u>17,422</u>	<u>-</u>	<u>-</u>
Current liabilities	373,397	203,167	2,622,687	1,344,082	-	-
Long-term liabilities	5,060,095	5,708,918	9,357,070	9,755,000	-	-
Net pension and OPEB liability	102,529	44,769	28,118	12,277	-	-
Total Liabilities	<u>5,536,021</u>	<u>5,956,854</u>	<u>12,007,875</u>	<u>11,111,359</u>	<u>-</u>	<u>-</u>
Deferred inflow of resources	<u>51,406</u>	<u>51,759</u>	<u>6,125</u>	<u>14,191</u>	<u>-</u>	<u>-</u>
Net Position:						
Net investment in capital assets	2,065,298	1,054,950	10,596,544	9,956,802	-	-
Restricted	112,527	64,720	24,835	24,052	1,753,064	1,511,968
Unrestricted	4,143,736	3,826,206	1,095,273	85,747	-	-
Total Net Position	<u>\$ 6,321,561</u>	<u>\$ 4,945,876</u>	<u>\$ 11,716,652</u>	<u>\$ 10,066,601</u>	<u>\$ 1,753,064</u>	<u>\$ 1,511,968</u>

**City of Caddo Mills
Statement of Activities**

	Governmental Activities		Business-Type Activities		Component Unit	
	2023	2022	2023	2022	2023	2022
Revenues						
Program Revenues						
Charges for Services	\$ 976,371	\$ 595,025	\$ 3,903,147	\$ 2,434,033	\$ -	\$ -
Operating Grants and Contributions	9,887	929,900	-	104,553	-	-
Capital Grants and Contributions	463,110	-	158,526	386,424	-	-
General Revenues						
Property taxes	2,085,520	1,395,567	-	-	-	-
Other taxes	723,350	670,202	-	-	331,096	306,757
Investment earnings	4,914	20,385	1,453	946	33,413	5,874
Miscellaneous	160,085	193,473	-	-	29,899	22,500
Impact fees	-	-	689,919	2,068,932	-	-
Total General Revenues	4,423,237	3,804,552	4,753,045	4,994,888	394,408	335,131
Expenses						
Administration	1,007,420	804,764	-	-	-	-
Building inspections	223,970	203,937	-	-	-	-
Judicial	63,323	57,453	-	-	-	-
Police department	925,339	671,642	-	-	-	-
Fire protection	227,465	106,243	-	-	-	-
Airport	27,368	105,148	-	-	-	-
Public works	24,774	29,162	-	-	-	-
Safe schools program	-	79,689	-	-	-	-
Parks & recreation	111,169	-	-	-	-	-
Grant expenditures	8,897	-	-	-	-	-
Bond issuance costs	-	104,809	-	-	-	-
Interest and fiscal charges	92,962	145,277	-	-	-	-
Water, sewer and garbage	-	-	3,437,859	2,834,091	-	-
CMEDC	-	-	-	-	153,312	75,411
Total Expenses	2,712,687	2,308,124	3,437,859	2,834,091	153,312	75,411
Other Sources (Uses)						
Operating transfers in (out)	(439,674)	(460,805)	439,674	460,805	-	-
Total Other Sources (Uses)	(439,674)	(460,805)	439,674	460,805	-	-
Increase (Decrease) in Net Position	1,270,876	1,035,623	1,754,860	2,621,602	241,096	256,720
Beginning Net Position	4,945,876	3,910,253	10,066,601	7,444,999	1,511,968	1,255,248
Prior Period Adjustment	104,809	-	(104,809)	-	-	-
Ending Net Position	\$ 6,321,561	\$ 4,945,876	\$ 11,716,652	\$ 10,066,601	\$ 1,753,064	\$ 1,511,968

FINANCIAL ANALYSIS OF THE CITY'S FUNDS:

As the City completed the year, its governmental funds reported a combined fund balance of \$8,628,979 and proprietary funds reported a net position of \$11,716,652 for a decrease of (\$248,776) and an increase of \$1,754,860, respectively.

CAPITAL ASSET AND DEBT ADMINISTRATION:

Capital Assets - The City's capital assets reported in governmental activities and business-type activities was \$2,805,577 and \$15,618,392, respectively or \$18,423,969 in total government-wide. Capital assets include land, construction in progress, buildings and improvements, equipment and vehicles, net of accumulated depreciation. Net changes in capital assets in governmental activities and business-type activities were \$975,282 increase and \$906,590 increase, respectively after current year depreciation expense of \$207,587 (governmental activities) and \$624,369 (business-type activities). Additional information on the City's capital assets can be found in note 5 to the financial statements.

Long-term Debt - At year-end the City had \$5,060,095 in bonds outstanding in governmental activities – a decrease of (\$544,014). At year-end the City has \$9,357,070 in bonds outstanding in business-type activities – a decrease of (\$502,739). Additional information on the City's long-term debt can be found in note 6 to the financial statements. Additionally, a prior period adjustment was recorded in order to move Certification of Obligation, Series 2022 from governmental activities to proprietary activities.

BUDGETARY HIGHLIGHTS & ECONOMIC FACTORS:

The development with DR Horton Trailstone subdivision is 60% completed. Trailstone Phase 6 is opening in May 2024 and Phase 7 and Phase 8 will open in January 2025. CMISD has broken ground on a new elementary school in the Trailstone subdivision. Inspections have begun on the \$290,000,000 school bond that was passed in May 2023. The Stonehaven subdivision Phase 1 is completed and Phase 2 is 80% completed. The Fox Landing and Brushy Creek subdivisions have broken ground and construction has begun. There are 5 new developers that development agreements are in the works. The City Council has engaged in the City lakes parks recreation Phase 1. The City has been approved for Texas Parks and Wildlife (TPWD) matching grant of \$750,000 that will begin funding in October 2024.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT:

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the City's finances and to show the City's accountability for the money it receives. If you have questions about this report or need additional information, contact the City Finance Manager at (903) 527-3116.

Basic Financial Statements

City of Caddo Mills, Texas
Statement of Net Position
September 30, 2023

	Primary Government			Component Unit
	Governmental Activities	Business-type Activities	Total Primary Government	
ASSETS				
Cash and cash equivalents	3,826,179	\$ 3,432,296	\$ 7,258,475	\$ 123,499
Certificates of deposit	-	-	-	1,348,931
Property taxes receivable, net	51,986	-	51,986	-
Sales taxes receivable	113,600	-	113,600	56,800
Fines receivable	17,263	-	17,263	-
Accounts receivable, net	-	497,177	497,177	138
Lease receivable	29,058	-	29,058	-
Interfund balances	358,892	(358,892)	-	-
Restricted Assets:				
Cash and cash equivalents - capital projects	4,459,060	4,467,693	8,926,753	-
Cash and cash equivalents - debt service	88,578	42,275	130,853	-
Cash and cash equivalents - municipal court	43,165	-	43,165	-
Capital assets:				
Non-depreciable capital assets	1,113,158	5,448,131	6,561,289	223,696
Capital assets, net	1,692,419	10,170,261	11,862,680	-
Total Assets	11,793,358	23,698,941	35,492,299	1,753,064
DEFERRED OUTFLOWS OF RESOURCES				
Deferred outflows-related to pensions	103,634	28,422	132,056	-
Deferred outflows-related to OPEB	11,996	3,289	15,285	-
Total Deferred Outflows of Resources	115,630	31,711	147,341	-
LIABILITIES				
Accounts payable	102,097	150,004	252,101	-
Retainage payable	21,899	118,221	140,120	-
Construction payable	117,345	14,250	131,595	-
Accrued salaries, benefits and compensated absences	36,417	26,365	62,782	-
Accrued interest	54,062	17,440	71,502	-
Unearned revenue	-	2,040,041	2,040,041	-
Meter deposits payable	-	256,366	256,366	-
Accrued compensated absences	41,577	-	41,577	-
Net pension liability	72,844	19,978	92,822	-
Net OPEB liability	29,685	8,140	37,825	-
Long-term liabilities:				
Bond premium	385,458	-	385,458	-
Bonds payable - due within one year	175,000	455,000	630,000	-
Notes payable - due within one year	32,611	-	32,611	-
Bonds payable - due in more than one year	3,940,000	8,902,070	12,842,070	-
Notes payable - due in more than one year	527,026	-	527,026	-
Total Liabilities	5,536,021	12,007,875	17,543,896	-
DEFERRED INFLOWS OF RESOURCES				
Deferred inflows-leases	29,058	-	29,058	-
Deferred inflows-related to pensions	1,907	519	2,426	-
Deferred inflows-related to OPEB	20,441	5,606	26,047	-
Total Deferred Inflows of Resources	51,406	6,125	57,531	-
NET POSITION				
Net investment in capital assets	2,065,298	10,596,544	12,661,842	-
Restricted for debt service	69,362	24,835	94,197	-
Restricted for municipal court	43,165	-	43,165	-
Restricted for economic development	-	-	-	1,753,064
Unrestricted	4,143,736	1,095,273	5,239,009	-
Total Net Position	6,321,561	\$ 11,716,652	\$ 18,038,213	\$ 1,753,064

The accompanying notes are an integral part of these financial statements

City of Caddo Mills, Texas
Statement of Activities
Year Ended September 30, 2023

Functions/Programs	Program Revenues					Net (Expense) Revenue and Changes in Net Position				Component Unit
	Expenses	Charges For Services	Operating Grants and Contributions	Capital Grants and Contributions	Total	Governmental Activities	Business-type Activities	Primary Government	Total	
Governmental activities:										
Administration	\$ 1,007,420	\$ -	\$ -	\$ 463,110	\$ -	\$ (544,310)	\$ -	\$ (544,310)	\$ -	\$ -
Building inspections	223,970	-	-	-	-	(223,970)	-	(223,970)	-	-
Judicial	63,323	-	-	-	-	(63,323)	-	(63,323)	-	-
Police department	925,339	160,089	-	-	-	(765,250)	-	(765,250)	-	-
Fire protection	227,465	35,431	-	-	-	(192,034)	-	(192,034)	-	-
Parks & recreation	111,169	-	-	-	-	(111,169)	-	(111,169)	-	-
Airport	27,368	-	9,887	-	-	(17,481)	-	(17,481)	-	-
Public works	24,774	780,851	-	-	-	756,077	-	756,077	-	-
Grant expenditures	8,897	-	-	-	-	(8,897)	-	(8,897)	-	-
Interest and fiscal charges	92,962	-	-	-	-	(92,962)	-	(92,962)	-	-
Total governmental activities	2,712,687	976,371	9,887	463,110	-	(1,263,319)	-	(1,263,319)	-	-
Business-type activities:										
Water and sewer services	3,437,859	3,903,147	-	158,526	-	-	623,814	623,814	-	-
Total business-type activities	3,437,859	3,903,147	-	158,526	-	-	623,814	623,814	-	-
Total primary government	\$ 6,150,546	\$ 4,879,518	\$ 9,887	\$ 621,636	\$ -	\$ (1,263,319)	\$ 623,814	\$ (639,505)	\$ -	\$ -
Component Unit:										
Economic Development Corporation	153,312	-	-	-	-	(153,312)	-	(153,312)	(153,312)	(153,312)
Total component unit	\$ 153,312	\$ -	\$ -	\$ -	\$ -	\$ (153,312)	\$ -	\$ (153,312)	\$ (153,312)	\$ (153,312)
General revenues:										
Ad valorem taxes						2,085,520		2,085,520		-
Sales taxes						662,176		662,176		331,096
Franchise taxes						61,174		61,174		-
Miscellaneous income and contributions						160,085		160,085		29,899
Unrestricted investment earnings						4,914	1,453	6,367		33,413
Impact fees						-	689,919	689,919		-
Transfers						(439,674)	439,674	-		-
Total general revenues and transfers						2,534,195	1,131,046	3,665,241		394,408
Change in net position						1,270,876	1,754,860	3,025,736		241,096
Net position--beginning						4,945,876	10,066,601	15,012,477		1,511,968
Prior period adjustment						104,809	(104,809)	-		-
Net position--ending						\$ 6,321,561	\$ 11,716,652	\$ 18,038,213		\$ 1,753,064

The accompanying notes are an integral part of these financial statements

**CITY OF CADDO MILLS, TEXAS
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2023**

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Other Governmental Funds</u>	<u>Total Governmental Funds</u>
<u>ASSETS</u>					
Cash and cash equivalents	\$ 3,791,687	\$ -	\$ -	\$ 34,492	\$ 3,826,179
Cash and cash equivalents - restricted	43,165	88,578	4,459,060	-	4,590,803
Sales taxes receivable	113,600	-	-	-	113,600
Fines receivable	17,263	-	-	-	17,263
Property taxes receivable, net	17,140	34,846	-	-	51,986
Due from other funds	376,100	-	-	-	376,100
Total Assets	<u>\$ 4,358,955</u>	<u>\$ 123,424</u>	<u>\$ 4,459,060</u>	<u>\$ 34,492</u>	<u>\$ 8,975,931</u>
<u>LIABILITIES</u>					
Accounts payable	102,097	-	-	-	102,097
Construction payable	-	-	117,345	-	117,345
Retainage payable	-	-	21,899	-	21,899
Due to other funds	-	-	-	17,208	17,208
Accrued salaries and benefits	36,417	-	-	-	36,417
Total Liabilities	<u>138,514</u>	<u>-</u>	<u>139,244</u>	<u>17,208</u>	<u>294,966</u>
<u>DEFERRED INFLOWS OF RESOURCES</u>					
Unavailable revenue - property taxes	17,140	34,846	-	-	51,986
Total Deferred Inflows of Resources	<u>17,140</u>	<u>34,846</u>	<u>-</u>	<u>-</u>	<u>51,986</u>
<u>FUND BALANCES</u>					
Restricted for:					
Debt Service	-	88,578	-	-	88,578
Municipal Court	43,165	-	-	-	43,165
Capital improvements	-	-	4,319,816	-	4,319,816
Assigned for:					
Airport	-	-	-	17,284	17,284
Unassigned	4,160,136	-	-	-	4,160,136
Total Fund Balances	<u>4,203,301</u>	<u>88,578</u>	<u>4,319,816</u>	<u>17,284</u>	<u>8,628,979</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 4,358,955</u>	<u>\$ 123,424</u>	<u>\$ 4,459,060</u>	<u>\$ 34,492</u>	<u>\$ 8,975,931</u>

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

CITY OF CADDO MILLS, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
SEPTEMBER 30, 2023

Total Fund Balances - Governmental Funds	8,628,979
Capital assets used in governmental activities are not financial resources and therefore are not reported in governmental funds. At the beginning of the year, the cost of these assets was \$4,050,676 and the accumulated depreciation was (\$2,220,381). In addition, long-term liabilities, including bonds payable, are not due and payable in the current period, and, therefore are not reported as liabilities in the funds. At the beginning of the year, the balances of these liabilities were (\$5,636,730). The net effect of including the beginning balances for capital assets (net of depreciation) and long-term debt in the governmental activities is to (decrease) net position.	(3,806,435)
Current year capital outlays and long-term debt principal payments are expenditures in the fund financial statements but they should be shown as increases in capital assets and reductions in long-term debt in the government-wide financial statements. The net effect of including the 2023 capital outlays of \$1,182,869 and debt principal payments of \$544,014 is to increase net position.	1,726,883
The 2023 depreciation expense increases accumulated depreciation. The net effect of the current year's depreciation is to (decrease) net position.	(207,587)
Included in the noncurrent assets/(liabilities) is the recognition of the City's net pension asset/(liability) required by GASB 68 in the amount of (\$72,844), a deferred resource inflow in the amount of (\$1,907), and a deferred resource outflow in the amount of \$103,634. This resulted in an increase in net position.	28,883
Included in the noncurrent assets/(liabilities) is the recognition of the City's net OPEB asset/(liability) required by GASB 75 in the amount of (\$29,685), a deferred resource inflow in the amount of (\$20,441), and a deferred resource outflow in the amount of \$11,996. This resulted in a (decrease) in net position.	(38,130)
Various other reclassifications and eliminations are necessary to convert from the modified accrual basis of accounting to accrual basis of accounting. These include recognizing deferred revenue as revenue, eliminating interfund transactions, reclassifying the proceeds of debt as an increase in debts payable, recognizing the liabilities associated with maturing long-term debt and interest and recognize prior period adjustment to move debt from Governmental to Water & Sewer. The net effect of these reclassifications and recognitions is to (decrease) net position.	<u>(11,032)</u>
Net Position of Governmental Activities	<u><u>6,321,561</u></u>

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

CITY OF CADDO MILLS, TEXAS
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED SEPTEMBER 30, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Other Governmental Fund	Total Governmental Funds
REVENUES:					
Ad valorem taxes	\$ 669,348	\$ 1,418,853	\$ -	\$ -	\$ 2,088,201
Franchise taxes	61,174	-	-	-	61,174
Sales tax	662,176	-	-	-	662,176
Impound income	35,431	-	-	-	35,431
Permits and fees	780,851	-	-	-	780,851
Fines	160,089	-	-	-	160,089
Grant revenue	31,280	-	-	9,887	41,167
Developer contributions	419,942	-	-	-	419,942
Donations and other income	129,390	-	-	30,695	160,085
Interest	2,371	150	2,386	7	4,914
Total Revenues	2,952,052	1,419,003	2,386	40,589	4,414,030
EXPENDITURES:					
Administration	928,943	-	-	-	928,943
Building Inspections	222,095	-	-	-	222,095
Judicial	63,445	-	-	-	63,445
Police department	841,379	-	-	-	841,379
Fire protection	209,306	-	-	-	209,306
Parks & recreation	102,294	-	-	-	102,294
Airport	-	-	-	25,183	25,183
Grant expenditures	-	-	-	8,897	8,897
Capital Outlay	468,968	-	616,143	97,758	1,182,869
Debt Service:					
Principal retirement	502,611	-	-	-	502,611
Interest and fiscal charges	147,998	-	-	-	147,998
Total Expenditures	3,487,039	-	616,143	131,838	4,235,020
Excess (Deficiency) of Revenues Over Expenditures	(534,987)	1,419,003	(613,757)	(91,249)	179,010
OTHER FINANCING SOURCES (USES):					
Transfers (out)	(96,090)	(1,391,933)	-	-	(1,488,023)
Transfers in	952,259	-	-	96,090	1,048,349
Capital contributions	11,888	-	-	-	11,888
Net Other Financing Sources (Uses)	868,057	(1,391,933)	-	96,090	(427,786)
Net Change in Fund Balances	333,070	27,070	(613,757)	4,841	(248,776)
Fund Balance, October 1	3,870,231	61,508	9,933,573	12,443	13,877,755
Prior Period Adjustment	-	-	(5,000,000)	-	(5,000,000)
Fund Balance, October 1, restated	3,870,231	61,508	4,933,573	12,443	8,628,979
Fund Balance, September 30	\$ 4,203,301	\$ 88,578	\$ 4,319,816	\$ 17,284	\$ 8,628,979

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

CITY OF CADDO MILLS, TEXAS
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENTS OF REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED SEPTEMBER 30, 2023

Total Net change in Fund Balances - Governmental Funds **\$ (248,776)**

Current year capital outlays and long-term debt principal payments are expenditures in the fund financial statements but they should be shown as increases in capital assets and reductions in long-term debt in the government-wide financial statements. The net effect of removing the 2023 capital outlays of \$1,182,869 and debt principal payments of \$544,014 is to increase net position. 1,726,883

Depreciation is not recognized as an expense in governmental funds since it does not require the use of current financial resources. The net effect of the current year's depreciation is to (decrease) net position. (207,587)

The implementation of GASB 68 required that certain expenditures be de-expended and recorded as deferred resource outflows. These contributions made after the measurement date of 12/31/22 caused the change in the ending net position to increase in the amount of \$48,053. Contributions made before the measurement date but after the previous measurement date were reversed from deferred resource outflows and recorded as a current year expense. This caused a decrease in the change in net position totaling (\$42,544). The City's reported TMRS net pension expense had to be recorded. The net pension expense increased the change in net position by (\$4,809). The result of these changes is to increase the change in net position. 700

The implementation of GASB 75 required that certain expenditures be de-expended and recorded as deferred resource outflows. These contributions made after the measurement date of 12/31/22 caused the change in the ending net position to increase in the amount of \$1,963. Contributions made before the measurement date but after the previous measurement date were reversed from deferred resource outflows and recorded as a current year expense. This caused a decrease in the change in net position totaling (\$1,009). The City's reported TMRS net OPEB expense had to be recorded. The net OPEB expense (decreased) the change in net position by (\$3,293). The result of these changes is to (decrease) the change in net position. (2,339)

Various other reclassifications and eliminations are necessary to convert from the modified accrual basis of accounting to accrual basis of accounting. These include eliminating interfund transactions, reclassifying the proceeds of new debt, and recognizing the liabilities associated with maturing long-term debt and interest. The net effect of these reclassifications and recognitions is to increase net position. 1,995

Change in Net Position - Governmental Activities **\$ 1,270,876**

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

CITY OF CADDO MILLS, TEXAS
STATEMENT OF FUND NET POSITION
PROPRIETARY FUND
SEPTEMBER 30, 2023

	Enterprise Fund
	Water & Sewer
	Activities
ASSETS	
Current assets:	
Cash and cash equivalents	\$ 3,432,296
Restricted Cash and cash equivalents - interest and sinking	42,275
Restricted Cash and cash equivalents - capital projects	4,467,693
Accounts receivable, net	497,177
Total current assets	8,439,441
Noncurrent assets:	
Capital Assets	
Nondepreciable land	181,825
Nondepreciable construction in progress	5,266,306
Depreciable capital assets, net	10,170,261
Capital assets, net	15,618,392
Total assets	24,057,833
DEFERRED OUTFLOWS OF RESOURCES	
Deferred outflows- related to pensions	28,422
Deferred outflows- related to OPEB	3,289
Total deferred outflows of resources	31,711
LIABILITIES	
Current liabilities:	
Accounts payable	\$ 150,004
Retainage payable	118,221
Construction payable	14,250
Due to other funds	358,892
Accrued salaries and benefits	26,365
Accrued interest payable	17,440
Unearned revenue - Impact Fees	2,040,041
Total current liabilities	2,725,213
Noncurrent liabilities:	
Meter deposits payable	256,366
Net pension liability	19,978
Net OPEB liability	8,140
Bonds payable - current	455,000
Bonds payable - long-term	8,902,070
Total non-current liabilities	9,641,554
Total liabilities	12,366,767
DEFERRED INFLOWS OF RESOURCES	
Deferred inflows- related to pensions	519
Deferred inflows- related to OPEB	5,606
Total deferred inflows of resources	6,125
NET POSITION	
Net investment in capital assets	10,596,544
Restricted for debt service	24,835
Unrestricted	1,095,273
Total Net Position	\$ 11,716,652

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

CITY OF CADDO MILLS, TEXAS
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET POSITION
PROPRIETARY FUND
FOR THE YEAR ENDED SEPTEMBER 30, 2023

	Enterprise Fund
	Water and Sewer
Operating revenues:	
Water sales	\$ 2,395,975
Sewer sales	777,222
Sanitation fees	493,005
Late fees	58,452
Other revenues	178,493
Total Operating Revenues	3,903,147
Operating expenses:	
Salaries and employee benefits	657,669
Water purchases	711,299
Sanitation contract	316,572
Repairs and maintenance	482,592
Fuel and oil	28,973
Utilities and telephone	84,361
Depreciation	624,369
Other expenses	207,106
Total Operating Expenses	3,112,941
Operating Income (loss)	790,206
Non-operating revenues (expenses):	
Impact fees	689,919
Interest income	1,453
Interest and fiscal charges	(324,918)
Total Nonoperating Revenues (Expenses)	366,454
Income (loss) before contributions and transfers	1,156,660
Capital grants	158,526
Transfers in	439,674
Change in Net Position	1,754,860
Net Position, October 1	10,066,601
Prior Period Adjustment	(104,809)
Net Position, October 1, Restated	9,961,792
Net Position, September 30	\$ 11,716,652

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

CITY OF CADDO MILLS, TEXAS
STATEMENT OF CASH FLOWS
PROPRIETARY FUND
FOR THE YEAR ENDED SEPTEMBER 30, 2023

	Enterprise Fund
	Water and
	Sewer
CASH FLOW FROM OPERATING ACTIVITIES	
Cash received from customers and users	\$ 3,734,022
Cash paid to suppliers	(164,427)
Cash paid to employees	(657,693)
Net cash provided (used) by operating activities	2,911,902
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES	
Operating transfers (to) from other funds	439,674
Net cash provided for noncapital financing activities	439,674
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
Proceeds from capital grants and contributions	93,137
Proceeds from impact fees	689,919
Proceed from bond issue	5,075,300
Acquisition of capital assets	(1,530,959)
Principal payments - bonds payable	(475,000)
Interest paid on debt	(325,684)
Net cash provided (used) by capital and related financing activities	3,526,713
CASH FLOWS FROM INVESTING ACTIVITIES	
Interest on deposits and investments	1,453
Net cash provided (used) by investing activities	1,453
Net increase (decrease) in cash and cash equivalents	6,879,742
Cash and cash equivalents, October 1	1,062,522
Cash and cash equivalents, September 30	\$ 7,942,264
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES	
Net operating income (loss)	\$ 790,206
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:	
Depreciation and amortization	652,108
Changes in assets and liabilities:	
(Increase) decrease in accounts receivable (net)	(169,125)
Increase (decrease) in accounts payable	(220,705)
Increase (decrease) in retainage payable	69,946
Increase (decrease) in construction payable	(338,538)
Increase (decrease) in interfund accounts	358,892
Increase (decrease) in accrued salaries	(474)
Increase (decrease) in unearned revenue	1,719,039
Increase (decrease) in meter deposits	50,103
Increase (decrease) in net pension plan assets, outflows and inflows	(192)
Increase (decrease) in net OPEB plan assets, outflows and inflows	642
Net cash provided by operating activities	\$ 2,911,902

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

City of Caddo Mills, Texas
Notes to Financial Statements
September 30, 2023

1. Introduction and Summary of Significant Accounting Policies

The financial statements of the City of Caddo Mills, Texas, and its component unit, Caddo Mills Economic Development Corporation, collectively identified as “the City” have been prepared in conformity with generally accepted accounting principles (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The accounting and reporting framework and the more significant accounting principles and practices of the City are discussed in subsequent sections of this note. The remainder of the notes are organized to provide explanations, including required disclosures, of the City’s financial activities for the fiscal year ending September 30, 2023.

New Accounting Pronouncement:

The City implemented Governmental Accounting Standards Board (GASB) Number 96 “*Subscription-Based Information Technology Arrangements (SBITAs)*”. GASB Statement No. 96 requires recognition of certain right-to-use subscription assets and liabilities for SBITAs in the financial statements. The City did not have any material SBITAs individually or in the aggregate for the fiscal year.

(A) Reporting Entity and Related Organizations

The City is a municipal corporation governed by an elected mayor and City Council. The City provides general administration, public works, police and judicial, and community development services to its residents. The City Council contracts with a City Manager to manage the operations of the City.

The City Council has the authority to make decisions, appoint administrators and managers, significantly influence operations, and has the primary accountability for fiscal matters. The City is not included in any other governmental “reporting entity” as defined by Governmental Accounting and Financial Reporting Standards.

In evaluating how to define the City for financial reporting purposes, management has considered all potential component units. The decision to include a potential component unit in the reporting entity is made by applying the criteria set forth in GASB Statements No. 14 and 39 as amended by GASB Statement 61, *The Financial Reporting Entity: Omnibus, an amendment of GASB Statements No. 14 and No. 34*. These statements define the reporting entity as the primary government and those component units for which the primary government is financially accountable. In addition, component units may be included in the reporting entity based on the nature and significance of the relationship with the primary government, or based on being closely related or financially integrated with the primary government. Based on these criteria, the City has the following component units at September 30, 2023:

Discretely Presented Component Unit:

Caddo Mills Economic Development Corporation (EDC) - EDC serves all citizens of the government and is governed by a board appointed by the City Council. The City Council may remove the EDC board for cause. EDC is a nonprofit corporation governed by Section 4A of the Texas Development Corporation Act of 1979 and organized for the public purpose of aiding, promoting and furthering economic development within the City of Caddo Mills, Texas. Financial statements for EDC may be obtained by contacting City Hall.

EDC is reported as a discretely presented component unit in the government-wide financial statements.

The Caddo Mills EDC does not prepare separate financial statements.

(B) Government-Wide and Fund Financial Statements

Government-wide financial statements

The government-wide financial statements include the statement of net position and the statement of activities. These statements report financial information for the City as a whole excluding fiduciary activities. The primary government and component units are presented separately within the financial statements with the focus on the primary government. Individual funds are not displayed but the statements distinguish governmental activities, generally supported by taxes and City general revenues, from business-type activities, generally financed in whole or in part with fees charged to external customers.

The statement of activities reports the expenses of a given function offset by program revenues directly connected with the functional program. A function is an assembly of similar activities and may include portions of a fund or summarize more than one fund to capture the expenses and program revenues associated with a distinct functional activity. Program revenues include: (1) charges for services which report fees, fines and forfeitures, and other charges to users of the City's services; (2) operating grants and contributions which finance annual operating activities including restricted investment income; and (3) capital grants and contributions which fund the acquisition, construction, or rehabilitation of capital assets and include fees to developers. These revenues are subject to externally imposed restrictions to these program uses. Taxes and other revenue sources not properly included with program revenues are reported as general revenues.

Fund financial statements

Fund financial statements are provided for governmental and proprietary funds. Major individual governmental funds and proprietary funds are reported in separate columns with composite columns for non-major funds.

(C) Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The financial statements of the City are prepared in accordance with generally accepted accounting principles (GAAP). The City's reporting entity applies all relevant Governmental Accounting Standards Board (GASB) pronouncements and applicable Financial Accounting Standards Board (FASB) pronouncements and Accounting Principles Board (APB) opinions unless they conflict with GASB pronouncements.

The government-wide financial statements are prepared using the *economic resources measurement focus* and the *accrual basis of accounting* generally including the reclassification or elimination of internal activity (between or within funds). Proprietary fund financial statements and financial statements of City component units are also prepared using this same focus and basis of accounting although internal activity is not eliminated in these statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property tax revenues are recognized in the year for which they are levied while grants are recognized when grantor eligibility requirements are met.

Governmental fund financial statements are prepared using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized when they are both measurable and available. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The City considers revenues to be available if they are collected within 60 days of the end of the fiscal year. Expenditures are recorded when the related fund liability is incurred, except for general obligation bond and capital lease principal and interest payments and compensated absences which are reported as expenditures when they are due.

Major revenues sources susceptible to accrual include: sales and use taxes, property taxes, franchise taxes, grant revenues, and investment income. In general, other revenues are recognized when cash is received.

Operating income reported in proprietary fund financial statements includes revenues and expenses related to the primary, continuing operations of the fund. Principal operating revenues for the proprietary funds are charges to customers for water and sewer sales or services and solid waste disposal fees. Principal operating expenses are the costs of providing these goods or services and include administrative expenses and depreciation of capital assets. Other revenues and expenses are classified as non-operating in the financial statements.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as needed.

(D) Fund Types and Major Funds

Governmental Funds - The City reports the following major governmental funds:

General Fund - reports as the primary operating fund of the City. This fund is used to account for all financial resources not reported in other funds.

Debt Service Fund - accounts for the accumulation of financial resources for the payment of principal and interest on the City's general obligation debt. The City annually levies ad valorem taxes restricted for the retirement of general obligation bonds, capital leases, and interest. This fund reports all such ad valorem taxes collected.

Capital Projects Fund - accounts for the proceeds of a bond issue that will be utilized for capital improvement.

Additionally, the City maintains the following non-major governmental funds:

Airport Fund - accounts for the revenues and expenditures of the City's local airport.

Proprietary Funds - The City reports the following major proprietary funds:

Water and Sewer Fund - accounts for the operating activities of the City's water, sewer, and environmental waste utility services.

(E) Assets, Liabilities and Net Assets or Equity

Cash and Investments

The City maintains cash bank accounts which are shared by the various governmental and proprietary funds. In addition, non-pooled bank accounts cash bank accounts are separately held and reflected in the respective individual funds. These pooled and non-pooled cash bank accounts are displayed on its respective balance sheet as Acash and cash equivalents.

Investments are stated at fair value within the fair value hierarchy established by generally accepted accounting principles. The fair value of investments is determined as follows. Short-term, highly liquid investments are reported at cost, which approximates fair value. Cash deposits are reported at the carrying amount which reasonably estimates fair value. The City did not own any nationally traded securities or long term investments during the current fiscal year, but the City's policy for reporting assets such as these would be at fair value on the balance sheet date.

The City reporting entity considers highly liquid investments (including restricted assets) with an original maturity of three months or less when purchased to be cash equivalents.

Inventories and Prepaid Items

Inventories consisting of expendable supplies held for consumption in governmental funds are reported using the expenditure method. Under this method, amounts paid for these items are reported as expenditures when purchased. Inventories, when material, are recorded at cost stated on a first-in, first-out basis in the government-wide financial statements.

Prepaid items record payments to vendors that benefit future reporting periods and are reported on the consumption basis at cost. Prepaid items are similarly reported in government-wide and fund financial statements.

Lease Receivable

The City's lease receivable is measured at the present value to lease payments expected to be received during the lease term.

A deferred inflow of resources is recorded at the initiation of the lease in an amount equal to the lease receivable. The deferred inflow is reduced annually by the lease revenue received.

Proprietary Fund Receivables

Significant receivables include amounts due from customers primarily for utility services. These receivables are due within one year. The Proprietary Fund reports accounts receivable net of an allowance for uncollectible accounts and revenues net of uncollectible amounts. The allowance amount is estimated using a percentage of total receivables.

Property Tax Receivable, Allowance, and Property Tax Revenue

In the governmental fund financial statements, property taxes are recorded as receivables in each of the respective funds on the tax levy date with appropriate allowances for estimated uncollectible amounts. At fiscal year-end, property tax receivables represent delinquent taxes. If delinquent taxes are not paid within 60 days of year-end, they are recorded as deferred inflows of resources.

In the government-wide financial statements, property taxes receivable and related revenue include all amounts due the City regardless of when cash is expected to be received. Over time substantially all property taxes are collected.

The City's full year property tax calendar is as follows:

October 1:	Full year tax levy assessed for the current fiscal year-taxes are due and payable.
January 1:	Tax lien is attached to property to secure the payment of taxes, and penalty and interest as applicable.

- February 1: Penalty and interest charges begin to accrue on unpaid past due taxes.
- July 1: Taxes become delinquent and are subject to attorney fees incurred for collection.

Allowance for Uncollectible Taxes

The City records an allowance for uncollectible property taxes in order to estimate the amount of taxes that will ultimately prove to be uncollectible. Management has determined that an allowance of 10% allowance for uncollectible delinquent property taxes totaling \$5,775 should be adequate to provide for uncollectible property taxes. No provisions are made for uncollectible sales tax receivables or grants receivable as management estimates that these amounts will be fully collectible.

Property Tax Revenue

Property taxes are levied by October 1 on the assessed value listed as of the prior January 1 for all real and business personal property located in the City in conformity with Subtitle E, Texas Property Tax Code. Taxes are due on receipt of the tax bill and are delinquent if not paid before February 1 of the year following the year in which imposed. On January 31 of each year, a tax lien attached to property to secure the payment of all taxes, penalties, and interest ultimately imposed. Property tax revenues are considered available (1) when they become due or past due and receivable within the current period and (2) when they are expected to be collected during a 60-day period after the close of the school fiscal year.

The Hunt County Appraisal District bills and collects property taxes for the City of Caddo Mills. The State of Texas Constitution limits the City’s ad valorem tax rate for all purposes to \$1.50 per one hundred dollars of assessed valuation. Ad valorem tax revenue during the year ended September 30, 2023, was levied using a rate of \$0.50 per on hundred dollars of assessed valuation. Taxes were allocated between the Maintenance of Operations \$0.16 and Debt Service \$0.34. Based on 100% of estimated market value, the City has a tax margin of \$1.00 per \$100 valuation. The City could raise an additional \$4,160,744 per year from the present assessed valuation of \$416,074,400 before the limit is reached. The amount assessed for the 2023 tax roll was \$2,080,372.

Capital Assets, Depreciation, and Amortization

The City’s property, plant, equipment, and infrastructure with useful lives of more than one year are stated at historical cost, or if donated, at acquisition value. Acquisition value is the price that would be paid to acquire an asset with equivalent service potential in an orderly market transaction at the acquisition date, or the amount at which a liability could be liquidated with the counterparty on the acquisition date. These assets are comprehensively reported in the government-wide financial statements. The City generally capitalizes assets with a cost of \$2,500 or more as purchase and construction outlays occur. The costs of normal maintenance and repairs that do not add to the asset value or materially extend useful lives are not capitalized. Capital assets are depreciated using the straight-line method. When capital assets are disposed, the cost and applicable accumulated depreciation are removed from the respective accounts, and the resulting gain or loss is recorded in operations.

Estimated useful lives, in years, for depreciable assets are as follows:

Buildings	40
Road Infrastructure	15-20
Water & Sewer Infrastructure & Rights	20-40
Vehicles	5
Furniture, Machinery, and Equipment	5

Long-term Debt, Deferred Debt Expense, and Bond Discounts/Premiums

In the government-wide, proprietary, and component unit financial statements, outstanding debt is reported as liabilities. Bond discounts or premiums are capitalized and amortized over the terms of the respective bonds using a method that approximates the effective interest method. Bond issuance costs are expensed when incurred.

The governmental fund financial statements recognize the proceeds of debt and premiums as other financing sources of the current period. Issuance costs are reported as expenditures.

Pensions

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the Fiduciary Net Position of the Texas Municipal Retirement System (TMRS) and additions to/deductions from TMRS's Fiduciary Net Position have been determined on the same basis as they are reported by TMRS. For this purpose, plan contributions are recognized in the period that compensation is reported for the employee, which is when contributions are legally due. Benefit payments and refunds are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Fund Equity

The City implemented GASB Statement 54 standards for the classification of fund balances in the governmental funds. The fund balances of governmental funds are defined as follows:

Non-spendable - amounts that cannot be spent either because they are in non-spendable form, such as inventory or prepaid items or because they are legally or contractually required to be maintained intact.

Restricted - amounts that can be spent only for specific purposes because of constraints that are externally imposed by creditors, grantors, contributors, or laws or regulations of other governments.

Committed - amounts that can be used only for specific purposes determined by a formal action of the City Council. The City Council is the highest level of decision making authority for the City. Commitments may be established, modified, or rescinded only through a formal resolution of the City Council.

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but are intended to be used for specific purposes that have been established by the City Council. The City Council delegates the responsibility to assign funds to the City Manager or other designee as determined by the Council.

Unassigned - all other spendable amounts in the general fund.

When expenditures are incurred for which both restricted and unrestricted fund balance is available the City considers restricted funds to have been spent first. Similarly, committed funds are considered to have been spent first when there is a choice for the use of less restricted funds, then assigned and then unassigned funds.

Compensated Absences

Full-time employees earn vacation leave for each month of work performed. Progressive accrual of vacation leave is based on the number of years the individual is employed by the City. After completion of a probationary period of employment, accrued vacation leave and comp time is paid upon termination of employment. Full-time employees also earn sick leave time. Unused sick leave is not paid upon termination of employment. Compensated absences are reported as accrued in the government-wide, proprietary and component unit financial statements. Governmental funds report only matured compensated absences payable to currently terminating employees. These are included in wages and benefits payable.

(F) Risk Management

The City is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The City is a participant in the Texas Municipal League (TML) Employees Health Insurance Fund, Texas Municipal League Worker's Compensation Joint Insurance Fund (WC Fund) and the Texas Municipal League Joint Self-Insurance Fund (Property-Liability Fund), a public entity risk pool operated by the Texas Municipal League Board for the benefit of individual governmental units located within Texas. The agreement provides that the trust established by TML will be self-sustaining through member premiums. The City pays annual premiums to TML for worker's compensation, general and auto liability, property damage, employee dishonesty, public officials liability, and law enforcement professional liability coverage. The City does not anticipate any material additional insurance cost assessments as a result of participation in this risk management pool. There were no reductions in insurance coverage from the prior year. Settlements have not exceeded insurance coverage during any of the past three fiscal years.

(G) Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

(H) Deferred Inflows and Outflows of Resources

Deferred inflows of resources represent an acquisition of net position or fund balance that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available. The City has deferred inflows of resources related to property tax revenue, the City's defined benefit pension plan, and the City's postemployment benefits other than pensions (OPEB) at year-end that are not available for recognition.

Deferred outflows of resources represent a consumption of net position or fund balance that applies to a future period and so will not be recognized as an outflow of resources (expense) until then. The City has deferred outflows that relate to a deferred loss on bond refunding, the City's defined benefit pension plan, and the City's postemployment benefits other than pensions (OPEB) at year-end.

2. Stewardship, Compliance, and Accountability

Budgetary Information

The City Manager and the City Finance Manager submit an annual budget to the City Council in accordance with the laws of the State of Texas. The budget is presented to the City Council for review, budget workshops are held with the various City department officials, and public hearings are held to address priorities and the allocation of resources. Generally in August, the City Council adopts the annual fiscal year budgets for all City operating funds. Once approved, the City Council may amend the legally adopted budget when unexpected modifications are required in estimated revenues and appropriations.

Each fund's approved budget is prepared on a detailed line item basis. Revenues are budgeted by source. Expenditures are budgeted by department and class as follows: personnel services and related fringe benefits, supplies, other services and charges, capital outlay, transfers, and debt service. Expenditures may not exceed appropriations at the department level. Within this control level, management may transfer appropriations between line items. Budget revisions and line item transfers are subject to final review by the City Council.

The budgets for the operating funds are prepared on the cash and expenditure basis. Revenues are budgeted in the year receipt is expected; and expenditures, which do not include encumbrances, are budgeted in the year that the liability is to be incurred. The budget and actual required supplementary information is presented on this basis. Unexpended appropriations for annually budgeted funds lapse at fiscal year-end.

3. Deposits and Investments

Legal and Contractual Provisions Governing Deposits and Investments

The Public Funds Investment Act (Government Code Chapter 2256) contains specific provisions in the areas of investment practices, management reports and establishment of appropriate policies. Among other things, it requires the City to adopt, implement, and publicize an investment policy. That policy must address the following areas: (1) safety of principal and liquidity, (2) portfolio diversification, (3) allowable investments, (4) acceptable risk levels, (5) expected rates of return, (6) maximum allowable stated maturity of portfolio investments, (7) maximum average dollar-weighted maturity allowed based on the stated maturity date for the portfolio, (8) investment staff quality and capabilities, (9) and bid solicitation preferences for certificates of deposit. Statutes authorize the City to invest in (1) obligations in the U.S. Treasury, certain U.S. agencies, and the State of Texas; (2) certificates of deposit, (3) certain municipal securities, (4) money market savings accounts, (5) repurchase agreements, (6) bankers acceptances, (7) mutual funds, (8) investment pools, (9) guaranteed investment contracts, (10) and common trust funds. The Act also requires the City to have independent auditors perform test procedures related to investment practices as provided by the Act and verify that the City is in substantial compliance with the requirements of the Act and with local policies.

City Policies and Legal and Contractual Provisions Governing Deposits:

Custodial credit risk for deposits is the risk that in the event of a bank failure, the City's deposits may not be returned or the City will not be able to recover collateral securities in the possession of an outside party. The City's policy requires deposits to be fully secured by collateral valued at market or par, whichever is lower, less the amount of Federal Deposit Insurance Corporation (FDIC) insurance. Deposited funds may be invested in certificates of deposit in institutions with an established record of fiscal health. Collateral agreements must be approved prior to deposit of funds. The City Council approves authorized depository institutions based on the recommendations of City management.

Deposits of the City of Caddo Mills, Texas (primary government) and Caddo Mills Economic Development Corporation were fully insured or collateralized with securities held by the reporting entity, its agent, or by the pledging financial institution's trust department or agent in the name of the reporting entity.

At September 30, 2023 and for the year then ended the City's governmental and proprietary funds did not own any investments. The Economic Development Corporation held \$1,348,931 in certificates of deposit with a weighted average maturity of 95 days as of September 30, 2023.

4. **Disaggregation of Receivables and Payables**

Receivables at September 30, 2023, were as follows:

	Accounts Receivable	Sales Taxes	Fines Receivable	Property Taxes	Due From Other	Total Receivables
Governmental Activities:						
General Fund	-	113,600	17,263	19,044	376,100	526,007
Debt Service Fund	-	-	-	38,717	-	38,717
Total Governmental Activities:	-	113,600	17,263	57,761	376,100	564,724
Amount not scheduled for collection during the subsequent year	-	-	-	(5,775)	-	(5,775)
Business-Type Activities:						
Major Enterprise Fund	524,157	-	-	-	-	524,157
Amount not scheduled for collection during the subsequent year	(26,980)	-	-	-	-	(26,980)
Component Unit Activities:						
Economic Development Corporation	138	56,800	-	-	-	56,938

Payables at September 30, 2023, were as follows:

	Accounts Payable	Retainage Payable	Construction Payable	Due to Other	Salaries & Benefits	Total Payables
Governmental Activities:						
General Fund	102,097	-	-	-	36,417	138,514
Capital Projects Fund	-	21,899	117,345	-	-	139,244
Other Governmental Funds	-	-	-	17,208	-	17,208
Total Governmental Activities:	102,097	21,899	117,345	17,208	36,417	294,966
Business-Type Activities:						
Major Enterprise Fund	150,004	118,221	14,250	358,892	26,365	667,732
Total Business-Type Activities:	150,004	118,221	14,250	358,892	26,365	667,732

5. Capital Assets

Following is a summary of changes in capital assets for the year:

	<u>Beginning</u>	<u>Additions</u>	<u>Retirements/ Reclassifications</u>	<u>Ending</u>
Governmental Activities:				
Non-depreciable capital assets:				
Land	\$ 15,500	\$ 70,456	\$ -	\$ 85,956
Construction in progress	225,900	801,302	-	1,027,202
Non-depreciable assets	241,400	871,758	-	1,113,158
Depreciable capital assets:				
Buildings & improvements	210,688	-	-	210,688
Infrastructure	1,346,641	81,367	-	1,428,008
Vehicles	1,065,196	77,069	-	1,142,265
Furniture & equipment	1,186,751	152,675	-	1,339,426
Depreciable capital assets	3,809,276	311,111	-	4,120,387
Less: accumulated depreciation	(2,220,381)	(207,587)	-	(2,427,968)
Governmental Activities				
Capital Assets, net	\$ 1,830,295	\$ 975,282	\$ -	\$ 2,805,577
Business-Type Activities:				
Non-depreciable capital assets:				
Land	\$ 181,825	\$ -	\$ -	\$ 181,825
Construction in progress	4,609,281	1,313,890	(656,865)	5,266,306
Non-depreciable assets	4,791,106	1,313,890	(656,865)	5,448,131
Depreciable capital assets:				
Buildings & improvements	161,592	-	-	161,592
Water & sewer system	15,152,984	99,099	656,865	15,908,948
Vehicles	182,108	-	-	182,108
Equipment	436,767	117,970	-	554,737
Depreciable capital assets	15,933,451	217,069	656,865	16,807,385
Less: accumulated depreciation	(6,012,755)	(624,369)	-	(6,637,124)
Governmental Activities				
Capital Assets, net	\$ 14,711,802	\$ 906,590	\$ -	\$ 15,618,392

Governmental Activities:

Current year additions in the governmental fund includes an outdoor sound system, police department ticket trailer, fire department life packs, fire department compressor, storm warning system, new sidewalks, land on Front street, and two 2024 Police Tahoes .

In the prior year, the City incurred \$68,900 of engineering fees for a street improvement project funded with bond proceeds. In fiscal year 2023, the City spent \$123,933 on engineering cost and \$14,100 in other costs related to this project. In fiscal year 2023, the City signed a construction contract related to this project with Mike Rogers Construction. The total construction contract was \$445,985, which were also incurred in FY 2023. These costs are reflected in construction in progress. The City also signed another construction contract with Mike Rogers related to this project in FY 2023 for \$32,125, which were also incurred in FY 2023. These costs are reflected in construction in progress.

Additionally, in the prior year, the City incurred \$157,000 in engineering costs associated with work on the Airport. The additional costs will be funded with a TxDOT grant. There were no costs associated with this project in fiscal year 2023. These costs are reflected in construction in progress.

In the current year, the City began an expansion of police department offices. Total construction costs of \$29,826 were incurred during the year and are reflected in construction in progress.

Additionally, the City began installation of a fuel station at the airport. Total construction costs of \$97,758 were incurred during the year and are reflected in construction in progress.

The City also spent \$57,575 on engineering costs related to park improvements. These costs are reflected in construction in progress.

Depreciation expense for governmental activities was charged to functions of the City as follows:

Police department	\$	72,998
Airport		2,185
Public works		24,774
Fire protection		18,159
Administration		80,596
Parks & recreation		8,875
Total	\$	<u>207,587</u>

Proprietary Activities:

Current year additions in the proprietary fund include a mini excavator and completion of a flow meter project.

In fiscal year 2021, the City began construction on a sewer plant and additional water storage for the increase in development in the City. The infrastructure was funded through Caddo Mills ISD and impact fees. Total costs associated with this project in FY 2021 was \$58,564. In fiscal year 2022, the City paid \$134,614 in engineering fees and \$202,860 in other fees related to this project. In fiscal year 2023, the City paid engineering costs of \$12,925 and other costs of \$44,450. These costs are reflected in construction in progress at year-end.

Below is a recap of construction costs that are also included in construction in progress related to these projects:

Contactor Name	Project	Contract Total	FY 2022 Costs Incurred	FY 2023 Costs Incurred	Balance of Contract
Summit Solutions, Inc.	Water Storage	1,711,900	1,711,900	-	-
Summit Solutions, Inc.	Sewer Plant	1,980,000	1,647,127	332,873	-
JP Contractor	Sewer Plant	140,000	140,000	-	-
H&H Electrical	Sewer Plant	384,420	71,825	312,595	-
KCK Utility Construction	Sewer Plant	144,053	144,053	-	-
			<u>3,714,905</u>	<u>645,468</u>	

In fiscal year 2021, the City paid administration costs of \$25,000 related to water line construction project that will be funded with local match and CDBG grant funds. In FY 2022, the City spent \$44,000 on engineering costs, and \$10,000 on administration costs. The City signed a construction contract with Reliable Paving, Inc. for a total of \$556,865. In fiscal year 2022, the City had incurred total costs of \$419,338 and in fiscal year 2023 the City paid the remaining \$137,527 related to this contract. The City also paid administration fees of \$10,000 in fiscal year 2023 and \$11,000 in engineering fees. This project was completed in fiscal year 2023 and moved to water and sewer system.

In fiscal year 2023, the City started construction on a new maintenance building for public works that will be funded with the Series 2022 bond proceeds. The City paid \$433,610 to CR Fabrication for the steel building. They also paid \$18,910 in other costs related to this project. These costs are reflected in construction in progress at year-end.

Depreciation expense recorded in business-type activities and the Water and Sewer Fund was \$624,369.

6. Long-Term Obligations

Long-term Obligations Supporting Governmental Activities

The City's combination tax and revenue certificates of obligation are guaranteed by the full faith and credit of the City. Certificates of obligation are secured by and payable from a limited pledge of surplus revenues of the waterworks and sewer system. Repayments of principal and interest for these obligations are accounted for in the Debt Service Fund.

Combination Tax and Revenue Certificates of Obligation, Series 2021, issued August 15, 2021, in the original amount of \$4,660,000 at an interest rate of 3.000% for street improvements and related costs. Requires semi-annual payments of interest on February 15 and August 15 of each year and annual principal payments due on August 15 of each year.

On December 14, 2021, the City entered into a Notes Payable in the amount of \$592,248 at an interest rate of 3.09%. The proceeds were used to purchase a fire truck for the City. Payments are due in annual installments on December 28 of each year for fifteen years.

Interest expense for governmental activities was \$92,962. This is reported as a separate line item on the statement of activities.

Business-type Activities - Revenue Bonds

Combination Tax and Surplus Revenue Certificates of Obligation represent debt issued to support activities of the Proprietary Fund (Water and Sewer Fund). In addition to being backed by the full faith and credit of the City, revenue bonds are secured by a lien on and a pledge of the surplus revenues of the water and sewer system.

On August 15, 2022, the City issued \$4,800,000 Combination Tax and Revenue Certificates of Obligation, Series 2022 at an interest rate of 4.00% to 5.00%. The bond proceeds from sale will be used for Water and Sewer system improvements. Semi-annual payments of principal and interest are August 15 and February 15 each year for twenty years.

Interest expense for business-type activities and the Water and Sewer Proprietary Fund was \$324,918.

Terms of the bonds due to the Texas Water Development Board require the City to establish an interest and sinking fund in an amount equal to the pro-rata share of the next principal and interest payment due for the bonds. At year-end, this requirement was \$42,507. The City has established an interest and sinking fund in the amount of \$42,275 at year-end, and, accordingly, is substantially in compliance with this requirement.

The following table contains a summary of changes in long-term obligations for the year ended September 30, 2023:

	<u>Beginning</u>	<u>Prior Period Adjustment</u>	<u>Issued</u>	<u>Retired</u>	<u>Ending</u>	<u>Due Within One Year</u>
<i>Governmental Activities</i>						
<i>Direct Borrowings</i>						
Notes Payable - New Fire Truck	592,248	-	-	(32,611)	559,637	32,611
Combination Tax & Revenue Certificate of Obligation Series 2021, 3.0%	4,585,000	-	-	(470,000)	4,115,000	175,000
Combination Tax & Revenue Certificate of Obligation Series 2022, 4.5%	4,800,000	(4,800,000)	-	-	-	-
Bond Premium	731,670	(304,809)	-	(41,403)	385,458	-
Total Governmental Activities	10,708,918	(5,104,809)	-	(544,014)	5,060,095	207,611
<i>Business-Type Activities</i>						
General Obligation Refunding Bonds						
Series 2020, 1.59%	1,390,000	-	-	(165,000)	1,225,000	165,000
Combination Tax & Revenue Certificate of Obligation Series 2022, 4.5%	-	4,800,000	-	(180,000)	4,620,000	155,000
Bond Premium	-	304,809	-	(27,739)	277,070	-
<i>Direct Borrowings</i>						
Combination Tax & Revenue Certificate of Obligation Series 2012, 1.75% to 4.05%	3,365,000	-	-	(130,000)	3,235,000	135,000
Total Business-Type Activities	4,755,000	5,104,809	-	(502,739)	9,357,070	455,000
Total Primary Government	15,463,918	-	-	(1,046,753)	14,417,165	662,611

Terms of the certificates of obligation bonds require the City to establish sinking funds in order to accumulate resources for the repayment of principal and interest on the bonds as they mature. At year-end the City was in compliance with these sinking fund requirements. Amounts set aside to meet interest and sinking fund requirements are reflected as restricted cash or restricted investments at year-end.

Debt Service Requirements to Maturity

The annual debt service requirements to maturity for bonded debt obligations for governmental activities are as follows at year-end:

Fiscal Year Ending September 30,	<i>Governmental Activities</i>					
	<u>Bonds Payable - Series 2021</u>		<u>Notes Payable</u>		<u>Total</u>	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
2024	175,000	120,825	32,611	17,323	207,611	138,148
2025	180,000	115,500	33,619	16,315	213,619	131,815
2026	185,000	110,025	34,658	15,276	219,658	125,301
2027	190,000	104,400	35,728	14,206	225,728	118,606
2028	195,000	98,625	36,833	13,102	231,833	111,727
2029-2033	1,085,000	399,075	201,955	47,716	1,286,955	446,791
2034-2038	1,255,000	223,875	184,233	14,525	1,439,233	238,400
2039-2041	850,000	38,700	-	-	850,000	38,700
Totals	4,115,000	1,211,025	559,637	138,463	4,674,637	1,349,488

The annual debt service requirements to maturity for bonded debt obligations for business-type activities are as follows at year-end:

Fiscal Year Ending September 30,	<i>Business-Type Activities</i>							
	Bonds Payable Series 2020		Certificates of Obligation Series 2012		Bonds Payable Series 2022		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2024	165,000	18,166	135,000	120,040	155,000	200,375	455,000	338,581
2025	170,000	15,503	135,000	116,058	160,000	192,500	465,000	324,061
2026	170,000	12,800	140,000	111,940	170,000	184,250	480,000	308,990
2027	175,000	10,057	145,000	107,530	180,000	175,500	500,000	293,087
2028	180,000	7,234	150,000	102,890	190,000	166,250	520,000	276,374
2029-2033	365,000	5,843	830,000	433,650	1,090,000	677,000	2,285,000	1,116,493
2034-2038	-	-	995,000	265,262	1,365,000	403,100	2,360,000	668,362
2039-2041	-	-	705,000	57,915	1,310,000	107,200	2,015,000	165,115
Totals	1,225,000	69,603	3,235,000	1,315,285	4,620,000	2,106,175	9,080,000	3,491,063

In addition to the bonded debt requirements above, the City also has the following long-term obligations:

	Beginning Balance	Increase	Decrease	Ending Balance
<i>Governmental Activities:</i>				
Compensated Absences	32,621	8,956	-	41,577
	32,621	8,956	-	41,577

Compensated absences are paid from the fund responsible for the employee's compensation with significant liabilities payable from the General Fund.

7. Lease Receivable

On January 1, 2023, the City entered into a three year agreement with Brady Williams to lease farmland for \$10,587 per year. The lease receivable is measured as the present value of the future minimum payments expected to be received during the lease term at a discount rate of 4.49%. As of September 30, 2023, the City recognized deferred inflows related to the lease receivable and a lease receivable in amount of \$29,058. In fiscal year 2023, the City recognized \$10,587 as lease revenue.

8. Defined Benefit Pension Plans

Plan Description

The City of Caddo Mills, Texas participates as one of 919 plans in the defined benefit cash-balance plan administered by the Texas Municipal Retirement System (TMRS). TMRS is a statewide public retirement plan created by the State of Texas and administered in accordance with the TMRS Act, Subtitle G, Title 8, Texas Government Code (the TMRS Act) as an agent multiple-employer retirement system for municipal employees of Texas participating cities. The TMRS Act places the general administration and management of TMRS with a six-member, Governor-appointed Board of Trustees; however, TMRS is not fiscally dependent on the State of Texas. TMRS issues a publicly available comprehensive annual financial report (CAFR) that can be obtained at www.tmrs.com.

All eligible employees of the City and the EDC are required to participate in TMRS.

Benefits Provided

TMRS provides retirement, disability, and death benefits. Benefit provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS.

At retirement, the benefit is calculated as if the sum of the employee’s contributions, with interest, and the City-financed monetary credits with interest. The retiring member select one of seven monthly benefit payments options. Members may also choose to receive their retirement benefit as a lump sum distribution in an amount equal to 12, 24, or 36 monthly payments, which cannot exceed 75% of the total member contributions and interest.

The plan provisions are adopted by the governing body of the City, within the options available in the state statutes governing TMRS. Plan provisions for the City were as follows:

Employee deposit rate	6.0%
Matching ratio (City to employee)	2 to 1
Years required for vesting	5
Service retirement eligibility (expressed as age/years of service)	60/5, 0/20
Updated service credit	0%
Annuity increase (to retirees)	0% of CPI

Employees Covered by Benefit Terms

At the December 31, 2022, valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	3
Inactive employees entitled to but not yet receiving benefits	18
Active employees	<u>24</u>
Total	<u>45</u>

Contributions

Member contribution rates in TMRS are either 5%, 6%, or 7% of the member’s total compensation, and the City matching percentages are either 100%, 150%, or 200%, both as adopted by the governing body of the City. Under the state law governing TMRS, the contribution rate for each City is determined annually by the actuary, using the Entry Age Normal (EAN) actuarial cost method. The city’s contribution rate is based on the liabilities created from the benefit plan options selected by the City and any changes in benefits or actual experience over time.

Employees of the City were required to contribute 6% of their annual compensation during the fiscal year. The contribution rates for the City of Caddo Mills, Texas, were 5.63% and 5.90% in calendar years 2023 and 2022, respectively. The City’s contributions to TMRS for the fiscal year ended September 30, 2023, were \$82,907 and equaled the required contributions.

Net Pension Liability

The City’s Net Pension Liability (NPL) was measured as of December 31, 2022, and the Total Pension Liability (TPL) used to calculate the Net Pension Liability was determined by an actuarial valuation as of that date.

Actuarial Assumptions:

The Total Pension Liability in the December 31, 2022, actuarial valuation was determined using the following actuarial assumptions:

Inflation	2.50% per year
Overall payroll growth	2.75% per year, adjusted down for population declines, if any
Investment Rate of Return	6.75%, net of pension plan investment expense, including inflation

Salary increases are based on a service-related table. Mortality rates for active members are based on the PUB(10) mortality tables with the Public Safety table used for males and the General Employee table used for females. Mortality rates for healthy retirees and beneficiaries are based on the Gender-distinct 2019 Municipal Retirees of Texas mortality tables. The rates for actives, healthy retirees and beneficiaries are projected on a fully generational basis by Scale UMP to account for future mortality improvements.

For disabled annuitants, the same mortality tables for healthy retirees is used with a 4-year set-forward for males and a 3-year set-forward for females. In addition, a 3.5% and 3.0% minimum mortality rate is applied, for males and females respectively, to reflect the impairment for younger members who become disabled. The rates are projected on a fully generational basis by Scale UMP to account for future mortality improvements subject to the floor.

The actuarial assumptions were developed primarily from the actuarial investigation of the experience of TMRS over the four-year period from December 31, 2014 to December 31, 2018. They were adopted in 2019 and first used in the December 31, 2019 actuarial valuation. The post-retirement mortality assumption for Annuity Purchase Rates (APRs) is based on the Mortality Experience Investigation Study covering 2009 through 2011 and dated December 31, 2013. Plan assets are managed on a total return basis with an emphasis on both capital appreciation as well as the production of income in order to satisfy the short-term and long-term funding needs of TMRS.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. In determining their best estimate of a recommended investment return assumption under the various alternative asset allocation portfolios, GRS focused on the area between (1) arithmetic mean (aggressive) without an adjustment for time (conservative) and (2) the geometric mean (conservative) with an adjustment for time (aggressive). The target allocation and best estimates of real rates of return for each major asset class in fiscal year 2022 are summarized in the following table:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Long-Term Expected Real Rate of Return (Arithmetic)</u>
Global Public Equity	35.00%	7.70%
Core Fixed Income	6.00%	4.90%
Non-Core Fixed Income	20.00%	8.70%
Other Public and Private Markets	12.00%	8.10%
Real Estate	12.00%	5.80%
Hedge Funds	5.00%	6.90%
Private Equity	10.00%	11.80%
Total	<u>100.00%</u>	

Discount Rate

The discount rate used to measure the Total Pension Liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that member and employer contributions will be made at the rates specified in statute. Based on that assumption, the pension plan's Fiduciary Net Position was projected to be available to make all projected future benefit payments of current active and inactive members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

Changes in the Net Pension Liability

	Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
Balance at 12/31/2021	\$ 926,243	\$ 958,599	\$ (32,356)
Changes for the year:			
Service cost	145,087	-	145,087
Interest	66,145	-	66,145
Change of benefit terms	-	-	-
Difference between expected and actual experience	(3,046)	-	(3,046)
Changes of assumptions	-	-	-
Contributions - employer	-	75,886	(75,886)
Contributions - employee	-	77,174	(77,174)
Net investment income	-	(70,169)	70,169
Benefit payments, including refunds of employee contributions	(37,724)	(37,724)	-
Administrative expense	-	(606)	606
Other changes	-	723	(723)
Net changes	170,462	45,284	125,178
Balance at 12/31/2022	<u>\$ 1,096,705</u>	<u>\$ 1,003,883</u>	<u>\$ 92,822</u>

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the City, calculated using the discount rate of 6.75%, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	1% Decrease in Discount Rate (5.75%)	Discount Rate (6.75%)	1% Increase in Discount Rate (7.75%)
City's net pension liability	\$ 252,563	\$ 92,822	\$ 39,122

Pension Plan Fiduciary Net Position

Detailed information about the pension plan's Fiduciary Net Position is available in a separately-issued TMRS financial report. That report may be obtained on the Internet at www.tmr.com.

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2023, the City recognized pension expense of \$82,014.

At September 30, 2023, the City reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual economic experience	\$ 2,929	\$ 2,426
Changes in actuarial assumptions	125	-
Difference between projected and actual investment earnings	67,769	-
Contributions subsequent to the measurement date	61,233	-
Total	<u>\$ 132,056</u>	<u>\$ 2,426</u>

\$61,233 reported as deferred outflows of resources related to pensions resulting from contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability for the year ending September 30, 2023. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

Fiscal Year Ending September 30,	
2024	\$ 8,526
2025	16,749
2026	16,713
2027	26,409
2028	-
Thereafter	-
Total	\$ 68,397

8. Postemployment Benefits Other Than Pensions (OPEB)

Plan description - The City maintains a single-employer defined benefit group-term life insurance plan known as the TMRS Supplemental Death Benefits Fund (“SDBF”). The plan is administered by the Texas Municipal Retirement System (“TMRS”). This is a voluntary program in which the City elected, by ordinance, to provide group-term life insurance coverage for both their active and retiree participants. As the SDBF covers both active and retiree participants, with no segregation of assets, the SDBF is considered to be an unfunded OPEB plan (i.e. no assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75, *Accounting and Financial Reporting for Post-Employment Benefits Other Than Pensions*).

Benefits provided - The death benefit for active employees provides a lump-sum payment approximately equal to the employee’s annual salary (calculated based on the employee’s actual earnings, for the 12 month period preceding the month of death). The death benefit for retirees is considered an Other Post-Employment Benefit (“OPEB”) and is a fixed amount of \$7,500.

Employees Covered by Benefit Terms

At the December 31, 2022 actuarial valuation and measurement date, the following employees were covered by the benefit terms:

Inactive employees or beneficiaries currently receiving benefits	5
Inactive employees entitled to but not yet receiving benefits	5
Active employees	24
Total	34

Contributions

The City contributes to the SDBF at a contractually required rate as determined by an annual actuarial valuation. The rate is equal to the cost of providing one-year term life insurance. The funding policy for the SDBF program is to assure that adequate resources are available to meet all death benefit payments for the upcoming year; the intent is not to pre-fund retiree term life insurance during employees’ entire careers.

The City’s SDBF contribution rates for all covered employees of the City in calendar years 2023 and 2022 were 0.23% and 0.14% respectively. The City’s contribution for all covered employees to the TMRS SDBF for the fiscal year ended September 30, 2023, was \$3,016 and equaled the required contributions for each year.

Total OPEB Liability

The City's total OPEB liability (TOL) of \$37,825 was measured as of December 31, 2022, and was determined by an actuarial valuation as of that date.

Actuarial Assumptions and other inputs:

The total OPEB liability in the December 31, 2022, actuarial valuation was determined using the following actuarial assumptions and other inputs:

Inflation	2.5% per year
Salary Increase	3.5% to 11.5% per year, including inflation
Discount Rate	4.05%
Retirees Share of Benefit Costs	\$ -0-

Salary increases are assumed to occur once a year and are assumed to increase by a graduated service-based scale ranging from 11.5% for employees with one year of service to 3.5% for employees with 25 or more years of service.

Mortality rates for service retirees were based on the Gender-distinct 2019 Municipal Retirees of Texas mortality tables. The rates are projected on a fully generational basis by Scale UMP to account for future mortality improvements. Based on the size of the city, rates are multiplied by an additional factor of 97.0%.

For disabled retirees, the mortality tables for healthy retirees is used with a 4 year set-forward for males and a 3 year set-forward for females. In addition, a 3.5% and 3% minimum mortality rate will be applied to reflect the impairment for younger members who become disabled for males and females, respectively. The rates are projected on a fully generational basis by Scale UMP to account for future mortality improvements subject to the floor.

The actuarial assumptions were developed primarily from the actuarial investigation of the experience of TMRS over the four year period from December 31, 2014, to December 31, 2018. They were adopted in 2019 and first used in the December 31, 2019, actuarial valuation.

The applicable discount rate for an unfunded OPEB plan under GASB No. 75 is based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2022.

Changes in the Total OPEB Liability

	<u>Total OPEB Liability</u>
Balance at 12/31/2021	\$ 57,046
Changes for the year:	
Service cost	4,630
Interest on total OPEB liability	1,086
Change of benefit terms	-
Difference between expected and actual experience	410
Changes of assumptions and other inputs	(24,704)
Benefit payments, including refunds of employee contributions	(643)
Other changes	-
Net changes	<u>(19,221)</u>
Balance at 12/31/2022	<u>\$ 37,825</u>

*Due to the Supplemental Death Benefit Fund being considered an unfunded OPEB plan under GASB Statement No. 75, benefit payments are treated as being equal to the employer's yearly contribution for retirees.

The SDBF does not incur TMRS Administrative Expenses. The City is charged and the administrative expenses are paid through the TMRS Defined Benefit Pension Plan recorded under GASB Statement No. 68.

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate

The following presents the total OPEB liability of the City, calculated using the discount rate of 4.05% (no change from the prior year), as well as what the City's total OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (3.05%) or 1-percentage-point higher (5.05%) than the current rate:

	1% Increase in Discount Rate (3.05%)	Discount Rate (4.05%)	1% Increase in Discount Rate (5.05%)
Total OPEB liability	\$ 46,937	\$ 37,825	\$ 30,976

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the year ended September 30, 2023, the City recognized OPEB expense of \$4,840. At year-end, the City reported deferred outflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Difference between expected and actual economic experience (net of current year amortization)	\$ 5,501	\$ 4,559
Changes in actuarial assumptions	7,282	21,488
Difference between projected and actual investment earnings (net of current year amortization)	-	-
Contributions subsequent to the measurement date	2,502	-
Total	<u>\$ 15,285</u>	<u>\$ 26,047</u>

\$2,502 reported as deferred outflows of resources related to OPEB resulting from contributions subsequent to the measurement date will be recognized as a reduction of the total OPEB liability for the year ending September 30, 2023. Other amounts reported as deferred outflows of resources related to OPEB will be recognized in OPEB expense as follows:

Fiscal Year Ending September 30,	
2024	\$ (1,055)
2025	(1,067)
2026	(2,534)
2027	(3,290)
2028	(3,620)
Thereafter	(1,698)
Total	<u>\$ (13,264)</u>

9. Commitments and Contingencies

The City participates in various state and federal grant programs and contracts which are subject to financial and compliance audits by the grantors or their representatives. Audits of these programs by the granting organizations for the year ended September 30, 2023, have not been conducted. Accordingly, the City’s final compliance with applicable grant and contract requirements will be established at some future date. The City expects that costs disallowed by these various awarding agencies, if any, would be minimal.

The City is involved in litigation from time to time during the ordinary course of business. Management estimates that any potential litigation will not have a material impact on the City’s financial statements.

Certain state reports and remittances are required by the City’s municipal court. These reports and remittances are subject to audit by the Comptroller of Public Accounts. Any adjustments which may occur based upon such an audit could require the City to remit additional funds. The City expects that any adjustments to these reports and remittance required, if any, would be minimal.

10. Balances and Transfers/Payments Within the Reporting Entity

Receivables and Payables

Generally, outstanding balances between funds reported as “due to/from other funds” in the governmental fund financial statements include outstanding charges by one fund to another for services or goods, and other miscellaneous receivables/payables between funds. Activity between funds that are representative of lending/borrowing arrangements that are outstanding at the end of the fiscal year are described as “due to/from other funds” (i.e., the current portion of interfund loans) or “advances to/from other funds” (i.e., the non-current portion of interfund loans).

	Receivables <u>(Due From)</u>	Payables <u>(Due to)</u>
General Fund:		
Other Governmental Funds	17,208	-
Water & Sewer Fund	358,892	-
	<u>376,100</u>	<u>-</u>
Other Governmental Funds:		
General Fund	-	(17,208)
	<u>-</u>	<u>(17,208)</u>
Water & Sewer Fund:		
General Fund	-	(358,892)
	<u>-</u>	<u>(358,892)</u>
Total	<u><u>376,100</u></u>	<u><u>(376,100)</u></u>

Transfers and Payments

Transfers and payments within the reporting entity are substantially for the purposes of funding capital projects and asset acquisitions, or maintaining debt service on a routine basis. Resources are accumulated in a fund to support and simplify the administration of various projects or programs. The transfers and payments within the reporting entity are substantially for the purposes of funding capital projects and asset acquisitions or maintaining debt service on a routine basis. Resources are accumulated in a fund to support and simplify the administration of various projects or programs.

The government-wide statement of activities eliminates transfers reported within governmental activities.

The following schedule reports transfers and payments within the reporting entity:

	Transfer From (Out)	Transfer To In
General Fund:		
Other Governmental Fund	(96,090)	-
Debt Service Fund	-	952,259
	<u>(96,090)</u>	<u>952,259</u>
Water and Sewer Fund:		
Debt Service Fund	-	439,674
	-	<u>439,674</u>
Debt Service Fund:		
General Fund	(952,259)	-
Water and Sewer Fund	(439,674)	-
	<u>(1,391,933)</u>	<u>-</u>
Other Governmental Funds:		
Debt Service	-	96,090
	-	<u>96,090</u>
Total	<u>(1,488,023)</u>	<u>1,488,023</u>

The City transferred \$1,391,933 from debt service fund to the general fund and water sewer fund for reimbursement of debt service payments. The general fund transferred \$96,090 to the airport fund for reimbursement of RAMP grant expenditures.

11. Economic Dependence

City operations are funded by taxes and revenues provided by the residents of the City of Caddo Mills, Texas. Accordingly, the City is economically dependent on the property values and local economy of City of Caddo Mills, Texas and the surrounding area.

The City purchases water through an agreement with the City of Greenville/GEUS. During fiscal year 2023, water purchases through this agreement totaled \$711,299.

The City contracts with Waste Connections Lone Star, Inc. for sanitation services. During fiscal year 2023, the cost of sanitation services paid through this contract were \$316,572.

12. Restricted Cash and Cash Equivalents

Restrictions on cash and cash equivalents at year-end are as follows:

Restricted for debt service	\$ 130,853
Restricted for capital projects - bond proceeds	8,926,753
Restricted for municipal court	43,165
Totals	<u>\$ 9,100,771</u>

Amounts restricted for debt service represent amounts established to meet bond interest and sinking fund requirements and bond maintenance fund requirements.

Amounts restricted for capital projects represent unspent 2021 and 2022 bond proceeds.

13. Impact Fee Revenue and Deferred Revenue

Impact fees are authorized under Chapter 395 of the Texas Local Government Code and are defined as a charge imposed against new development to pay for the off-site construction or expansion of infrastructure facilities that are necessitated by and benefit the new development. Impact fees are deferred until the City incurs expenses for infrastructure. The City had deferred impact fees of \$321,002 at the beginning of the year. During fiscal year 2023, the City received \$2,408,958 in impact fees and spent \$689,919. The balance of deferred revenue for impact fees at the end of the year was \$2,040,041.

14. Prior Period Adjustment

In fiscal year 2022, the City incorrectly reported the Combination Tax and Revenue Certificates of Obligation, Series 2022, as a governmental debt. The original issue of the debt was \$4,800,000 with a recognized bond premium of \$304,809 and bond issuance cost of \$104,809. The error was identified in fiscal year 2023 and a prior period adjustment was recognized. In the governmental fund financial statements, the capital projects fund recognized a decrease in prior period fund balance of \$5,000,000. In the government-wide financial statements, the prior period adjustment resulted in an increase in net position for governmental activities of \$104,809, and a decrease in net position for the business-type activities of \$104,809.

15. Subsequent Events

On October 10, 2023, the City issued Combination Tax and Surplus Airport Revenue Certificates of Obligation, Series 2023 in the amount of \$2,000,000. The proceeds from the sale of Certificates will be used to pay for costs related to acquiring, constructing, and equipping additions, improvements, or extensions to the City's municipal airport.

On December 12, 2023, the City signed a construction contract with Preload LLC for \$1,448,000 for the new in-ground water tank.

On December 12, 2023, the City signed a construction contract with Summitt Solutions for \$665,000 for new pumps at the sewer plant lift station.

On January 17, 2024, the City signed a construction contract with CR Fabrication for \$2,698,496 for construction of airport hangers at the municipal airport.

City Administration has evaluated subsequent events through May 8, 2024, the date which the financial statements were available to be issued.

Required Supplementary Information

CITY OF CADDO MILLS, TEXAS
BUDGETARY COMPARISON SCHEDULE - GENERAL FUND
FOR THE YEAR ENDED SEPTEMBER 30, 2023

	Budgeted Amounts		Actual Amounts (Budgetary Basis)	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES:				
Ad valorem taxes	614,000	\$ 614,000	\$ 669,348	\$ 55,348
Franchise taxes	60,000	60,000	61,174	1,174
Sales tax	540,000	540,000	662,176	122,176
Impound income	30,000	30,000	35,431	5,431
Permits and fees	525,000	525,000	780,851	255,851
Fines	210,000	210,000	160,089	(49,911)
Developer contributions	250,000 *	250,000 *	419,942	169,942
Donations and other income	6,400	6,400	129,390	122,990
Grant revenues	-	-	31,280 ***	31,280
Interest	-	-	2,371	2,371
Total Revenues	2,235,400	2,235,400	2,952,052	716,652
EXPENDITURES:				
Administration	820,913 *	820,913 *	928,943	(108,030)
Building inspections	236,950	236,950	222,095	14,855
Judicial	152,750	152,750	63,445	89,305
Police department	901,588	901,588	841,379	60,209
Fire protection	181,900	181,900	209,306	(27,406)
Parks & recreation	242,425 **	242,425 **	102,294	140,131
Capital outlay:				
Administration	150,000 *	150,000 *	217,736	(67,736)
Police	140,000	140,000	133,105	6,895
Parks & recreation	57,575 **	57,575 **	57,575	-
Fire protection	-	-	60,552 ***	(60,552)
Debt Service:				
Principal retirement	502,611	502,611	502,611	-
Interest and fiscal charges	147,823	147,823	147,998	(175)
Total Expenditures	3,534,535	3,534,535	3,487,039	47,496
Excess (deficiency) of revenues over (under) expenditures	(1,299,135)	(1,299,135)	(534,987)	764,148
OTHER FINANCING SOURCES (USES):				
Transfers in	650,434	650,434	952,259	301,825
Transfers out	-	-	(96,090)	(96,090)
Capital contributions	-	-	11,888	11,888
Total Other Financing Sources (Uses)	650,434	650,434	868,057	217,623
Net change in fund balance	(648,701)	(648,701)	333,070	981,771
Fund balance, October 1	3,870,231	3,870,231	3,870,231	-
Fund balance, September 30	\$ 3,221,530	\$ 3,221,530	\$ 4,203,301	\$ 981,771

Notes to the budgetary comparison schedule:

The General Fund budget is adopted on a basis consistent with generally accepted accounting principles for a governmental fund.

* General Fund revenues exceeded budgeted amounts because the City does not budget developer contributions

**Park and recreation is budgeted in the water / sewer fund.

***Fire protection capital outlay was purchased using TDEM grant funds. The City does not budget grant revenue or expenditures.

CITY OF CADDO MILLS, TEXAS
REQUIRED SUPPLEMENTARY INFORMATION
TEXAS MUNICIPAL RETIREMENT SYSTEM (TMRS)
SCHEDULE OF CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
LAST 10 YEARS (will ultimately be displayed)
FOR THE YEAR ENDED SEPTEMBER 30, 2023

	Plan Year Ended December 31,									
	2022	2021	2020	2019	2018	2017	2016	2015	2014	
Total Pension Liability										
Service cost	\$ 145,087	\$ 115,416	\$ 92,945	\$ 68,731	\$ 68,951	\$ 62,620	\$ 60,914	\$ 43,401	\$ 35,360	
Interest (on the total pension liability)	66,145	55,661	46,249	39,425	37,554	32,043	28,963	24,719	19,820	
Changes of benefit terms	(3,046)	151	8,051	194	(41,146)	7,291	(23,922)	22,051	396	
Difference between expected and actual experience	-	-	-	5,709	-	-	-	2,819	15,999	
Change of assumptions	(37,724)	(23,766)	(14,325)	(35,811)	(39,260)	(7,682)	(34,675)	(4,814)	(18,513)	
Benefit payments, including refunds of employee contributions	170,462	147,462	132,920	78,248	26,099	94,272	31,280	104,175	37,063	
Net Change in Total Pension Liability	926,243	778,781	645,861	541,514	541,514	447,242	415,962	311,787	274,724	
Total Pension Liability - Beginning	\$ 1,096,705	\$ 926,243	\$ 778,781	\$ 619,762	\$ 567,613	\$ 541,514	\$ 447,242	\$ 415,962	\$ 311,787	
Total Pension Liability - Ending (a)										
Plan Fiduciary Net Position										
Contributions - employer	\$ 75,886	\$ 55,456	\$ 48,265	\$ 38,331	\$ 36,922	\$ 34,266	\$ 31,500	\$ 16,456	\$ 11,610	
Contributions - employee	77,174	60,061	50,015	36,048	35,788	32,643	32,088	27,193	24,701	
Net investment income	(70,169)	100,126	48,210	79,914	(14,962)	53,540	22,642	437	15,092	
Benefit payments, including refunds of employee contributions	(37,724)	(23,766)	(14,325)	(35,811)	(39,260)	(7,682)	(34,675)	(4,814)	(18,513)	
Administrative expense	(606)	(463)	(312)	(452)	(289)	(278)	(256)	(266)	(157)	
Other	723	3	(12)	(14)	(15)	(14)	(14)	(13)	(13)	
Net Change in Plan Fiduciary Net Position	45,284	191,417	131,841	118,016	18,184	112,475	51,285	38,993	32,720	
Plan Fiduciary Net Position - Beginning	958,599	767,183	635,342	517,326	499,142	386,667	335,382	296,389	263,669	
Plan Fiduciary Net Position - Ending (b)	\$ 1,003,883	\$ 958,600	\$ 767,183	\$ 635,342	\$ 517,326	\$ 499,142	\$ 386,667	\$ 335,382	\$ 296,389	
Net Pension Liability - Ending (a) - (b)	\$ 92,822	\$ (32,357)	\$ 11,598	\$ (15,580)	\$ 50,287	\$ 42,372	\$ 60,575	\$ 80,580	\$ 15,398	
Plan Fiduciary Net Position as a Percentage of Total Pension Liability	91.54%	103.49%	98.51%	102.51%	91.14%	92.18%	86.46%	80.63%	95.06%	
Covered Payroll	\$ 1,286,233	\$ 1,001,009	\$ 833,590	\$ 600,799	\$ 596,464	\$ 544,049	\$ 534,799	\$ 543,866	\$ 494,028	
Net Pension Liability as a Percentage of Covered Payroll	7.22%	-3.23%	1.39%	-2.59%	8.43%	7.79%	11.33%	14.82%	3.12%	

Note: Only nine years of data is presented in accordance with GASB #68, paragraph 138. "The information for all periods for the 10 year schedules that are required to be presented as required supplementary information may not be available initially. In these cases, during the transition period, that information should be presented for as many periods as are available."

CITY OF CADDO MILLS, TEXAS
 REQUIRED SUPPLEMENTARY INFORMATION
 TEXAS MUNICIPAL RETIREMENT SYSTEM (TMRS)
 SCHEDULE OF PENSION CONTRIBUTIONS
 LAST 10 YEARS (will ultimately be displayed)
 FOR THE YEAR ENDED SEPTEMBER 30, 2023

	Fiscal Year Ended September 30,									
	2023	2022	2021	2020	2019	2018	2017	2016	2015	
Actuarially determined contribution	\$ 82,907	\$ 70,601	\$ 52,125	\$ 46,160	\$ 37,753	\$ 35,999	\$ 33,493	\$ 28,905	\$ 15,793	
Contributions in relation to actuarially determined contribution	(82,907)	(70,601)	(52,125)	(46,160)	(37,753)	(35,999)	(33,493)	(28,905)	(15,793)	
Contribution deficiency (excess)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Covered employee payroll	\$ 1,454,978	\$ 1,214,671	\$ 930,715	\$ 779,733	\$ 596,729	\$ 578,906	\$ 528,661	\$ 552,834	\$ 534,044	
Contributions as a percentage of covered payroll	5.70%	5.81%	5.60%	5.92%	6.33%	6.22%	6.34%	5.23%	2.96%	

Note: GASB #68, paragraph 81.2.b requires that the data in this schedule be presented as of the City's fiscal year as of the time period covered by the measurement date.

Note: Only nine years of data is presented in accordance with GASB #68, paragraph 138. "The information for all periods for the 10 year schedule that are required to be presented as required supplementary information may not be available initially. In these cases, during the transition period, that information should be presented for as many periods as are available."

CITY OF CADDO MILLS, TEXAS
 TEXAS MUNICIPAL RETIREMENT SYSTEM (TMRS)
 SCHEDULE OF CHANGES IN TOTAL OPEB LIABILITY AND RELATED RATIOS
 LAST 10 YEARS (will ultimately be displayed)

Actuarial Valuation & Measurement Date, December 31,	2022	2021	2020	2019	2018	2017
Total OPEB Liability						
Service cost	\$ 4,630	\$ 3,904	\$ 2,334	\$ 1,322	\$ 1,789	\$ 1,415
Interest on the total OPEB liability	1,086	1,027	1,110	1,728	907	848
Changes of benefit terms	-	-	-	-	-	-
Difference between expected and actual experience	410	833	(838)	(17,407)	19,376	-
Changes in assumptions or other inputs	(24,704)	2,169	8,019	7,803	(2,604)	2,586
Benefit payments *	(643)	(601)	(250)	(60)	(60)	(54)
Net Change in Total OPEB Liability	<u>(19,221)</u>	<u>7,332</u>	<u>10,375</u>	<u>(6,614)</u>	<u>19,408</u>	<u>4,795</u>
Total OPEB Liability - Beginning	<u>57,046</u>	<u>49,714</u>	<u>39,339</u>	<u>45,953</u>	<u>26,545</u>	<u>21,750</u>
Total OPEB Liability - Ending	<u>\$ 37,825</u>	<u>\$ 57,046</u>	<u>\$ 49,714</u>	<u>\$ 39,339</u>	<u>\$ 45,953</u>	<u>\$ 26,545</u>
Covered Payroll						
	\$ 1,286,233	\$ 1,001,009	\$ 833,590	\$ 600,799	\$ 596,464	\$ 544,049
Total OPEB Liability as a Percentage of Covered Payroll	2.94%	5.70%	5.96%	6.55%	7.70%	4.88%

Note: Only six years of data is presented in accordance with GASB #75. The information for all periods for the 10 year schedules that are required to be presented as required supplementary information is not be available initially. In these cases, during the transition period, that information will be presented for as many periods as are available.

The TMRS Supplementary Death Benefit Fund is considered to be an unfunded OPEB plan, therefore, no plan fiduciary net position and related ratios are reported in the above schedule.

**CITY OF CADDO MILLS, TEXAS
TEXAS MUNICIPAL RETIREMENT SYSTEM (TMRS)
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

Valuation Date: Actuarially determined contribution rates are calculated as of December 31 and become effective in January 13 months later.

Methods and assumptions Used to Determine Contribution Rates for Pensions:

Actuarial Cost Method	Entry Age Normal
Amortization Method	Level Percentage of Payroll, Closed
Remaining Amortization Period	N/A
Asset Valuation Method	10 year smoothed market; 12% soft corridor
Inflation	2.5%
Salary Increases	3.5% to 11.5% including inflation
Investment Rate of Return	6.75%
Retirement Age	Experienced-based table of rates that are specific to the City's plan of benefits Last updated for the 2019 valuation pursuant to an experience study of the period 2014-2018.
Mortality	Post-retirement: 2019 Municipal Retirees of Texas Mortality Tables. The rates are projected on a fully generational basis with scale UMP. Pre-retirement: PUB(1) mortality tables, with the Public Safety table used for males and the General Employee table used for females. The rates are projected on a fully generational basis with scale UMP.
Other information:	There were no benefit changes during the year.

Methods and assumptions Used to Determine Contribution Rates for OPEB:

Inflation	2.5%
Salary Increases	3.5% to 11.5% including inflation
Discount Rate *	4.05%
Retiree's share of benefit-related costs	\$0
Administrative expenses	All administrative expenses are paid through the Pension Trust and accounted for under reporting requirements under GASB Statement No. 68.
Mortality rates - service retirees	2019 Municipal Retirees of Texas Mortality Tables. The rates are projected on a fully generational basis with scale UMP.
Mortality rates - disabled retirees	2019 Municipal Retirees of Texas Mortality Tables with a 4 year set-forward for males and a 3 year set-forward for females. In addition, a 3.5% and 3% minimum mortality rate will be applied to reflect the impairment for younger members who become disabled for males and females, respectively. The rates are projected on a fully generational basis by Scale UMP to account for future mortality improvements subject to the floor.

*The discount rate was based on the Fidelity Index's "20-Year Municipal GO AA Index" rate as of December 31, 2022.

Note: The actuarial assumptions used in the December 31, 2022 valuation were based on the results of an actuarial experience study for the period December 31, 2014 through December 31, 2018.

Other Information

**CITY OF CADDO MILLS, TEXAS
OTHER INFORMATION
SCHEDULE OF DELINQUENT TAXES RECEIVABLE
YEAR ENDED SEPTEMBER 30, 2023 (UNAUDITED)**

Tax Roll Year	Fiscal Year Ended September 30	Outstanding Balance 9/30/2023
2022	2023	\$ 15,971
2021	2022	9,020
2020	2021	4,826
2019	2020	5,360
2018	2019	4,235
2017	2018	3,406
2016	2017	3,274
2015	2016	4,411
2014	2015	2,640
2013	2014 and prior	4,619
	Allowance for uncollectible taxes	<u>(5,776)</u>
	Delinquent taxes receivable, net	<u>\$ 51,986</u>

**CITY OF CADDO MILLS, TEXAS
OTHER INFORMATION
HISTORICAL SCHEDULE OF PROPERTY TAX RATES
YEAR ENDED SEPTEMBER 30, 2023 (UNAUDITED)**

Tax Roll Year	Fiscal Year Ended September 30	Tax Rates
2022	2023	0.500000
2021	2022	0.546422
2020	2021	0.576000
2019	2020	0.656970
2018	2019	0.693693
2017	2018	0.730000
2016	2017	0.750000
2015	2016	0.750000
2014	2015	0.750000
2013	2014	0.750000

**CITY OF CADDO MILLS, TEXAS
OTHER INFORMATION
HISTORICAL SCHEDULE OF ASSESSED PROPERTY VALUATION
YEAR ENDED SEPTEMBER 30, 2023 (UNAUDITED)**

Tax Roll Year	Fiscal Year Ended September 30	Net Taxable Valuation
2022	2023	\$ 416,074,400
2021	2022	250,586,543
2020	2021	182,289,653
2019	2020	155,512,799
2018	2019	141,644,919
2017	2018	130,342,181
2016	2017	122,653,429
2015	2016	123,612,604
2014	2015	128,872,135
2013	2014	109,628,580

Overall Internal Control and Compliance



**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS
PERFORMED IN ACCORDANCE WITH *GOVERNMENTAL AUDITING STANDARDS***

Independent Auditor's Report

Honorable Mayor and
Members of the City Council
City of Caddo Mills, Texas

Members of the Council:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Caddo Mills, Texas, (the City) as of and for the year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the City's basic financial statements, and have issued our report thereon dated May 8, 2024.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the City of Caddo Mills, Texas' internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control. Accordingly, we do not express an opinion on the effectiveness of the City's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We did not identify any significant deficiencies.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



WILF & HENDERSON, P.C.
Certified Public Accountants
Texarkana, Texas

May 8, 2024

**CITY OF CADDO MILLS, TEXAS
SCHEDULE OF FINDINGS AND RESPONSES
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

I. Summary of the Auditor's Results:

- a. The type of report issued on the financial statements of the City of Caddo Mills, Texas was an unmodified opinion.
- b. No significant deficiency or material weakness relating to the audit of the financial statements are reported in the report on internal control over financial reporting and on compliance and other matters required by the GAO's *Government Auditing Standards*.
- c. No instances of noncompliance material to the financial statements of the City of Caddo Mills, Texas were disclosed during the audit.

II. Findings Relating to the Financial Statements Which Are Required to Be Reported in Accordance with *Generally Accepted Government Auditing Standards*.

No findings were required to be reported.

**CITY OF CADDO MILLS, TEXAS
SCHEDULE OF STATUS OF PRIOR YEAR FINDINGS
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

No prior year audit findings.

**CITY OF CADDO MILLS, TEXAS
CORRECTIVE ACTION PLAN
FOR THE YEAR ENDED SEPTEMBER 30, 2023**

There were no current year findings.

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Financial Advisory Services
Provided By:

