

**NEW ISSUE – Book Entry Only**

**NO RATING**

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

**The Bonds will be designated “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS – Qualified Tax-Exempt Obligations.”**

**\$4,405,000**

**RIVERFIELD MUNICIPAL UTILITY DISTRICT NO. 1 OF HUNT AND COLLIN COUNTIES**

**(A Political Subdivision of the State of Texas Located within Hunt and Collin Counties)**

**UNLIMITED TAX UTILITY BONDS, SERIES 2024**

**Dated: August 1, 2024**

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

The \$4,405,000 Unlimited Tax Utility Bonds, Series 2024 (the “Bonds”), are obligations of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the “District”) and are not obligations of the State of Texas; Collin County, Texas; Hunt County, Texas; the City of Josephine, Texas; or any political subdivision or entity other than the District. Neither the full faith and credit nor the taxing power of the State of Texas; Collin County, Texas; Hunt County, Texas; the City of Josephine, Texas; nor any entity other than the District is pledged to the payment of the principal of or interest on the Bonds.

Principal of the Bonds is payable upon presentation at the principal payment office of the paying agent/registrars, initially, BOKF, NA, Dallas, Texas (the “Paying Agent/Registrar”). The Bonds are dated August 1, 2024, and interest on the Bonds accrues from the date of their delivery, currently scheduled for August 20, 2024 (the “Delivery Date”). Interest is payable March 1, 2025, and on each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. Interest on the Bonds will be payable by check dated as of the Interest Payment Date and mailed by the Paying Agent/Registrar to registered owners (“Registered Owners”) as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding each Interest Payment Date (the “Record Date”). The Bonds are fully registered bonds in principal denominations of \$5,000 or any integral multiple thereof.

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

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

The Bonds represent the initial series of bonds to be issued by the District and the Bonds are being issued for the purposes of purchasing, constructing, acquiring, owning, leasing or operating a waterworks system, a surface water system, a sanitary sewer system and a drainage and storm sewer system for the District (the “Utility System”), and, when issued, the Bonds will constitute valid and binding obligations of the District and will be payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. See “THE BONDS — Source of Payment.” Voters in the District have authorized a total of \$162,569,464 principal amount of unlimited tax bonds for the purpose of acquiring and constructing the Utility System and a total of \$59,522,963 principal amount of unlimited tax bonds for roads in the District.

Investment in the Bonds is subject to special risk factors as described herein. Prospective purchasers should review this entire Official Statement, including particularly the section of this Official Statement entitled “RISK FACTORS,” before making an investment decision. See “RISK FACTORS.”

The Bonds are offered when, as, and if issued by the District subject, among other things, to the approval of the Attorney General of Texas and the approval of certain legal matters by Coats Rose, P.C., Dallas, Texas, Bond Counsel and Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, as Disclosure Counsel. Delivery of the Bonds through the facilities of DTC is expected on or about August 20, 2024.

Dated: July 15, 2024

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

**\$4,405,000 Unlimited Tax Utility Bonds, Series 2024**

**\$530,000 Serial Bonds**

<i>Maturity (September 1)</i>	<i>Principal Amount</i>	<i>Interest Rate</i>	<i>Initial Reoffering Yield<sup>(a)</sup></i>	<i>CUSIP No. 76871K<sup>(b)</sup></i>
2027	\$ 95,000	6.750%	4.050%	AA9
2028	100,000	6.750	4.050	AB7
2029	105,000	6.750	4.050	AC5
2030 <sup>(c)</sup>	110,000	6.750	4.050	AD3
2031 <sup>(c)</sup>	120,000	5.375	4.050	AE1

**\$3,875,000 Term Bonds**

\$1,445,000 Term Bond Due September 1, 2040<sup>(c)(d)</sup> Interest Rate: 4.250% Yield: 4.250%<sup>(a)</sup> CUSIP<sup>(b)</sup> 76871KAP6

\$1,190,000 Term Bond Due September 1, 2045<sup>(c)(d)</sup> Interest Rate: 4.500% Yield: 4.500%<sup>(a)</sup> CUSIP<sup>(b)</sup> 76871KAU5

\$1,240,000 Term Bond Due September 1, 2049<sup>(c)(d)</sup> Interest Rate: 4.375% Yield: 4.650%<sup>(a)</sup> CUSIP<sup>(b)</sup> 76871KAY7

- <sup>(a)</sup> The initial reoffering yield has been provided by the Initial Purchaser (herein defined) and represents the initial offering price to the public of a substantial amount of the Bonds for each maturity. Such initial reoffering yield may be changed for subsequent purchasers. The initial reoffering yields indicated above represent the lower of the yields resulting when priced to maturity or to the first call date.
- <sup>(b)</sup> 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 CUSIP Global Services. 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. Neither the District nor its agents or counsel assume responsibility for the accuracy of such numbers.
- <sup>(c)</sup> Bonds maturing on September 1, 2030, and thereafter, shall be subject to redemption and payment at the option of the District, in whole or from time to time in part on September 1, 2029, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. The yield on the Bonds is calculated to the lower of yield to redemption or maturity. See “THE BONDS — Redemption of the Bonds.”
- <sup>(d)</sup> The Term Bonds maturing September 1, 2040, September 1, 2045 and September 1, 2049 are subject to mandatory sinking fund redemption prior to maturity. See “THE BONDS—Redemption of the Bonds.”

## USE OF INFORMATION IN OFFICIAL STATEMENT

Except where otherwise indicated, all information contained in this Official Statement has been provided by the District. No dealer, broker, salesperson or other person has been authorized by the District or the Initial Purchaser to give any information or to make any representations in connection with the offer or sale of the Bonds other than those contained herein and, if given or made, such other information or representations must not be relied upon as having been authorized by the District or the Initial Purchaser. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers or Owners of the Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The Initial Purchaser has provided the following sentence for inclusion in this Official Statement:

The Initial Purchaser has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Initial Purchaser does not guarantee the accuracy or completeness of such information.

The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District or any other parties described herein since the date hereof. All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents, copies of which are available from Bond Counsel, for further information.

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “project,” “budget,” or similar words. Such forward-looking statements include, but are not limited to certain statements contained in the information under the captions “DEVELOPMENT OF THE DISTRICT.”

**THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE DISTRICT DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THE FORWARD-LOOKING STATEMENTS SET FORTH IN THIS OFFICIAL STATEMENT. IN EVALUATING SUCH STATEMENTS, POTENTIAL INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS WHICH COULD CAUSE ACTUAL EVENTS OR RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS**

References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites, including the website maintained by the District, and the information or links contained therein are not incorporated into, and are not part of, this final official statement for purposes of, and as that term is defined in, SEC Rule 15c2-12, as amended.

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

### **Award of the Bonds**

After requesting competitive bids for the Bonds, the District has accepted the bid resulting in the lowest net effective interest rate to the District, which was tendered by SAMCO Capital Markets, Inc. (the “Initial Purchaser”) to purchase the Bonds bearing the interest rates shown under “MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS” at a price of 98.000909% of the par value thereof, which resulted in a net effective interest rate of 4.577508%, as calculated pursuant to Chapter 1204 of the Texas Government Code, as amended.

### **Prices and Marketability**

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

Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser. Subject to certain restrictions described in the Official Notice of Sale, the prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial reoffering prices, including sales to dealers who may sell the Bonds into investment accounts.

IN CONNECTION WITH THE OFFERING OF THE BONDS, THE INITIAL PURCHASER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

### **Securities Laws**

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

### **NO MUNICIPAL BOND INSURANCE**

An application has not been made for a commitment to issue a policy of municipal bond guaranty insurance on the Bonds.

### **NO RATING**

An application has not been made for a municipal bond rating on the Bonds.

**OFFICIAL STATEMENT SUMMARY**

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

**THE BONDS**

- The District ..... Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the “District”), a political subdivision of the State of Texas, is located in Hunt County, Texas, and Collin County, Texas and wholly within the extraterritorial jurisdiction of the City of Josephine, Texas. See “THE DISTRICT.”
  
- The Bonds ..... The District’s \$4,405,000 Unlimited Tax Utility Bonds, Series 2024 (the “Bonds”), are dated August 1, 2024, and mature on September 1 in the years and amounts set forth on the inside cover page hereof. Interest accrues from the date of the initial delivery of the Bonds at the rates per annum set forth on the inside cover page hereof and is payable on March 1, 2025, and on each September 1 and March 1 thereafter until maturity or earlier redemption. The Bonds are offered in fully registered form in integral multiples of \$5,000 for any one maturity. See “THE BONDS.”
  
- Redemption ..... The Bonds maturing on or after September 1, 2030, are subject to optional redemption, in whole or from time to time in part, on September 1, 2029, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. The Bonds maturing on September 1, 2040, September 1, 2045 and September 1, 2049 are Term Bonds and are subject to mandatory sinking fund redemption. See “THE BONDS — Redemption of the Bonds.”
  
- Book-Entry-Only System ..... The Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York (“DTC”), pursuant to the book-entry-only system described herein. Beneficial ownership of the Bonds may be acquired in principal denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners (hereinafter defined) thereof. Principal of and interest on the Bonds will be payable by BOKF, NA, Dallas, Texas (the “Paying Agent/Registrar”), to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent



payment to the Beneficial Owners of the Bonds. See “THE BONDS — Book-Entry-Only System.”

Source of Payment..... The Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, unlimited as to rate or amount, levied against all taxable property within the District. The Bonds are obligations of the District and are not obligations of the State of Texas; Hunt County, Texas; Collin County, Texas; the City of Josephine, Texas; or any entity other than the District. See “THE BONDS — Source of Payment.”

Qualified Tax-Exempt Obligations..... The Bonds will be designated as “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS —Qualified Tax-Exempt Obligations.”

No Outstanding Bonds..... The Bonds are the first series of bonds to be issued by the District.

Authority for Issuance ..... At an election held within the District on May 6, 2023, voters of the District authorized the District’s issuance of \$162,569,464 principal amount of unlimited tax bonds for the purposes of purchasing, constructing, acquiring, owning, leasing or operating a waterworks system, a surface water system, a sanitary sewer system and a drainage and storm sewer system serving the District (the “Utility System”); \$243,854,196 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Utility System; \$59,522,963 principal amount of bonds for the purposes of purchasing, constructing, acquiring, owning, operating or maintaining macadamized, graveled, and paved roads and turnpikes or improvements, including storm drainage in aid of such roads, for the District (the “Road System”); and \$89,284,444.50 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System.

Following the issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$158,164,464 principal amount for acquiring or constructing the Utility System; and \$243,854,196 principal amount for the refunding of bonds issued by the District for the Utility System; \$59,522,963 principal amount for acquiring or constructing the Road System; \$89,284,444.50 principal amount for the refunding of bonds issued for the Road System.

The Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7956 of the Texas Special District Local Laws Code, and the general laws of the State of Texas, including particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an election

held within the District on May 6, 2023; (iv) an order adopted by the Board of Directors of the District on the date of the sale of the Bonds (the “Bond Order”); and (v) an approving order (the “TCEQ Order”) of the Texas Commission on Environmental Quality (the “TCEQ”) dated May 23, 2024. See “THE BONDS — Authority for Issuance.”

Use of Proceeds .....	Proceeds from the sale of the Bonds will be used to reimburse the Developer (herein defined) for the District’s pro-rata share of water, sanitary sewer and drainage facilities which were constructed to serve the District, as described further under “THE BONDS — Use and Distribution of Bond Proceeds.” Proceeds of the Bonds will also be used to pay developer interest, 24 months of capitalized interest on the Bonds and costs of issuance of the Bonds. See “THE BONDS — Use and Distribution of Bond Proceeds” for further information.
No Municipal Bond Insurance .....	An application has not been made for a commitment to issue a policy of municipal bond guaranty insurance on the Bonds.
No Rating.....	An application has not been made for a municipal bond rating on the Bonds.
Legal Opinion .....	Coats Rose, P.C., Dallas, Texas. See “LEGAL MATTERS.”
Disclosure Counsel .....	Stradling Yocca Carlson & Rauth LLP, Newport Beach, California.
Financial Advisor.....	Tierra Financial Advisors, LLC, Arlington, Texas (“Tierra”). Tierra is a wholly-owned subsidiary of D.R. Horton, Inc., the ultimate parent company of the primary developer of land in the District. See “RELATIONSHIP AMONG THE PARTIES” herein.

**THE DISTRICT**

Description.....	The District is located approximately 35 miles northeast of the central business district of the City of Dallas, Texas. The District lies entirely within the extraterritorial jurisdiction of the City of Josephine, Texas. Double R Municipal Utility District No. 2 of Hunt County (the “Original District”) was created pursuant to Senate Bill 2057, 84 <sup>th</sup> Texas Legislative, Regular Session, codified at Chapter 7956, Texas Special District Local Laws Code, effective September 1, 2015. On August 3, 2021, the Original District approved the Division of the Original District into several municipal utility districts, including the District. The creation and operation of the District is pursuant to Article XVI, Section 59 and Article III,
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Section 52 of the Texas Constitution. The District operates under Chapters 49 and 54 of the Texas Water Code, as amended. The District encompasses approximately 479.4 total acres. See “THE DISTRICT.”

Developer and Principal Landowner ..... The developer and principal land-owner of the land within the District is D.R. Horton – Texas, LTD., a Texas limited partnership (the “Developer”). The Developer is wholly owned by D.R. Horton, Inc., a Delaware corporation and publicly held company, the stock of which is listed on the New York Stock Exchange under the ticker symbol “DHI.” A portion of the property is owned by Double R Land Company LLC, a Texas limited liability company (“Double R”). See “THE DEVELOPER AND PRINCIPAL LANDOWNER.”

Development within the District..... The District consists of two separate but adjacent tracts of land totaling approximately 479.4 acres.

Tract 1 of the District is currently being developed into a single-family residential development known as “Riverfield.” Tract 1 of the property within the District currently consists of approximately 389.9 acres and at full buildout is expected to consist of 821 detached single-family homes across approximately 340.9 acres, with the remaining property within Tract 1 expected to consist of approximately 14.3 acres of commercial development, an approximately 11.5-acre school site, an amenity center for the Riverfield development, streets and open space.

Tract 2 of the property within the District consists of approximately 89.5 acres and is currently owned by Double R.

Within Tract 1 of the District, as of June 1, 2024, 181 homes had been completed (17 of which were owned by the Developer and under contract with individual homeowners, 31 of which were owned by the Developer and 133 of which had been conveyed to individual homeowners) and the Developer owned 38 single family homes under construction and 602 vacant lots under development. Neither Double R nor the Developer has any current plans to commence development with Tract 2 of the District. See “THE DEVELOPER AND PRINCIPAL LANDOWNER,” “DEVELOPMENT OF THE DISTRICT,” and “THE DISTRICT.”

Homebuilder ..... The Developer is currently building single family homes in Tract 1 of the District. Homes in Tract 1 of the District currently range in price from approximately \$264,990 to approximately \$336,990 and in size from approximately 1,294 square feet to 2,645 square feet. See “DEVELOPMENT OF THE DISTRICT — Homebuilder within the District.”

**RISK FACTORS**

THE DISTRICT’S TAX IS LEVIED ONLY ON THE PROPERTY LOCATED WITHIN THE DISTRICT. THEREFORE, THE INVESTMENT SECURITY AND QUALITY OF THE BONDS IS DEPENDENT UPON THE SUCCESSFUL DEVELOPMENT OF PROPERTY LOCATED WITHIN THE DISTRICT AND THE PAYMENT AND COLLECTION OF TAXES LEVIED THEREON. THE BONDS ARE SUBJECT TO CERTAIN RISK FACTORS. PROSPECTIVE PURCHASERS SHOULD REVIEW THIS ENTIRE OFFICIAL STATEMENT, INCLUDING PARTICULARLY THE SECTION OF THIS OFFICIAL STATEMENT ENTITLED “RISK FACTORS,” BEFORE MAKING AN INVESTMENT DECISION.

## SELECTED FINANCIAL INFORMATION

2023 Certified Taxable Assessed Valuation	\$ 5,096,540 <sup>(a)</sup>
Estimated Assessed Valuation as of December 1, 2023	\$ 44,072,321 <sup>(b)</sup>
Estimated Preliminary Assessed Valuation as of January 1, 2024	\$ 47,469,080 <sup>(c)</sup>
Direct Debt:	
The Bonds	<u>4,405,000</u>
Total	\$ 4,405,000
Estimated Overlapping Debt	<u>\$ 1,113,840 <sup>(d)</sup></u>
Total Direct and Estimated Overlapping Debt	\$ 5,518,840 <sup>(d)</sup>
Direct Debt Ratio:	
As a percentage of 2023 Certified Taxable Assessed Valuation	86.43%
As a percentage of Estimated Assessed Valuation as of December 1, 2023	9.99%
As a percentage of Estimated Preliminary Assessed Valuation as of January 1, 2024	9.28%
Direct and Estimated Overlapping Debt Ratio:	
As a percentage of 2023 Certified Taxable Assessed Valuation	108.29%
As a percentage of Estimated Assessed Valuation as of December 1, 2023	12.52%
As a percentage of Estimated Preliminary Assessed Valuation as of January 1, 2024	11.63%
District Funds	
Utility Bond Debt Service Fund (as of April 15, 2024)	\$ -- <sup>(e)</sup>
Operating Fund (as of April 15, 2024)	\$ 12,406
2023 Tax Rate per \$100 of Taxable Assessed Valuation:	
Utility Debt Service	\$ --
Road Debt Service	--
Maintenance & Operation	<u>1.000</u>
Total	\$ 1.000
Average Annual Debt Service Requirements on the Bonds (2025 - 2050)	\$ 294,056 <sup>(f)</sup>
Maximum Annual Debt Service Requirements on the Bonds (2050)	\$ 342,328 <sup>(f)</sup>
Utility System Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay Average Annual Debt Service Requirement on the Bonds (2025 - 2050):	
Based on 2023 Certified Taxable Assessed Valuation at 95% Collections	\$ 6.07
Based on Estimated Assessed Valuation as of December 1, 2023 at 95% Collections	\$ 0.70
Based on Estimated Preliminary Assessed Valuation as of January 1, 2024 at 95% Collections	\$ 0.65
Utility System Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay Maximum Debt Service Requirement on the Bonds (2050):	
Based on 2023 Certified Taxable Assessed Valuation at 95% Collections	\$ 7.07
Based on Estimated Assessed Valuation as of December 1, 2023 at 95% Collections	\$ 0.82
Based on Estimated Preliminary Assessed Valuation as of January 1, 2024 at 95% Collections	\$ 0.76

- <sup>(a)</sup> Represents the assessed valuation of all taxable property in the District as of January 1, 2023, provided by the Collin and Hunt Central Appraisal Districts (the "Appraisal Districts"). See "TAX DATA" and "TAXING PROCEDURES."
- <sup>(b)</sup> Provided by the Appraisal Districts for informational purposes only. This amount is an estimate of the taxable value of all taxable property located within the District as of January 1, 2023 and includes an estimate of additional value resulting from the construction of taxable improvements from January 1, 2023 to December 1, 2023. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."
- <sup>(c)</sup> Represents the preliminary assessed valuation of all taxable property in the District as of January 1, 2024, provided by the Appraisal District. Values are uncertified until the Appraisal District certifies rolls in late July. See "TAX DATA" and "TAXING PROCEDURES."
- <sup>(d)</sup> See "DISTRICT DEBT — Direct and Estimated Overlapping Debt Statement."
- <sup>(e)</sup> Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Utility System Debt Service Fund. The funds in the Utility System Debt Service Fund are pledged only to pay the debt service on the Bonds, and any other bonds issued for the purpose of acquiring or constructing the Utility System. The Bonds include 24 months of capitalized interest which will be deposited into the Utility System Debt Service Fund.
- <sup>(f)</sup> See "DISTRICT DEBT — Utility System Debt Service Requirement Schedule."

**\$4,405,000**  
**RIVERFIELD MUNICIPAL UTILITY DISTRICT NO. 1 OF HUNT AND COLLIN COUNTIES**  
**UNLIMITED TAX UTILITY BONDS**  
**SERIES 2024**

**INTRODUCTION**

This Official Statement of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the “District”) is provided to furnish information with respect to the issuance by the District of its \$4,405,000 Unlimited Tax Utility Bonds, Series 2024 (the “Bonds”).

The Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7956 of the Texas Special District Local Laws Code, and the general laws of the State of Texas, including particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an election held within the District on May 6, 2023; (iv) an order adopted by the Board of Directors (the “Board”) of the District on the date of the sale of the Bonds (the “Bond Order”); and (v) an approving order (the “TCEQ Order”) of the Texas Commission on Environmental Quality (the “TCEQ”) dated May 23, 2024.

This Official Statement includes descriptions of the Bonds, D.R. Horton—Texas, Ltd., a Texas limited partnership (the “Developer”), the Bond Order, and certain information about the District and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from Coats Rose, P.C., 16000 North Dallas Parkway, Suite 350 Dallas, Texas 75248, upon payment of the costs of duplication therefor. Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Order, except as otherwise indicated herein.

**RELATIONSHIP AMONG THE PARTIES**

Tierra Financial Advisors, LLC, serves as financial advisor to the District (the “Financial Advisor”) and is a wholly owned subsidiary of D.R. Horton, Inc., a Delaware corporation (“D.R. Horton, Inc.”), the ultimate parent company of the Developer. The District was created in 2021 at the direction of D.R. Horton, Inc. to facilitate development in the District, and the Developer, which is a wholly-owned subsidiary of D.R. Horton, Inc. and the primary developer of land in the district, currently owns approximately 90.33% of the total taxable assessed value of property in the District as of January 1, 2023. See “DEVELOPMENT OF THE DISTRICT,” “THE DEVELOPER AND PRINCIPAL LANDOWNER” and “TAX DATA — Principal Taxpayers.” A portion of the proceeds of the Bonds will be used to reimburse the Developer for expenditures incurred in connection with the development of infrastructure in the District. See “THE BONDS — Use and Distribution of Bond Proceeds.” No employees of the Developer, D.R. Horton, Inc., or any other subsidiary or affiliate of D.R. Horton, Inc., are members of the Board and the Financial Advisor is subject to federal laws and regulations that require it to disclose, manage and mitigate conflicts of interest consistent with its fiduciary duties to the District.

**THE BONDS**

**General**

The following is a description of certain of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Order. A copy of the Bond Order may be obtained from the District upon written request made to Coats Rose, P.C., 16000 North Dallas Parkway, Suite 350 Dallas, Texas 75248.

The Bonds are dated August 1, 2024, with interest payable on March 1, 2025 and each September 1 and March 1 thereafter (each an “Interest Payment Date”) until the earlier of maturity or redemption. The Bonds are

fully registered bonds maturing on September 1 of the years shown on the inside cover page of this Official Statement. Principal of the Bonds will be payable to the registered owners (the “Registered Owners”) at maturity or redemption upon presentation at the principal payment office of the paying agent/registrars, initially, BOKF, N.A., Dallas, Texas (the “Paying Agent/Registrar”). Interest on the Bonds will be payable by check, dated as of the Interest Payment Date, and mailed by the Paying Agent/Registrar to Registered Owners as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding the Interest Payment Date (the “Record Date”) or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and a Registered Owner at the risk and expense of such Registered Owner.

### **Book-Entry-Only System**

The Bonds will be issued as fully registered bonds and 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 of the Bonds. Ownership interests in the Bonds may be purchased in book-entry form only in denominations of \$5,000 and any integral multiple thereof. So long as DTC is the securities depository all payments of principal and interest on the Bonds will be made to DTC and will be paid to the Beneficial Owners in accordance with DTC’s procedures and the procedures of DTC’s Participants. See APPENDIX C — “BOOK-ENTRY-ONLY SYSTEM.”

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

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

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

In the event the Book-Entry-Only System is discontinued, the Bonds are transferable only on the bond register kept by the Paying Agent/Registrar upon surrender at the corporate trust office of the Paying Agent/Registrar in Dallas, Texas. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. At any time after the date of delivery, any Bond may be transferred upon its presentation and surrender at the designated offices of the Paying Agent/Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner. The Bonds are exchangeable upon presentation at the designated office(s) of the Paying Agent/Registrar, for an equal principal amount of Bonds of the same maturity in authorized denominations. To the extent possible, new Bonds issued in exchange or transfer of Bonds will be delivered to the Registered Owner or assignee of the Registered Owner within not more than three (3) business days after the receipt by the Paying Agent/Registrar of the request in proper form to transfer or exchange the Bonds. New Bonds registered and delivered in an exchange or transfer shall be in the denomination of \$5,000 in principal amount for a Bond, or any integral multiple thereof for any one maturity and shall bear interest at the same rate and be for a like aggregate principal or maturity amount as the Bond or Bonds surrendered for exchange or transfer. Neither the Paying Agent/Registrar nor the District is required to issue, transfer, or exchange any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding Interest Payment Date or to transfer or exchange any Bond selected for redemption, in whole or in part, beginning fifteen (15) calendar days prior to, and ending on the date of the mailing of notice of redemption, or where such redemption is scheduled to occur within thirty (30) calendar days. No service charge will be made for any transfer or exchange, but the District or the Paying Agent/Registrar may require payment of a sum sufficient to cover any tax or governmental charge payable in connection therewith.

## Redemption of the Bonds

**Optional Redemption.** Bonds maturing on September 1, 2030, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on September 1, 2029, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. Notice of the exercise of the reserved right of redemption will be given at least thirty (30) days prior to the redemption date by sending such notice by first class mail to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such random method as the Paying Agent/Registrar deems fair and appropriate in integral multiples of \$5,000 within any one maturity. The Registered Owner of any Bond, all or a portion of which has been called for redemption, shall be required to present such Bond to the Paying Agent/Registrar for payment of the redemption price on the portion of the Bonds so called for redemption and issuance of a new Bond in the principal amount equal to the portion of such Bond not redeemed.

**Mandatory Sinking Fund Redemption.** The Bonds maturing September 1, 2040, September 1, 2045 and September 1, 2049 (the "Term Bonds") shall be subject to annual mandatory sinking fund redemption as shown on the tables below:

### Term Bonds Maturing September 1, 2040

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
2032	\$125,000
2033	135,000
2034	140,000
2035	150,000
2036	160,000
2037	165,000
2038	180,000
2039	190,000
2040 (Maturity)	200,000

### Term Bonds Maturing September 1, 2045

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
2041	\$210,000
2042	225,000
2043	240,000
2044	250,000
2045 (Maturity)	265,000



**Term Bonds Maturing September 1, 2049**

<i>Sinking Fund Redemption Date (September 1)</i>	<i>Principal Amount to be Redeemed</i>
2046	\$285,000
2047	300,000
2048	320,000
2049 (Maturity)	335,000

**Record Date for Interest Payment**

Interest on the Bonds will be paid to the registered owner appearing on the registration and transfer books of the Paying Agent/Registrar at the close of business on the “Record Date” (the fifteenth calendar day of the month next preceding each interest payment date) 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 registration and transfer books of the Paying Agent/Registrar or (ii) by such other method, acceptable to the Paying Agent/Registrar, requested by, and at the risk and expense of, the registered owner. If the date for the payment of the principal or interest on the Bonds shall be a Saturday, Sunday, a legal holiday, or a day when banking institutions in the city where the principal payment 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.

In the event of non-payment of interest on a scheduled 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 when funds for the payment of such interest have been received. Notice of the Special Record Date and of the scheduled payment date of the past due interest (“Special Payment Date” which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first class postage prepaid, to the address of each registered owner of a Bond appearing in the registration and transfer books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing such notice.

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

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

**Annexation**

Under existing Texas law, since all of the land within the District is situated within the extraterritorial jurisdiction of the City of Josephine, Texas (the “City”), the District may be annexed for full purposes by the City, subject to compliance by the City with various requirements of Chapter 43 of the Texas Local Government Code, as amended. Such requirements include the requirement that the City hold an election in the District whereby the qualified voters of the District approve the proposed annexation. If the District is annexed, the City must assume the District’s assets and obligations (including the Bonds) and abolish the District within ninety (90) days of the date of annexation. Annexation of territory by the City is a policy-making matter within the discretion of the Mayor and City Council of the City and ultimately the qualified voters in the District, and, therefore, the District makes no representation that the City will ever attempt to annex the District for full purposes and assume its debt. Moreover, no representation is made concerning the ability of the City to make

debt service payments should such annexation occur. The Bond Order provides for the termination of the pledge of taxes to the Bonds upon annexation and dissolution by the City.

### **Consolidation**

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

### **Authority for Issuance**

The Bonds are issued pursuant to (i) Article XVI, Section 59 of the Texas Constitution; (ii) Chapter 7956 of the Texas Special District Local Laws Code, and the general laws of the State of Texas, including particularly Chapters 49 and 54 of the Texas Water Code, as amended; (iii) an election held within the District on May 6, 2023; (iv) the Bond Order; and (v) the TCEQ Order. See "THE BONDS — Authority for Issuance."

At an election held within the District on May 6, 2023, voters of the District authorized the District's issuance of \$162,569,464 principal amount of unlimited tax bonds for the purposes of purchasing, constructing, acquiring, owning, leasing or operating a waterworks system, a surface water system, a sanitary sewer system and a drainage and storm sewer system serving the District (the "Utility System"); \$243,854,196 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Utility System; \$59,522,963 principal amount of bonds for the purposes of purchasing, constructing, acquiring, owning, operating or maintaining macadamized, graveled, and paved roads and turnpikes or improvements, including storm drainage in aid of such roads, for the District (the "Road System"); and \$89,284,444.50 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System. The Bonds represent the first series of bonds issued by the District.

### **Utility Bond Debt Service Fund**

The Bond Order creates a fund for debt service on the Utility Bonds and any additional unlimited tax bonds issued by the District for the Utility System (the "Utility Bond Debt Service Fund"). Twenty-four (24) months of capitalized interest on the Utility Bonds will be deposited from the proceeds from sale of the Utility Bonds into the Utility Bond Debt Service Fund. The Utility Bond Debt Service Fund, which constitutes a trust fund for the benefit of the owners of bonds issued for the Utility System, and any additional unlimited tax bonds issued by the District for the Utility System, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Utility Bonds and any of the District's other duly authorized bonds issued for the Utility System payable in whole or in part from taxes. Amounts on deposit in the Utility Bond Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Utility Bonds and any additional bonds for the Utility System payable in whole or in part from taxes, and to pay any tax anticipation notes issued, together with interest thereon, as such tax anticipation notes become due.

### **Source of Payment**

The Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. In the Bond Order, the District covenants to levy a sufficient tax to pay principal of and interest on the Bonds, with full allowance

being made for delinquencies, costs of collections, Paying Agent/Registrar fees, and fees of the Appraisal Districts (herein defined). Tax proceeds, after deduction for collection costs, will be placed in the Debt Service Fund and used solely to pay principal of and interest on the Bonds, any additional bonds payable from taxes that the District may hereafter issue for the Utility System, and fees of the Paying Agent/Registrar. Bonds issued for the Road System and for the Utility System are each supported by a separate unlimited tax levied by the District. Amounts on deposit in the Road System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Utility System, such as the Bonds. Amounts on deposit in the District's debt service fund established for bonds issued for the Utility System may not be used to pay debt service on bonds issued for the Road System. The Bonds are obligations solely of the District and are not the obligations of the State of Texas; Hunt County, Texas; Collin County, Texas; the City; or any entity other than the District.

### **Issuance of Additional Debt**

The District's voters have authorized the District's issuance of \$162,569,464 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System; \$243,854,196 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Utility System; \$59,522,963 bonds for the purpose of constructing or acquiring the Road System; and \$89,284,444.50 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System. The District may authorize additional amounts in the future.

The Bonds are the first series of bonds issued by the District. Following the issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$158,164,464 principal amount for acquiring or constructing the Utility System; \$243,854,196 principal amount for the refunding of bonds issued by the District for the Utility System; \$59,522,963 principal amount for acquiring or constructing the Road System; \$89,284,444.50 principal amount for the refunding of bonds issued for the Road System.

The Bond Order imposes no limitation on the amount of additional parity bonds that may be issued by the District, if authorized by the District's voters and, in the case of bonds for the Utility System, approved by the TCEQ. The District's issuance of the remaining \$158,164,464 principal amount of unlimited tax bonds for the Utility System shall be subject to prior approval by the TCEQ. The \$59,522,963 principal amount of unlimited tax bonds for acquiring or constructing the Road System is not subject to approval by the TCEQ.

Following the reimbursement with the proceeds of the Bonds, the District will owe the Developer approximately \$53 million for expenditures to construct the Utility System. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-to-property valuation ratios and thereby adversely affect the investment quality or security of the Bonds.

The District is also authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purposes. Before the District could issue such bonds, the following actions would be required: (a) authorization of a detailed fire protection plan; (b) approval of the fire plan by the TCEQ; (c) approval of the fire plan by the voters of the District; and (d) approval of bonds, if any, by the Attorney General of Texas. If additional debt obligations are issued in the future by the District, such issuance may increase gross debt-property ratios and might adversely affect the investment security of the Bonds.

### **No Arbitrage**

The District will certify, on the date of delivery of the Bonds, that based upon all facts and estimates now known or reasonably expected to be in existence on the date the Bonds are delivered and paid for, the District reasonably expects that the proceeds of the Bonds will not be used in a manner that would cause the Bonds, or any portion of the Bonds, to be "arbitrage bonds" under the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. Furthermore, all officers, employees, and agents of the District have been authorized and directed to provide certifications of facts and estimates that are material to the reasonable expectations of the District as of the date the Bonds are delivered and paid for. In

particular, all or any officers of the District are authorized to certify to the facts and circumstances and reasonable expectations of the District on the date the Bonds are delivered and paid for regarding the amount and use of the proceeds of the Bonds. Moreover, the District covenants that it shall make such use of the proceeds of the Bonds, regulate investment of proceeds of the Bonds and take such other and further actions and follow such procedures, including, without limitation, calculating the yield on the Bonds, as may be required so that the Bonds shall not become “arbitrage bonds” under the Code and the regulations prescribed from time to time thereunder.

### **Defeasance**

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

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

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

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

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

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

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

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

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

### **Amendments to the Bond Order**

The District may, without the consent of or notice to any Bondholder, amend the Bond Order in any manner not detrimental to the interests of the Bondholder, including the curing of any ambiguity, inconsistency or formal defect or omission therein. In addition, the District may, with the written consent of the Bondholders of a majority in aggregate principal amount of the Bonds then outstanding affected thereby, amend, add to or rescind any of the provisions of the Bond Order, provided that, without the consent of the Registered Owners of all of the Bonds affected, and provided that it has not failed to make a timely payment of principal of or interest on the Bonds, no such amendment, addition or rescission may (1) change the date specified as the date on which the principal of or any installment of interest on any Bond is due and payable, reduce the principal amount thereof, the redemption price thereof, or the rate of interest thereon, change the place or places at, or the coin or currency in which any Bond or the interest thereon is payable, or in any other way modify the terms or sources of payment of the principal of or interest on the Bonds, (2) give any preference to any Bond over any other Bond, or (3) modify any of the provisions of the Bond Order relating to the amendment thereof, except to increase any percentage provided thereby or to provide that certain other provisions of the Bond Order cannot be modified or waived without the consent of the holder of each Bond affected thereby. In addition, a state, consistent with federal law, may, in the exercise of its police power, make such modifications in the terms and conditions of contractual covenants relating to the payment of indebtedness of a political subdivision as are reasonable and necessary for attainment of an important public purpose.

### **Registered Owners' Remedies**

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

Statutory language authorizing local governments such as the District to sue and be sued does not waive the local government's sovereign immunity from suits for money damages, so that in the absence of other waivers of such immunity by the Texas Legislature, a default by the District in its covenants in the Bond Order may not be reduced to a judgment for money damages. If such a judgment against the District were obtained, it

could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District to enforce tax lien on taxable property to pay the principal of and interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may be further limited by a State of Texas statute reasonably required to attain an important public purpose or by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights and creditors of political subdivisions, such as the District.

**Use and Distribution of Bond Proceeds**

Proceeds from the sale of the Bonds will be used to reimburse the Developer for the construction costs set out below. Proceeds of the Bonds will also be used to pay those non-construction costs shown below. Non-construction costs are based upon either contract amounts, or estimates of various costs by the Engineer and the Financial Advisor (each hereinafter defined). The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Bonds and completion of agreed-upon procedures by the District's auditor. In the instance that approved estimated amounts exceed the actual costs, the difference comprises a surplus which may be expended for approved uses in accordance with the rules of the TCEQ. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

<i>Construction Costs</i>	<i>District's Share</i>
A. Developer Contribution Items	\$ --
B. District Items	
1. Riverfield Phase 1 – Off-site Water and Wastewater Improvements, Lift Station	<u>\$ 3,018,350</u>
Total District Items	<u>\$ 3,018,350</u>
Total Construction Costs (68.52% of Bond Issue Requirement)	\$ 3,018,350

<i>Non-Construction Costs</i>	
A. Legal Fees	\$ 98,100
B. Financial Advisor Fees	44,050
C. Interest	
1. Capitalized Interest (24 months @ 6.0%)	406,675
2. Developer Interest (up to five years @ 6.0%)	395,846
D. Underwriter's Discount (2.0%)	88,100
E. Operating Expenses	86,000
F. Bond Issuance Expenses	41,846
G. Bond Application Report Costs	45,000
G. Attorney General Fee (0.10% up to \$9,500)	4,405
H. TCEQ Bond Issuance Fee (0.25%)	11,013
I. Contingency	<u>156,615</u>
Total Non-Construction Costs	<u>\$ 1,386,650</u>
<b>TOTAL BOND ISSUE REQUIREMENT</b>	<b>\$ 4,405,000</b>

## THE DISTRICT

### Authority

Double R Municipal Utility District No. 2 of Hunt County (the “Original District”) was created pursuant to Senate Bill 2057, 84<sup>th</sup> Texas Legislative, Regular Session, codified at Chapter 7956, Texas Special District Local Laws Code, effective September 1, 2015. On August 3, 2021, the Original District approved the Division of the Original District into several municipal utility districts, including the District. The creation and operation of the District is pursuant to Article XVI, Section 59 and Article III, Section 52 of the Texas Constitution. The District operates under Chapters 49 and 54 of the Texas Water Code, as amended.

The District is empowered, among other things, to purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; the control and diversion of storm water; and the construction, operation and maintenance of macadamized, graveled or paved roads and turnpikes and improvements in aid thereof. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District is also empowered to establish, operate, and maintain fire-fighting facilities, independently or with one or more conservation and reclamation districts, subject to the approval of the TCEQ and the voters of the District. Additionally, the District may, subject to certain limitations, utilize non-tax revenues to develop and finance parks and recreational facilities.

Other than with respect to the construction and financing of roads and improvements in aid thereof, the TCEQ exercises continuing supervisory jurisdiction over the District. Construction of the District’s water and sanitary sewer system is subject to the regulatory jurisdiction of additional governmental agencies.

### Description

The District is located approximately 35 miles northeast of the central business district of the City of Dallas, Texas. The District is located within Hunt County, Texas and Collin County, Texas and lies entirely within the extraterritorial jurisdiction of the City. The District encompasses approximately 479.4 total acres.

### Management of the District

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

<i>Name</i>	<i>Title</i>	<i>Term Expires May</i>
Mark Miller	President	2028
David Lord	Vice President	2028
Matt Trulock	Secretary	2026
Donald Martinek	Assistant Secretary	2026
Timothy Miller	Assistant Secretary	2026

### Investment Policy

The District has adopted an Investment Policy (the “Investment Policy”) as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code (the “Act”). The District’s goal is to preserve principal and maintain liquidity in a diversified portfolio while securing a competitive yield on its portfolio. Funds of the District are to be invested only in accordance with the Investment Policy. The Investment Policy states that the funds of the District may be invested in short term obligations of the U.S. or its agencies or instrumentalities, in certificates of deposits insured by the Federal Deposit Insurance Corporation and secured by collateral authorized

by the Act, and in TexPool and TexStar, which are public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate, the inclusion of long term securities or derivative products in the portfolio.

## **Consultants**

Although the District does not have a general manager or any other full-time employees, it has contracted for utility system operating, bookkeeping, tax assessing and collecting, auditing, engineering, and legal services as follows:

*Tax Assessors/Collectors:* For the portion of the District located within Hunt County, Texas, the District's Tax Assessor/Collector is Randy Wineinger, Hunt County Tax Assessor/Collector. For the portion of the District located within Collin County, Texas, the District's Tax Assessor/Collector is Kenneth Maun, Collin County Tax Assessor/Collector.

*Bookkeeper:* The District contracts with L&S District Services, LLC for bookkeeping services.

*Utility System Operator:* The City operates the utility system that provides service to the District.

*Auditor:* The District's financial statements for the fiscal year ended May 31, 2023, were audited by McGrath & Co., PLLC. See Appendix A for a copy of such audited financial statements.

*Engineer:* The consulting engineer retained by the District in connection with the design and construction of the District's facilities is JBI Partners, Inc. (the "Engineer").

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

*Disclosure Counsel:* Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, serves as Disclosure Counsel to the District for issuance of the Bonds. The fee to be paid Disclosure Counsel for services rendered in connection with the issuance of the Bonds is contingent on the issuance, sale and delivery of the Bonds.

*Financial Advisor:* Tierra Financial Advisors, LLC is engaged as financial advisor to the District in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information in this Official Statement. Tierra Financial Advisors, LLC is a wholly owned subsidiary of D.R. Horton, Inc. See "RELATIONSHIP AMONG THE PARTIES" herein.

## **THE DEVELOPER AND PRINCIPAL LANDOWNER**

### **Role of the Developer**

In general, the activities of a developer in a municipal utility district such as the District include purchasing the land within the District, designing the subdivision, designing the utilities and streets to be constructed in the subdivision, designing any community facilities to be built, defining a marketing program and building schedule, securing necessary governmental approvals and permits for development, arranging for the construction of roads and the installation of utilities (including, in some cases, water, wastewater, and drainage facilities pursuant to the rules of the TCEQ, as well as gas, telephone, and electric service) and selling improved



lots to builders, developers, or other third parties, or to build, construct and sell homes directly to homeowners. In most instances, the developer will be required to pay up to thirty percent of the cost of constructing certain water, wastewater, and drainage facilities in a utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of the property within a municipal utility district may have a profound effect on the security of the unlimited tax bonds issued by a district. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which it owns within a district. In addition, a developer is ordinarily a major taxpayer within a municipal utility district during the development phase of the property.

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

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

## **The Developer**

D.R. Horton – Texas, LTD., a Texas limited partnership (previously defined as the “Developer”), is the principal land-owner and the only active developer of land within the District currently. The Developer is a wholly-owned subsidiary of D.R. Horton, Inc., a Delaware corporation (previously defined as “D.R. Horton, Inc.”). D.R. Horton, Inc. is a public company whose common stock is traded on the New York Stock Exchange under the symbol “DHI.” D.R. Horton, Inc. has been the largest homebuilder by volume in the United States since 2002. Founded in 1978 in Fort Worth, Texas, D.R. Horton, Inc. has operations in 119 markets in thirty-three (33) states across the United States and closed 94,049 homes in the twelve-month period ended March 31, 2024. Consolidated revenues for the same twelve-month period exceeded \$37.1 billion. D.R. Horton, Inc. is engaged in the construction and sale of high-quality homes through its diverse brand portfolio that includes D.R. Horton, Express Homes, Freedom Homes and Emerald Homes.

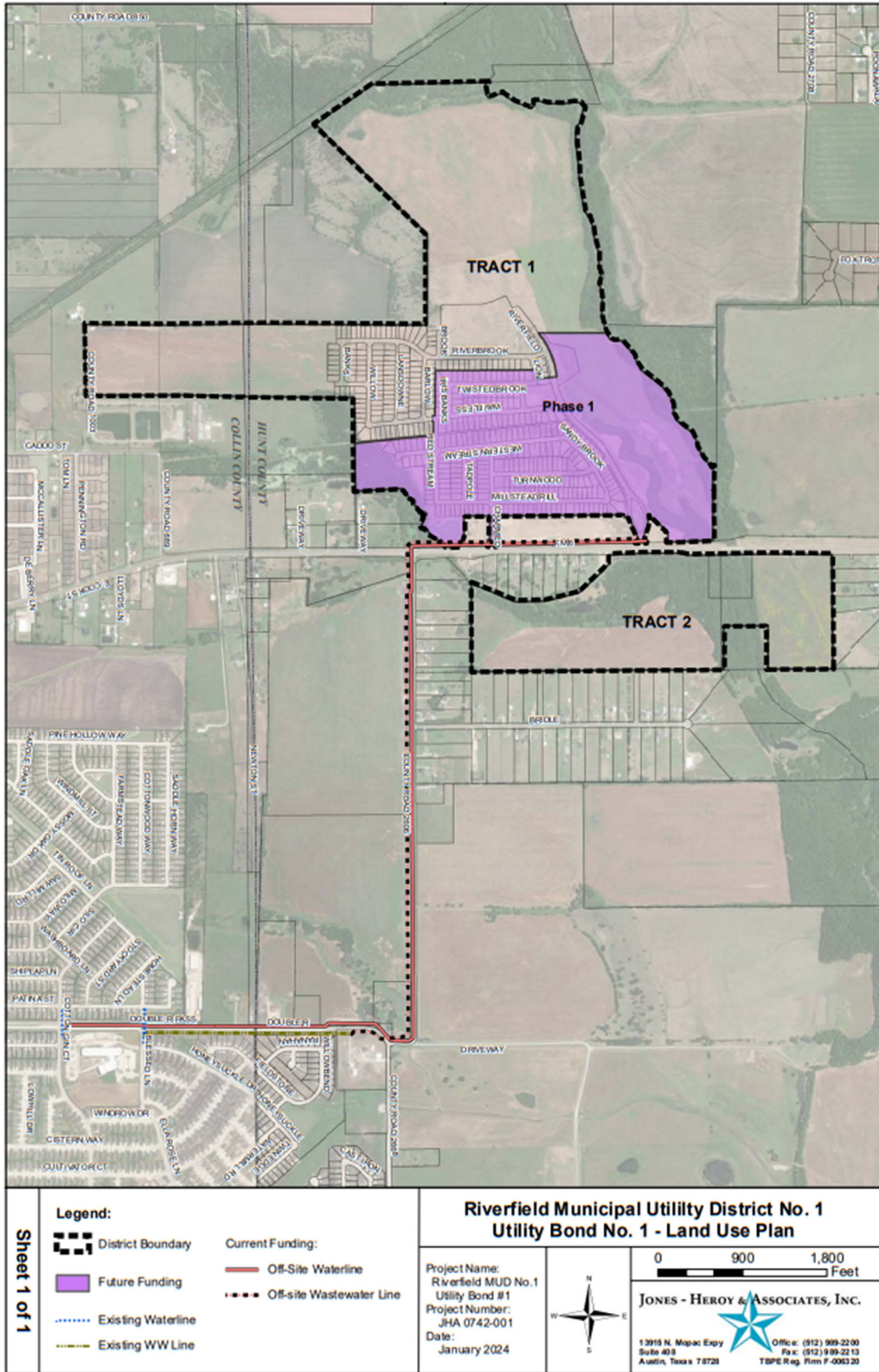
D.R. Horton, Inc. is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information, including financial statements, with the Securities and Exchange Commission (the “SEC”). Such filings, particularly, D.R. Horton, Inc.'s most recent Annual Report on Form 10-K and D.R. Horton, Inc.'s most recent Quarterly Report on Form 10-Q set forth certain data relative to the consolidated results of operations and financial position of D.R. Horton, Inc. and its subsidiaries, including the Developer, as of their respective dates. However, D.R. Horton, Inc. is not legally obligated to provide funds for the development of the District, to provide funds to pay taxes on property in the District owned by the Developer, or to pay any other obligations of the Developer. Further, neither the Developer nor D.R. Horton, Inc. is responsible for, is liable for or has made any commitment for payment of the Bonds or other obligations of the District, and the inclusion of such financial statements and description of financial arrangements by reference herein should not be construed as an implication to that effect. Neither the Developer nor D.R. Horton, Inc. has any legal commitment to the District or owners of the Bonds to continue development of the land within the District and the Developer may sell or otherwise dispose of its property within the District, or any other assets, at any time. Further, the financial condition of the Developer and D.R. Horton, Inc. is subject to change at any time.

The SEC maintains an Internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC, including D.R. Horton, Inc. The address of such Internet web site is [www.sec.gov](http://www.sec.gov). All documents subsequently filed by D.R. Horton, Inc. pursuant to the requirements of the Exchange Act after the date of this Official Statement will be available for inspection in such manner as the SEC prescribes.

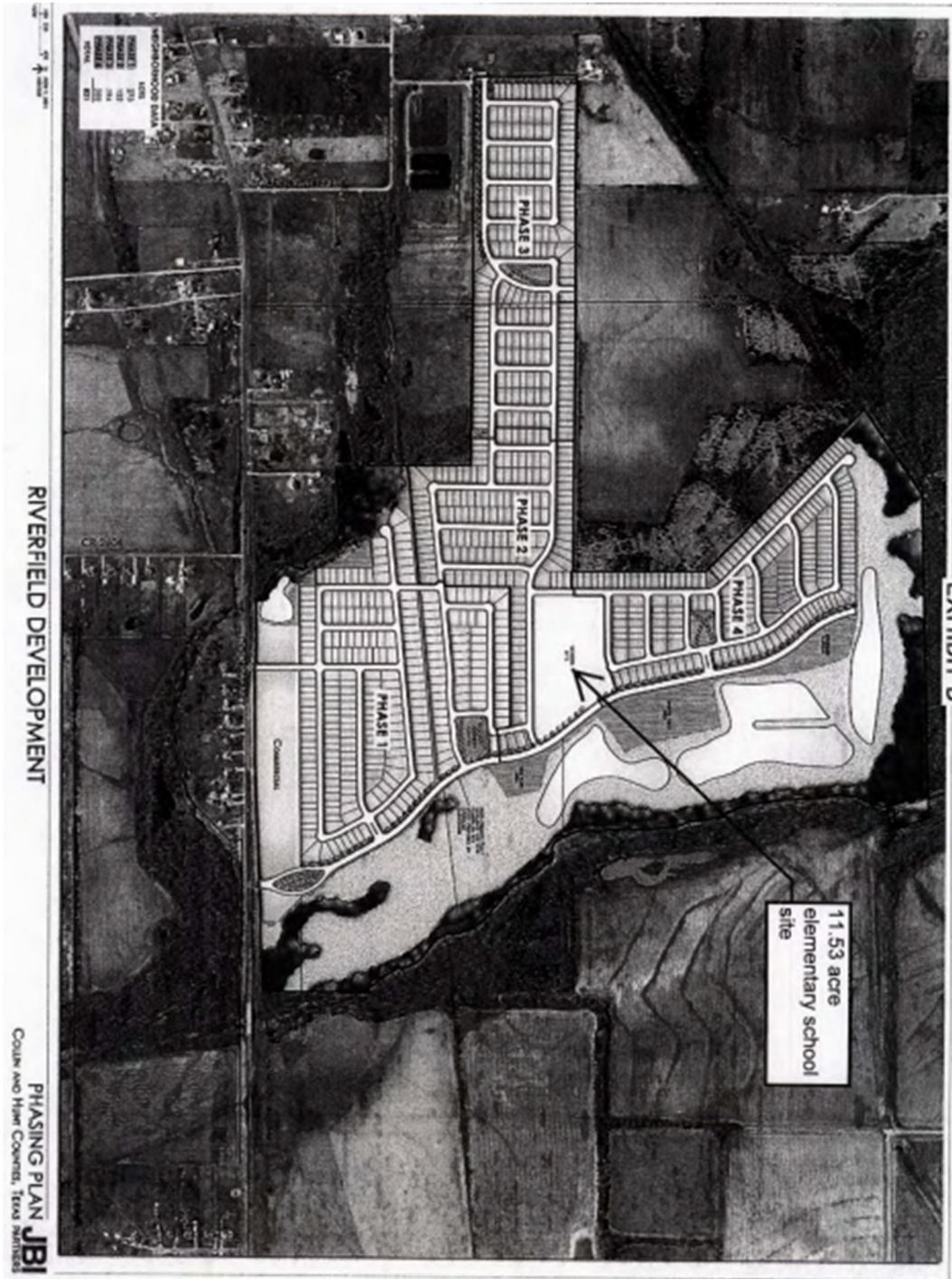
Copies of D.R. Horton, Inc.'s Annual Report and each of its other quarterly and current reports, including any amendments, are available from D.R. Horton, Inc.'s website at [www.drhorton.com](http://www.drhorton.com).

*The foregoing Internet addresses and references to filings with the SEC are included for reference only, and the information on these Internet sites and on file with the SEC are not a part of this Official Statement and are not incorporated by reference into this Official Statement. No representation is made in this Official Statement as to the accuracy or adequacy of the information contained on these Internet sites. None of the Developer or D.R. Horton, Inc. is obligated to advance funds to pay for development or construction costs or to pay taxes on property in the District, and investors should not rely on the information and financial statements contained on such internet sites in evaluating whether to buy, hold or sell the Bonds.*

# LAND USE PLAN FOR DISTRICT



LAND USE PLAN FOR DISTRICT











## DEVELOPMENT OF THE DISTRICT

### General

The District consists of two separate but adjacent tracts of land totaling approximately 479.4 acres. Tract 1 of the District is currently being developed into a single-family residential development known as “Riverfield.” Tract 1 of the property within the District consists of approximately 389.9 acres and at full buildout is expected to consist of 821 detached single-family homes across approximately 340.9 acres, with the remaining property within Tract 1 expected to consist of approximately 14.3 acres of commercial development, an approximately 11.5-acre school site, an amenity center for the Riverfield development, streets and open space.

The single family residential portion of Tract 1 of the District is expected to be developed in four phases. As of June 1, 2024, homes were currently under construction in Phase 1 (which is expected to consist of 273 single family homes), and as of such dates 181 homes had been completed, 38 homes were in various stages of construction and there were an additional 54 finished lots. As of June 1, 2024, lots within Phase 2 (which is expected to consist of 152 single family homes) had been brought to a finished lot condition, and construction of homes is expected to begin in June or July 2024. As of June 1, 2024, the Developer was developing lots within with Phase 3 (which is expected to consist of 194 single family homes) and Phase 4 (which is expected to consist of 202 single family homes), and the Developer expected that such lots would be delivered in finished lot condition in September or October 2024 and July or August 2024, respectively.

Within Tract 1 of the District, as of June 1, 2024, 181 homes had been completed (17 of which were owned by the Developer and under contract with individual homeowners, 31 of which were owned by the Developer and 133 of which had been conveyed to individual homeowners) and the Developer owned 38 single family homes under construction and 602 vacant lots under development. See “—Status of Development Within the District” below. Homes in the District currently range in price from approximately \$264,990 to approximately \$336,990 and in size from approximately 1,294 square feet to 2,645 square feet.

Tract 2 of the property within the District consists of approximately 89.5 acres. The Development Agreement provides that lots within Tract 2 of the District shall be developed as estate single-family lots with minimum lot areas of 1.5 acres. The property within Tract 2 of the District is currently owned by Double R Land Company LLC (“Double R”). Double R is controlled by Ryan Horton and Reagan Horton, who are the adult sons of the late Donald R. Horton, the previous Chairman of D.R. Horton, Inc. D.R. Horton, Inc. has a strategic relationship with Ryan Horton and Regan Horton and entities controlled by them (including Double R), pursuant to which such entities serve as a land seller and land banker to D.R. Horton, Inc. and its subsidiaries; however, the Developer does not currently have any plans to purchase or develop the property within Tract 2 of the District.

The approximately 14.3 acre commercial portion of Tract 1 of the District is also currently owned by Double R. Neither the Developer nor Double R has developed plans for development of the commercial parcel.

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

## **Development Agreement**

Upon formation of the Original District, the original owner of the property within the District, Double R Land Company LLC, a Texas limited liability company (“Double R”), entered into a Development Agreement with the City for the purposes, among other things, of coordinating the development of the District and providing for the provisions of water and wastewater services to the property within the District. The Developer acquired the property within the District from Double R and Double R assigned the Development Agreement to the Developer.

The Development Agreement provides that the maximum single-family residential density for any of the property within Tract 1 of the District shall be no greater than 3.5 dwelling units per gross acre, and that the single-family homes within Tract 1 of the District shall be on lots ranging from 40 feet to 75 feet wide and with minimum lot areas ranging from 4,800 square feet to 9,000 square feet. The Development Agreement also provides certain restrictions related to exterior masonry of the homes within the District, garage doors and landscaping. The Developer is currently in compliance with the terms of the Development Agreement and the Developer’s development plans comply with the requirements of the Development Agreement.

In addition to the connection fees described below under the caption “THE UTILITY SYSTEM,” the Development Agreement provides that the Developer is required to pay certain fees to the City as each lot is developed, including building inspection fees (\$800 per lot), public safety service fees (\$1,000 per lot), professional service fees (\$700 per lot) and public park maintenance fees (\$300 per lot). The Development Agreement provides that the Developer may obtain building permits prior to the filing of any final plats, provided no certificate of occupancy will be issued by the City until all public improvements within such plat, including all streets and utilities have been completed, inspected and accepted by the City, and the final plat has been approved by the City and recorded in the plat records of the applicable county.

The Development Agreement further provides that the Developer shall construct an approximately 90-acre public park with public access and, among other things, several lakes, hiking and bike trails, parking, a dog park, youth soccer fields and baseball fields and pickleball courts. The Developer is required by the Development Agreement to begin construction of the park prior to the 500th single-family home within the District being platted and to complete construction of the park within one year thereafter. The earthwork portion of the construction of the park is currently underway, and completion of the park is being coordinated with the City to meet the requirements of the Development Agreement.

Other requirements of the Development Agreement include dedication of the approximately 11.5 acre school site to the Community Independent School District, reservation of a five-acre public safety site, construction of a community amenity center and maintenance of a minimum of 30,000 square feet of neighborhood open space for every 250 single-family homes (inclusive of detention ponds and any floodplain acres).



**Status of Development within the District**

The following tables shows the status of construction of the single family homes within Tract 1 of the District as of June 1, 2024:

<i>Phase</i>	<i>Acreage</i>	<i>Lots</i>	<i>Homes Completed (Homeowners )</i>	<i>Homes Completed (Developer)</i>	<i>Under Construction</i>	<i>Vacant Lots</i>
<i>Tract 1</i>						
Riverfield, Phase 1	123.26	273	133	48	38	54
Riverfield, Phase 2	46.16	152	--	--	--	152
Riverfield Phase 3	45.09	194	--	--	--	194
Riverfield, Phase 4	<u>126.37</u>	<u>202</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>202</u>
Totals	340.88	821	133	48	38	602

**Financing Plan**

Through June 1, 2024, the Developer had spent approximately \$87,565,373 in site acquisition and development costs, permits and impact fees, home construction costs, and other development, marketing and sales costs (exclusive of internal financing repayment, corporate overhead and other carry costs) related to its development within the District. The Developer expects to spend approximately \$98,220,166 in additional site development costs, permit and impact fees, home construction costs, and other development, marketing and sales costs (exclusive of corporate overhead and other carry costs) between June 1, 2024 and full build-out of its homes proposed to be constructed in the District.

To date, the Developer has financed its land acquisition, site development and home construction costs related to its property within the District through internally generated funds. The Developer expects to use internal funding (which may include home sales revenues from its project within the District) to complete its development activities within the District. However, home sales revenues from the Developer’s activities in the District are not segregated and set aside for completing the homes in the District. Notwithstanding the foregoing, the Developer believes that it will have sufficient funds to complete its construction and sale of homes in the District.

Notwithstanding the current belief of the Developer that it will have sufficient funds to complete its planned development in the District, no assurance can be given that sources of financing available to the Developer will be sufficient to complete the property development and home construction as currently anticipated. Neither the Developer nor any of its related entities are under any legal obligation of any kind to expend funds for the development and construction of homes on its property in the District, or the payment of property taxes for property within the District. Any contributions by the Developer to fund the costs of such development are entirely voluntary.

If and to the extent that internal funding, including but not limited to home sales revenues are inadequate to pay the costs to complete the planned development by the Developer within the District and other financing by the Developer is not put into place, there could be a shortfall in the funds required to complete the planned development by the Developer or to pay property taxes related to the Developer’s property in the District, and the remaining portions of the Developer’s project in the District may not be completed. Many factors beyond the Developer’s control, or a decision by the Developer to alter its current plans, may cause the actual sources and uses to differ from the projections. See “RISK FACTORS” herein for a discussion of risk factors.

## THE ROAD SYSTEM

Construction of the District's Road System is subject to regulations by the City and the Texas Department of Transportation. The roads in the District are constructed with either reinforced concrete pavement with curbs on lime stabilized subgrade or asphalt on lime stabilized subgrade. Remaining streets provide local interior service within the District. The Road System also includes, or will include, streetlights and franchise utilities (power, phone and cable). Public utilities such as water, wastewater and storm drainage are typically located within street rights-of-way. The Road System is maintained by the City and consists, or will consist upon completion, of the internal roadways adequate for serving the single family homes within the District.

## THE UTILITY SYSTEM

### Regulation

According to the Engineer, the Utility System has been designed in accordance with accepted engineering practices and the requirements of all governmental agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities including, among others, the TCEQ, Collin County, Texas, Hunt County, Texas, and the City. According to the District's Engineer, the design of all such facilities has been approved by all required governmental agencies and inspected by the TCEQ.

### Description of the Utility System

**Water Supply.** Water supply for the District is provided by the City pursuant to the Development Agreement. Pursuant to the Development Agreement, the City is required to provide water service to serve the District and will operate and maintain the facilities within the District. Additionally, pursuant to the Development Agreement, the Developer was required to fund an off-site water line built by the City and one built by the District, as well as other water facilities improvements made by the City in order to connect the City's system to the property within the District.

The City receives water service from the North Texas Municipal Water District from the Wylie Water Treatment Plant. Pursuant to the Agreement, the District pays a connection fee of \$500 for each equivalent single-family connection connected to the City's water system. The required water supply infrastructure Phase 1 and Phase 2 of the Riverfield development has been completed and accepted by the City. The required water supply infrastructure for Phase 3 and Phase 4 of the Riverfield development is currently under construction, with completion and acceptance by the City expected by the end of calendar year 2024.

As described under "THE BONDS—Use and Distribution of Bond Proceeds," a portion of the proceeds of the Bonds is expected to be used to fund a portion of the District built off-site water line. The remaining cost of the District and City off-site water lines and the additional water facilities improvements, and all or a portion of the water connection fees paid to the City, are expected to be paid from the proceeds of future bond issuances by the District.

**Wastewater Treatment.** Wastewater treatment for the District is also provided by the City pursuant to the Development Agreement. Pursuant to the Development Agreement, the City is required to provide wastewater treatment service from the City of Josephine Wastewater Treatment Plant (the "Treatment Plant") to the District and will operate and maintain the facilities within the District.

Pursuant to the Development Agreement, the District built an off-site wastewater line and lift station to connect to the existing Treatment Plant. Additionally, the Developer was required to fund wastewater treatment plant improvements made by the City in order to connect the City's system to the property within the District. Pursuant to the Development Agreement, the District pays a connection fee of \$500 for each equivalent single-family connection connected to the City's wastewater system. The required wastewater supply infrastructure Phase 1 and Phase 2 of the Riverfield development has been completed and accepted by the City. The required

wastewater supply infrastructure for Phase 3 and Phase 4 of the Riverfield development is currently under construction, with completion and acceptance by the City expected by the end of calendar year 2024.

As described under “THE BONDS—Use and Distribution of Bond Proceeds,” a portion of the proceeds of the Bonds is expected to be used to fund a portion of the off-site wastewater line and lift station. The remaining portion and the District’s share of the additional wastewater improvements, and all or a portion of the wastewater connection fees paid to the City, are expected to be paid from the proceeds of future bond issuances by the District.

**Drainage.** The property within the District naturally drains to the southwest into Brushy Creek and to the southwest into Sabine Creek. Rainwater flows to curb and gutter streets to an underground storm sewer collection system to detention ponds or natural drainage ways before being released to either Brushy Creek or Sabine Creek.

**100-Year Flood Plain.** A small portion of Tract 1 of the District lies within the 100-year floodplain as defined by the Federal Emergency Management Agency Flood Insurance Rate Maps. All efforts have been made and completed along Tract 1 to reclaim the available portions for development.

### Historical Operations of the System

The following is a summary of the District’s general operating fund. The figures below were obtained from the District’s audited financial statements for the fiscal years ended May 31, 2023 and the District’s Bookkeeper. See Appendix A. The District is required by statute to have a certified public accountant audit its financial statements, which statements are then required to be filed with the TCEQ.

	<i>Fiscal Year Ended May 31, 2024<sup>(a)</sup></i>	<i>Fiscal Year Ended May 31, 2023<sup>(b)</sup></i>	<i>Fiscal Year Ended May 31, 2022<sup>(b)(c)</sup></i>	<i>Fiscal Year Ended May 31, 2021<sup>(b)(c)</sup></i>
<b>Revenues:</b>				
Total Revenues	--	--	--	--
<b>Expenditures:</b>				
Current Service Operations				
Professional Fees	\$ 50,000	\$ 45,097	\$ 24,164	\$ 1,084
Contracted Services	3,600	2,972	--	--
Administrative Expenditures	6,195	4,048	2,925	--
Other	<u>600</u>	<u>845</u>	<u>175</u>	<u>--</u>
Total Expenditures	\$ 60,395	\$ 52,962	\$ 27,264	\$ 1,084
Revenues Over (Under)	\$ (60,395)	\$ (52,962)	\$ (27,264)	\$ (1,084)
Expenditures				
Other Financing Sources (Uses)				
Developer Advances	\$ 60,395	\$ 66,000	\$ 3,000	--
Net Change in fund balances	--	\$ 13,038	\$ (24,264)	\$ (1,084)
Fund Balance, Beginning of Year	\$ (12,310)	\$ (25,348)	\$ (1,084)	--
Fund Balance, End of Year	\$ (12,310)	\$ (12,310)	\$ (25,348)	\$ (1,084)

<sup>(a)</sup> From the District’s annual budget as of March 2024. From the District’s Bookkeeper.

<sup>(b)</sup> From the District’s Audited Financial Statements for the Year ending May 31, 2023.

<sup>(c)</sup> Unaudited.

**DISTRICT DEBT**

**Debt Service Requirement Schedule**

The following schedule sets forth the principal and interest requirements on the Bonds.

<i>Year Ending May 31</i>	<i>Principal</i>	<i>Interest</i>	<i>Total Debt Service</i>
2025	--	\$ 107,882	\$ 107,882
2026	--	203,338	203,338
2027	--	203,338	203,338
2028	\$ 95,000	200,131	295,131
2029	100,000	193,550	293,550
2030	105,000	186,631	291,631
2031	110,000	179,375	289,375
2032	120,000	172,438	292,438
2033	125,000	166,556	291,556
2034	135,000	161,031	296,031
2035	140,000	155,188	295,188
2036	150,000	149,025	299,025
2037	160,000	142,438	302,438
2038	165,000	135,531	300,531
2039	180,000	128,200	308,200
2040	190,000	120,338	310,338
2041	200,000	112,050	312,050
2042	210,000	103,075	313,075
2043	225,000	93,288	318,288
2044	240,000	82,825	322,825
2045	250,000	71,800	321,800
2046	265,000	60,213	325,213
2047	285,000	48,016	333,016
2048	300,000	35,219	335,219
2049	320,000	21,656	341,656
2050	<u>335,000</u>	<u>7,328</u>	<u>342,328</u>
Total	\$ 4,405,000	\$ 3,240,457	\$ 7,645,457

Average Annual Debt Service Requirements on the Bonds (2025 - 2050)..... \$ 294,056

Maximum Annual Debt Service Requirements on the Bonds (2050)..... \$ 342,328

## Bonded Indebtedness

2023 Certified Taxable Assessed Valuation	\$ 5,096,540 <sup>(a)</sup>
Estimated Assessed Valuation as of December 1, 2023	\$ 44,072,321 <sup>(b)</sup>
Estimated Preliminary Assessed Valuation as of January 1, 2024	\$ 47,469,080 <sup>(c)</sup>
Direct Debt:	
The Bonds	\$ 4,405,000
Total	\$ 4,405,000
Estimated Overlapping Debt	\$ 1,113,840 <sup>(d)</sup>
Total Direct and Estimated Overlapping Debt	\$ 5,518,840 <sup>(d)</sup>
Direct Debt Ratio:	
As a percentage of 2023 Certified Taxable Assessed Valuation	86.43%
As a percentage of Estimated Assessed Valuation as of December 1, 2023	9.99%
As a percentage of Estimated Preliminary Assessed Valuation as of January 1, 2024	9.28%
Direct and Estimated 2023 Debt Ratio:	
As a percentage of 2023 Certified Taxable Assessed Valuation	108.29%
As a percentage of Estimated Assessed Valuation as of December 1, 2023	12.52%
As a percentage of Estimated Preliminary Assessed Valuation as of January 1, 2024	11.63%
District Funds	
Utility Bond Debt Service Fund (as of April 15, 2024)	\$ -- <sup>(e)</sup>
Operating Fund (as of April 15, 2024)	\$ 12,406
2023 Tax Rate per \$100 of Taxable Assessed Valuation:	
Utility Debt Service	\$ --
Road Debt Service	--
Maintenance & Operation	1.000
Total	\$ 1.000 <sup>(f)</sup>

<sup>(a)</sup> Represents the assessed valuation of all taxable property in the District as of January 1, 2023, provided by the Collin and Hunt Central Appraisal Districts (the "Appraisal Districts"). See "TAX DATA" and "TAXING PROCEDURES."

<sup>(b)</sup> Provided by the Appraisal Districts for informational purposes only. This amount is an estimate of the taxable value of all taxable property located within the District as of January 1, 2023 and includes an estimate of additional value resulting from the construction of taxable improvements from January 1, 2023 to December 1, 2023. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."

<sup>(c)</sup> Represents the preliminary assessed valuation of all taxable property in the District as of January 1, 2024, provided by the Appraisal District. Values are uncertified until the Appraisal District certifies rolls in late July. See "TAX DATA" and "TAXING PROCEDURES."

<sup>(d)</sup> See "DISTRICT DEBT — Direct and Estimated Overlapping Debt Statement."

<sup>(e)</sup> Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Utility System Debt Service Fund. The funds in the Utility System Debt Service Fund are pledged only to pay the debt service on the Bonds, and any other bonds issued for the purpose of acquiring or constructing the Utility System. The Bonds include 24 months of capitalized interest which will be deposited into the Utility System Debt Service Fund.

<sup>(f)</sup> See "DISTRICT DEBT — Utility System Debt Service Requirement Schedule."

## Direct and Estimated Overlapping Debt Statement

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

### Hunt County

<i>Taxing Jurisdiction</i>	<i>Outstanding Debt 6/1/2024<sup>(b)</sup></i>	<i>Overlapping</i>	
		<i>Percent</i>	<i>Amount</i>
Hunt County	\$ 9,665,000	0.029%	\$ 2,759
Hunt Memorial Hospital District	31,575,000	0.029	9,295
Community Independent School District	535,709,910	4.631	<u>908,655</u>
Total Estimated Overlapping Debt			\$ 920,709

### Collin County

<i>Taxing Jurisdiction</i>	<i>Outstanding Debt 6/1/2024<sup>(b)</sup></i>	<i>Overlapping</i>	
		<i>Percent</i>	<i>Amount</i>
Collin County	\$ 658,360,000	0.001%	\$ 3,986
Collin County Community College District	480,350,000	0.001	3,130
Community Independent School District	348,470,000	0.055	<u>186,016</u>
Total Estimated Overlapping Debt			\$ 193,131
The District <sup>(a)</sup>			\$ 4,405,000
Total Direct and Estimated Overlapping Debt			\$ 5,518,840

<sup>(a)</sup> Represents the Bonds

<sup>(b)</sup> Source: Texas MAC

## Debt Ratios

### Direct Debt Ratios:

As a percentage of 2023 Certified Taxable Assessed Valuation.....	86.43%
As a percentage of Estimate of Value as of December 1, 2023 .....	9.99%
As a percentage of Estimate of Preliminary Value as of January 1, 2024.....	9.28%

### Direct and Estimated Overlapping Debt Ratios<sup>(a)</sup>:

As a percentage of 2023 Certified Taxable Assessed Valuation.....	108.29%
As a percentage of Estimate of Value as of December 1, 2023 .....	12.52%
As a percentage of Estimate of Preliminary Value as of January 1, 2024.....	11.63%

## **TAXING PROCEDURES**

### **Authority to Levy Taxes**

The Board is authorized to levy an annual ad valorem tax, without legal limitation as to rate or amount, on all taxable property within the District in sufficient amount to pay the principal of and interest on the Bonds and any additional bonds payable from taxes that the District may hereafter issue for the purpose of acquiring or constructing the Utility System or the Road System and to pay the expenses of assessing and collecting such taxes. In the Bond Order, the District agrees to levy such a tax from year to year as described more fully above under “THE BONDS — Source of Payment.” Under Texas law, the Board may also levy and collect annual ad valorem taxes for the operation and maintenance of the District for the payment of certain contractual obligations. See “TAX DATA — Maintenance Tax.”

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

Title I of the Texas Tax Code (the “Property Tax Code”) specifies the taxing procedures of all political subdivisions of the State of Texas, including the District. Provisions of the Property Tax Code are complex and are not fully summarized herein. The Property Tax Code requires, among other matters, county-wide appraisal and equalization of taxable property values and establishes in each county of the State of Texas an appraisal district with the responsibility for recording and appraising property for all taxing units within a county and an appraisal review board with responsibility for reviewing and equalizing the values established by the appraisal district of county. The Collin Central Appraisal District has the responsibility for appraising property in the District located within Collin County and the Hunt County Appraisal District has the responsibility for appraising property in the District located within Hunt County. Such appraisal values are subject to review and change by the Collin County Appraisal Review Board or the Hunt County Appraisal Review Board, as applicable. Under certain circumstances, taxpayers and taxing units (such as the District) may appeal the orders of said appraisal review boards by filing a petition for review in state district court. In such event, the value of the property in question will be determined by the court or by a jury if requested by any party. Absent any such appeal, the appraisal roll, as prepared by either the Collin Central Appraisal District or the Hunt County Appraisal District, as applicable, and approved by the applicable appraisal review board, must be used by each taxing jurisdiction in establishing its tax roll and rate.

The Property Tax Code requires the appraisal district, by May 15 of each year, or as soon thereafter as practicable, to prepare appraisal records of property as of January 1 of each year based upon market value. The chief appraiser must give written notice before May 15, or as soon thereafter as practicable, to each property owner whose property value is appraised higher than the value in the prior tax year or the value rendered by the property owner, or whose property was not on the appraisal roll the preceding year, or whose property was reappraised in the current tax year. Notice must also be given if ownership of the property changed during the preceding year. The appraisal review board has the ultimate responsibility for determining the value of all taxable property within the District; however, any property owner who has timely filed notice with the appraisal review board may appeal a final determination by the appraisal review board by filing suit in a Texas district court. Prior to such appeal or any tax delinquency date, however, the property owner must pay the tax due on the value of that portion of the property involved that is not in dispute or the amount of tax imposed in the prior year, whichever is greater, or the amount of tax due under the order from which the appeal is taken. In such event, the value of the property in question will be determined by the court, or by a jury, if requested by any party. In addition, taxing units, such as the District, are entitled to challenge certain matters before the appraisal review board, including the level of appraisals of a certain category of property, the exclusion of property from the appraisal records of the granting in whole or in part of certain exemptions. A taxing unit may not, however, challenge the valuation of individual properties.

Although the District has the responsibility for establishing tax rates and levying and collecting its taxes each year, under the Property Tax Code, the District does not establish appraisal standards or determine the frequency of revaluation or reappraisal. The appraisal district is governed by a board of directors elected by the

governing bodies of the county and all cities, towns, school districts and, if entitled to vote, the conservation and reclamation districts that participate in the appraisal district. The Property Tax Code requires each appraisal district to implement a plan for periodic reappraisal of property to update appraised values. Such plan must provide for reappraisal of all real property in the appraisal district at least once every three years. It is not known what frequency of future reappraisals will be utilized by the Appraisal Districts or whether reappraisals will be conducted on a zone or county-wide basis.

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

**General.** Except for certain exemptions provided by Texas law, all real property, tangible personal property held or used for the production of income, mobile homes and certain categories of intangible personal property with a tax situs in the District are subject to taxation by the District. Principal categories of exempt property include, but are not limited to: property owned by the State of Texas or its political subdivisions, if the property is used for public purposes; property exempt from ad valorem taxation by federal law; certain household goods, family supplies and personal effects; certain goods, wares, and merchandise in transit; certain farm products owned by the producer; certain property of charitable organizations, youth development associations, religious organizations, and qualified schools; designated historical sites; travel trailers; and most individually owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons 65 years of age or older and certain disabled persons, to the extent deemed advisable by the Board. The District may be required to offer such exemptions if a majority of voters approve the same at an election. The District would be required to call an election upon petition by twenty percent (20%) of the number of qualified voters who voted in the preceding election. The District is authorized by statute to disregard exemptions for the disabled and elderly if granting the exemption would impair the District's obligation to pay tax-supported debt incurred prior to adoption of the exemption by the District. The District has not adopted disabled or over 65 years of age exemptions. Furthermore, the District must grant exemptions to disabled veterans or certain surviving dependents of disabled veterans, if requested, but only to the maximum extent of between \$5,000 and \$12,000 depending upon the disability rating of the veteran claiming the exemption. A veteran who receives a disability rating of 100% is entitled to an exemption of full value of the veteran's residential homestead. Furthermore, qualifying surviving spouses of persons 65 years of age and older are entitled to receive a resident homestead exemption equal to the exemption received by the deceased spouse, and surviving spouses of a deceased veteran who had received a disability rating of 100% are entitled to receive a residential homestead exemption equal to the exemption received by the deceased spouse until such surviving spouse remarries.

A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran's disability rating if the residence homestead was donated by a charitable organization. This exemption also applies to a residence homestead that was donated by a charitable organization at some cost to such veterans. Also, the surviving spouse of a member of the armed forces who was killed in action is, subject to certain conditions, entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

The surviving spouse of a first responder who was killed or fatally injured in the line of duty is, subject to certain conditions, also entitled to an exemption of the total appraised value of the surviving spouse's residence homestead, and, subject to certain conditions, an exemption up to the same amount may be transferred to a subsequent residence homestead of the surviving spouse.

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



The adoption of a homestead exemption may be considered each year, but must be adopted by July 1. The District has not adopted a homestead exemption. See “TAX DATA.”

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

## **Tax Abatement**

Collin County and Hunt County may designate all or part of the area within the District as a reinvestment zone. Thereafter, Collin County, Hunt County and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions. At this time, none of the area within the District has been designated as a reinvestment zone.

## **Valuation of Property for Taxation**

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

The Property Tax Code permits land designated for agricultural use, open space or timberland to be appraised at its value based on the land’s capacity to produce agricultural or timber products rather than at its fair market value. The Property Tax Code permits under certain circumstances that residential real property

inventory held by a person in the trade or business be valued at the price all of such property would bring if sold as a unit to a purchaser who would continue the business. Provisions of the Property Tax Code are complex and are not fully summarized here. Landowners wishing to avail themselves of the agricultural use, open space or timberland designation or residential real property inventory designation must apply for the designation and the appraiser is required by the Property Tax Code to act on each claimant's right to the designation individually. A claimant may waive the special valuation as to taxation by one political subdivision while claiming it for another. If a claimant receives the agricultural use designation and later loses it by changing the use of the property or selling it to an unqualified owner, the District can collect taxes based on the new use, including taxes for the previous three years for agricultural use and open space land and timberland.

The Property Tax Code requires the Appraisal Districts to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all property in the Appraisal Districts at least once every three years. It is not known what frequency of reappraisals will be utilized by the Appraisal Districts or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense, has the right to obtain from the Appraisal Districts a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the Appraisal Districts choose to formally include such values on its appraisal roll.

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

During the 2nd Special Session, convened on June 27, 2023, the Texas Legislature passed Senate Bill 2 ("SB 2"), which, among other things, includes provisions that prohibit an appraisal district from increasing the appraised value of real property during the 2024 tax year on non-homestead properties (the "Subjected Property") whose appraised values are not more than \$5,000,000 (the "Maximum Property Value") to an amount not to exceed the lesser of: (1) the market value of the Subjected Property for the most recent tax year that the market value was determined by the appraisal office or (2) the sum of: (a) 20 percent of the appraised value of the Subjected Property for the preceding tax year; (b) the appraised value of the Subjected Property for the preceding tax year; and (c) the market value of all new improvements to the Subjected Property (collectively, the "Appraisal Cap"). After the 2024 tax year, through December 31, 2026, the Appraisal Cap may be increased or decreased by the product of the preceding state fiscal year's increase or decrease in consumer price index, as applicable, to the Maximum Property Value. SB 2 was signed into law by the Governor on July 22, 2023; however, the provisions described hereinabove took effect January 1, 2024.

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

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

## **District and Taxpayer Remedies**

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

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

## **Levy and Collection of Taxes**

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes, and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twenty percent (20%) regardless of the number of months the tax has been delinquent and incurs an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. A delinquent tax on personal property incurs an additional penalty, in an amount established by the District and a delinquent tax attorney, 60 days after the date the taxes become delinquent. The delinquent tax accrues interest at a rate of one percent (1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, which may be rejected by taxing units. The District's tax collector is required to enter into an installment payment agreement with any person who is delinquent on the payment of tax on a residence homestead for payment of tax, penalties, and interest, if the person requests an installment agreement and has not entered into an installment agreement with the collector in the preceding 24 months. The installment agreement must provide for payments to be made in monthly installments and must extend for a period of at least 12 months and no more than 36 months. Additionally, the owner of a residential homestead property who is (i) 65 years of age or older, (ii) disabled, or (iii) a disabled veteran, is entitled by law to pay current taxes on a residential homestead in installments without penalty or to defer the payment of taxes during the time of ownership. In the instance of tax deferral, a tax lien remains on the property and interest continue to accrue during the period of deferral.

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

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

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

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

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

***The District.*** The District has determined that for the 2024 tax year, the District is classified as a Developing District. A determination as to the District's status as a "Special Taxing Unit," a Developed District or a Developing District will be made by the Board on an annual basis, beginning with the 2024 tax rate. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

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

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

takes priority over a tax lien of the District is determined by federal law. Personal property, under certain circumstances, is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

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

## **TAX DATA**

### **General**

All taxable property within the District is subject to the assessment, levy, and collection by the District of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Outstanding Bonds and the Bonds. See "TAXING PROCEDURES." The Board has in its Bond Order covenanted to assess and levy for each year that all or any part of the Bonds remain outstanding and unpaid a tax ample and sufficient to produce funds to pay the principal of and interest on the Bonds. See "THE BONDS" and "RISK FACTORS."

For the 2023 tax year, the District levied a total tax rate of \$1.00 per \$100 taxable assessed valuation for maintenance and operations. Upon closing and delivery of the Bonds, 24 months of capitalized interest on the Bonds will be deposited into the District's debt service fund. See "THE BONDS — Source of Payment." The District is authorized to levy separate debt service taxes, both of which are unlimited as to rate or amount, for payment of debt service on bonds issued for the Road System and bonds issued for the Utility System.

### **Tax Rate Limitation**

Utility System Debt Service:	Unlimited (no legal limit as to rate or amount)
Road System Debt Service:	Unlimited (no legal limit as to rate or amount)
Maintenance:	\$1.00 per \$100 taxable assessed valuation

### **Maintenance Tax**

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

### **Additional Penalties**

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

**Tax Rate Calculations**

The tax rate calculations set forth below are presented to indicate the debt service tax rates per \$100 of taxable assessed valuation that would be required to meet certain debt service requirements on the Bonds if no growth in the District’s tax base occurs beyond the 2023 certified taxable assessed valuation as of January 1, 2023 (\$5,096,540), the estimate of value as of December 1, 2023 (\$41,097,400), or the estimated preliminary value as of January 1, 2024 (\$47,469,080). The calculations assume collection of 95% of taxes levied, the sale of the Bonds but not the sale of any additional bonds by the District.

Combined Average Annual Debt Service Requirements (2025 - 2050).....	\$294,056
Tax Rate of \$6.07 on the 2023 Certified Taxable Assessed Valuation .....	\$294,056
Tax Rate of \$0.70 on the Estimated Assessed Valuation as of December 1, 2023.....	\$294,056
Tax Rate of \$0.65 on the Estimated Preliminary Assessed Valuation as of January 1, 2024.....	\$294,056
Combined Maximum Annual Debt Service Requirements (2050).....	\$342,328
Tax Rate of \$7.07 on the 2023 Certified Taxable Assessed Valuation.....	\$342,328
Tax Rate of \$0.82 on the Estimated Assessed Valuation as of December 1, 2023 .....	\$342,328
Tax Rate of \$0.76 on the Estimated Preliminary Assessed Valuation as of January 1, 2024.....	\$342,328

**Estimated Overlapping Taxes**

Property within the District is subject to taxation by several taxing authorities in addition to the District. Under Texas law, if ad valorem taxes levied by a taxing authority become delinquent, a lien is created upon the property which has been taxed. A tax lien on property in favor of the District is on a parity with tax liens of other taxing jurisdictions.

In addition to ad valorem taxes required to make debt service payments on bonded debt of the District and of such other jurisdictions (see “DISTRICT DEBT — Direct and Estimated Overlapping Debt Statement”), certain taxing jurisdictions are authorized by Texas law to assess, levy and collect ad valorem taxes for operation, maintenance, administrative, or general revenue purposes.

Set forth below is an estimation of all 2023 taxes per \$100 of assessed valuation levied by such jurisdictions upon taxable property located within the District in Hunt County, Texas. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. No prediction can be made of the tax rates that will be levied in future years by the respective taxing jurisdictions.

<i><b>Taxing Jurisdiction</b></i>	<i><b>2023 Tax Rate</b></i>
Hunt County	\$ 0.336000
Hunt Memorial Hospital District	0.197792
Community Independent School District	1.257500
The District	<u>1.000000</u>
Total Tax Rate	\$ 2.791292

Set forth below is an estimation of all 2023 taxes per \$100 of assessed valuation levied by such jurisdictions upon taxable property located within in Collin County, Texas. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. No prediction can be made of the tax rates that will be levied in future years by the respective taxing jurisdictions.

<i>Taxing Jurisdiction</i>	<i>2023 Tax Rate</i>
Collin County	\$ 0.149343
Collin County Community College District	0.081220
Community Independent School District	1.257500
The District	<u>1.000000</u>
Total Tax Rate	\$ 2.488063

### Historical Tax Collections

<i>Tax Year</i>	<i>Assessed Valuation</i>	<i>Tax Rate / \$100</i>	<i>Adjusted Levy</i>	<i>% Collected Current Year</i>	<i>Current Year Ending 9/30</i>	<i>% Collected as of 5/1/2024</i>
2023 <sup>(a)</sup>	\$ 5,096,540	1.000	\$ 50,965	98.17%	2024	98.17%

<sup>(a)</sup> Collections are in process. Reflects collections within Collin and Hunt Counties as of May 1, 2024.

### Tax Rate Distribution

	<i>2023</i>
Debt Service	\$ 0.0000
Maintenance & Operation	<u>1.0000</u>
Total	\$ 1.0000

### Taxable Assessed Valuation Summary

The following table shows the type of property comprising the 2023 tax roll as certified by the Appraisal Districts.

<i>Type of Property</i>	<i>2023 Assessed Valuation</i>		
	<i>Hunt County</i>	<i>Collin County</i>	<i>Combined Counties</i>
Land	\$ 7,285,510	\$ 1,220,000	\$ 8,505,510
Improvements	--	--	--
Personal Property	--	--	--
Productivity Loss	(3,408,970)	--	--
Exemptions	<u>--</u>	<u>--</u>	<u>(3,408,970)</u>
Total	\$ 3,876,540	\$ 1,220,000	\$ 5,096,540

**Principal Taxpayers**

The following table shows the top taxpayers within the District based on the 2023 tax roll as certified by the Appraisal Districts.

**HUNT COUNTY**

<i>Taxpayer</i>	<i>Type of Property</i>	<i>Assessed Valuation 2023 Tax Roll</i>	<i>Percent of District Value</i>
The Developer <sup>(a)</sup>	Land & Improvements	\$ 3,383,650	87.29%
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Homeowner	Land & Improvements	93,162	2.40
Double R Land Co LLC	Land & Improvements	<u>27,080</u>	<u>2.40</u>
Total		\$ 3,876,540	100.00%

<sup>(a)</sup> See "THE DEVELOPER AND PRINCIPAL."

**COLLIN COUNTY**

<i>Taxpayer</i>	<i>Type of Property</i>	<i>Assessed Valuation 2023 Tax Roll</i>	<i>Percent of District Value</i>
The Developer <sup>(a)</sup>	Land & Improvements	<u>\$ 1,220,000</u>	<u>100.00%</u>
Total		\$ 1,220,000	100.00%

<sup>(a)</sup> See "THE DEVELOPER AND PRINCIPAL LANDOWNER."

**COMBINED COUNTIES**

<i>Taxpayer</i>	<i>Type of Property</i>	<i>Assessed Valuation 2023 Tax Roll</i>	<i>Percent of District Value</i>
The Developer <sup>(a)</sup>	Land & Improvements	\$ 4,603,650	90.33%
Homeowner	Land & Improvements	93,162	1.83
Homeowner	Land & Improvements	93,162	1.83
Homeowner	Land & Improvements	93,162	1.83
Homeowner	Land & Improvements	93,162	1.83
Homeowner	Land & Improvements	93,162	1.83
Homeowner	Land & Improvements	93,162	1.83
Double R Land Co LLC	Land & Improvements	<u>27,080</u>	<u>0.53</u>
Total		\$ 5,096,540	100.00%

<sup>(a)</sup> See "THE DEVELOPER AND PRINCIPAL LANDOWNER."



## RISK FACTORS

### General

The Bonds, which are obligations of the District and not of the State of Texas, Hunt County, Texas, Collin County, Texas, the City, or any political subdivision other than the District, will be secured by a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied against all taxable property located within the District. Therefore, the ultimate security for payment of the principal of and interest on the Bonds depends upon the ability of the District to collect from the property owners within the District taxes levied against all taxable property located within the District, or, in the event taxes are not collected and foreclosure proceedings are instituted by the District, upon the value of the taxable property with respect to taxes levied by the District and by other taxing authorities. The District makes no representations that over the life of the Bonds the property within the District will maintain a value sufficient to justify continued payment of taxes by the property owners. The potential increase in taxable valuation of District property is directly related to the economics of the residential housing industry, not only due to general economic conditions, but also due to the particular factors discussed below. See “DEVELOPMENT OF THE DISTRICT,” “TAX DATA,” and “TAXING PROCEDURES.”

### Factors Affecting Taxable Values and Tax Payments

***Risks of Real Estate Secured Investments Generally.*** The owners of the Bonds will be subject to the risks generally incident to an investment secured by real estate, including, without limitation: (i) adverse changes in local market conditions, such as changes in the market value of real property in the vicinity of the District, the supply of or demand for competitive properties in such area, and the market value of residential property or buildings and/or sites in the event of sale or foreclosure; (ii) changes in real estate tax rates and other operating expenses, governmental rules (including, without limitation, zoning laws and laws relating to endangered species and hazardous materials) and fiscal policies; (iii) natural disasters (including, without limitation, earthquakes, wildfires and floods), which may result in uninsured losses; (iv) adverse changes in local market conditions; and (v) increased delinquencies due to rising mortgage costs and other factors. No assurance can be given that the property owners within the District will make full and timely payments of taxes levied against their property by the District and similar taxing authorities in the future.

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

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

***Dependence on Principal Taxpayers:*** The ability of any principal landowner to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District’s ability to meet its debt service obligations. As illustrated in this Official Statement under the caption “TAX DATA — Principal Taxpayers,” for the 2023 tax year, the Developer was the District’s top taxpayer for the 2023 tax year and owned taxable property representing approximately 90.33% of the District’s total taxable

assessed valuation. As of June 1, 2024, the Developer has sold and closed 133 homes to individual homeowners within the District. See “THE DEVELOPER AND PRINCIPAL LANDOWNER.” In the event that the Developer, any other taxpayer, or any combination of taxpayers should default in the payment of taxes in an amount which exceeds the District’s debt service fund surplus, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate. The District is not required by law or the Bond Order to maintain any specified amount of surplus in its interest and sinking fund. See “TAX DATA — Principal Taxpayers” and “TAXING PROCEDURES — Levy and Collection of Taxes.”

**Maximum Impact on District Tax Rates:** Assuming no further development or home construction, the value of the land and improvements currently within the District will be the major determinant of the ability or willingness of property owners to pay their taxes. The 2023 Certified Taxable Assessed Valuation of all taxable property located within the District is \$5,096,540 and the District’s Estimated Assessed Valuation as of December 1, 2023, is \$44,072,321 and the Estimated Preliminary Assessed Valuation as of January 1, 2024 is \$47,469,080. See “TAX DATA.”

After issuance of the Bonds, the maximum annual debt service requirement on the Bonds is \$342,328 (2050), and the average annual debt service requirement the Bonds is \$294,056 (2025 - 2050). Assuming no decrease to the District’s 2023 Certified Taxable Assessed Valuation, tax rates of \$7.07 and \$6.07 per \$100 of assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no decrease from the District’s Estimated Assessed Valuation, tax rates of \$0.82 and \$0.70 per \$100 of assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no decrease from the District’s Estimated Preliminary Assessed Valuation, tax rates of \$0.76 and \$0.65 per \$100 of assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. The District can make no representation that the taxable property values in the District will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners.

For the 2023 tax year, the District levied a total tax rate of \$1.00 per \$100 taxable assessed valuation solely for maintenance and operations. Upon closing and delivery of the Bonds, 24 months of capitalized interest on the Bonds will be deposited into the District’s Utility Bond Debt Service Fund. See the caption “THE BONDS—Utility Bond Debt Service Fund.” The District is authorized to levy separate debt service taxes, both of which unlimited as to rate or amount, for road debt and utility debt. The District can make no representation that the taxable property values in the District will increase in the future or will maintain a value sufficient to support the proposed District tax rate or to justify continued payment of taxes by property owners.

### **Disasters, Climate Change, Cybersecurity Threats and Other Potential Events**

**Disasters.** In the event of a fire, flood, hurricane, tropical storm, tornado, earthquake, natural disaster, act of terrorism or other cause severely damaging property or infrastructure within the District, there can be no assurance that such property or infrastructure will be rebuilt. In such case, completion of the development within the District or property values for existing property which has been developed could be adversely affected. There can be no assurance that insurance will be properly maintained with adequate coverage or that insurance proceeds will be sufficient or even available to repair or rebuild properties. The restoration of properties may be delayed by other factors, or the terms of then-applicable mortgage financing could require the application of insurance proceeds to the reduction of mortgage balances rather than the reconstruction or restoration of damaged facilities. Any of the foregoing circumstances could result in a delay in completion of the development of property within the District or have an adverse impact on property values within the District.

**Climate Change.** Numerous studies have described changing weather patterns and the potential for increasing extreme weather events. Property within the District may be vulnerable to flooding, including stormwater flooding, extreme fluctuations in weather temperature, tornadoes and other damaging winds and other severe weather conditions. The timing, extent or severity of climate change and its impact on the property within the District cannot be predicted.

**Cybersecurity Threats.** Increasingly, governmental entities (such as the District, the County and the State) and private businesses (such as the Developer, as well as contractors, consultants, and other parties critical to the successful development of a project) are targeted by cyberattacks seeking to obtain confidential data, disrupt critical services or seek funds or compensation (ransom) for release of data and systems. A rapidly changing cyber risk landscape may introduce new vulnerabilities that attackers and/or hackers can exploit in attempts to effect breaches or service disruptions. Employee error and/or malfeasance may also contribute to data loss or other system disruptions. Any such breach could compromise networks and the confidentiality, integrity and availability of systems and the information stored there. The potential disruption, access, modification, disclosure or destruction of data (whether to the District, the County, the State, the Developer, or any other parties) could result in delays in development or the application of taxes to the redemption or payment of the Bonds.

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

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

### **Operating Funds**

The District's only source of operating revenue is funds from the Developer, property taxes and increased maintenance tax revenue. The District does not collect water or wastewater revenues from its residents. Maintenance of positive general fund balance will depend upon (1) cash subsidies from the Developer and (2) continued development and increased amounts of maintenance tax revenue. If funds from these sources are not forthcoming, the District would have to increase its maintenance tax rate.

### **Tax Collection Limitations**

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

taxpayer within the District pursuant to Federal Bankruptcy Code could stay any attempt by the District to collect delinquent ad valorem taxes assessed against such taxpayer. See “TAXING PROCEDURES.”

### **Registered Owners’ Remedies and Bankruptcy**

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners (hereinafter defined) have a right to seek a writ of mandamus requiring the District to levy sufficient taxes each year to make such payments. Except for mandamus, the Bond Order does not specifically provide for remedies to protect and enforce the interests of the Registered Owners. There is no acceleration of maturity of the Bonds in the event of default, and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the Registered Owners could obtain a judgment against the District, such a judgment could not be enforced by a direct levy and execution against the District’s property. Further, the Registered Owners cannot themselves foreclose on property within the District or sell property within the District in order to pay the principal of and interest on the Bonds. Since there is no trust indenture or trustee, the Registered Owners would have to initiate and finance the legal process to enforce their remedies. The enforceability of the rights and remedies of the Registered Owners may be limited further by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. In this regard, should the District file a petition for protection from creditors under federal bankruptcy laws, the remedy of mandamus or the right of the District to seek judicial foreclosure of its tax lien would be automatically stayed and could not be pursued unless authorized by a federal bankruptcy judge.

### **Marketability**

The District has no understanding (other than the initial reoffering yields) with the winning bidder for the Bonds (the “Initial Purchaser”) regarding the reoffering yields or prices of the Bonds and has no control over the trading of the Bonds in the secondary market. Moreover, there is no assurance that a secondary market will be made for the Bonds. If there is a secondary market, the difference between the bid and asked price of the Bonds may be greater than the bid and asked spread of other bonds generally bought, sold, or traded in the secondary market. See “SALE AND DISTRIBUTION OF THE BONDS.”

### **Future Debt**

The District’s voters have authorized the District’s issuance of \$162,569,464 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System; \$243,854,196 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Utility System; \$59,522,963 bonds for the purpose of constructing or acquiring the Road System; and \$89,284,444.50 principal amount of unlimited tax bonds for the purpose of refunding bonds issued by the District for the Road System. The District may authorize additional amounts in the future.

The Bonds are the first series of bonds issued by the District. Following the issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$158,164,464 principal amount for acquiring or constructing the Utility System; and \$243,854,196 principal amount for the refunding of bonds issued by the District for the Utility System; \$59,522,963 principal amount for acquiring or constructing the Road System; \$89,284,444.50 principal amount for the refunding of bonds issued for the Road System. See “THE BONDS — Issuance of Additional Debt.”

The Bond Order imposes no limitation on the amount of additional parity bonds that may be issued by the District, if authorized by the District’s voters and, in the case of bonds for the Utility System, approved by the TCEQ. The District’s issuance of the remaining \$158,164,464 principal amount of unlimited tax bonds for the Utility System shall be subject to prior approval by the TCEQ. The \$59,522,963 principal amount of unlimited tax bonds for acquiring or constructing the Road System is not subject to approval by the TCEQ.

Following the reimbursement with the proceeds of the Bonds, the District will owe the Developer approximately \$53 million for expenditures to construct the Utility System. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt-to-property valuation ratios and thereby adversely affect the investment quality or security of the Bonds.

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

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

### **Environmental Regulations**

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

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

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

*Air Quality Issues.* Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the TCEQ may impact new industrial, commercial and residential development in the District and surrounding area. Under the Clean Air Act (“CAA”) Amendments of 1990, the Dallas-Fort Worth area (“DFW Area”)—Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Tarrant, and Wise Counties, and Rockwall County for the purposes of the 2008 Ozone Standards only—has been designated a nonattainment area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the “2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the “2015 Ozone Standard”). While Texas has been able to demonstrate steady progress and improvements in air quality in the DFW Area, the DFW Area remains subject to CAA nonattainment requirements.

The DFW Area is currently designated as a serious ozone nonattainment area under the 1997 Ozone Standards. On June 24, 2019, the EPA proposed approval of redesignation of the DFW to “attainment” for the 1997 Ozone Standards, which would terminate the serious nonattainment area “anti-backsliding” requirements and leave the DFW Area subject only to the nonattainment area requirements under the 2008 Ozone Standard and the 2015 Ozone Standard.

On October 7, 2022, the EPA published final notice reclassifying the DFW Area from “serious” to “severe” under the 2008 Ozone Standard, effective November 7, 2022. As the DFW Area is now designated a “severe” nonattainment area, it must meet the attainment date of July 20, 2027 with an attainment year of 2026. The “severe” nonattainment classification provides for more stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

On October 7, 2022, the EPA published final notice reclassifying the DFW Area from “marginal” to “moderate” under the 2015 Ozone Standard, effective November 7, 2022. The attainment deadline for the DFW Area under the 2015 Ozone Standard is August 3, 2024, with an attainment year of 2023.

In order to demonstrate progress toward attainment of the EPA’s ozone standards, the TCEQ has established a state implementation plan (“SIP”) for the DFW Area setting emission control requirements, some of which regulate the inspection and use of automobiles. These types of measures could impact how people travel, what distances people are willing to travel, where people choose to live and work, and what jobs are available in the DFW Area. These SIP requirements can negatively impact business due to the additional permitting/regulatory constraints that accompany this designation and because of the community stigma associated with a nonattainment designation. It is possible that additional controls will be necessary to allow the DFW Area to reach attainment with the ozone standards by the EPA’s attainment deadlines. These additional controls could have a negative impact on the DFW Area’s economic growth and development. As a result of the DFW Area’s reclassification, the TCEQ must submit revisions of the SIP to the EPA no later than January 1, 2023, addressing the “moderate” nonattainment classification and by May 2024 addressing the “severe” nonattainment classification.

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

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

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

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

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

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

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

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

### **Approval of the Bonds**

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

### **Changes in Tax Legislation**

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

## **LEGAL MATTERS**

### **Legal Opinions**

The District will furnish to the Initial Purchaser a transcript of certain certified proceedings incident to the issuance and authorization of the Bonds, including a certified copy of the approving legal opinion of the Attorney General of Texas, as recorded in the Bond Register of the Comptroller of Public Accounts of the State of Texas, to the effect that the Attorney General has examined a transcript of proceedings authorizing the issuance of the Bonds, and that based upon such examination, the Bonds are valid and binding obligations of the District payable from the proceeds of an annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. The District will also furnish the approving legal opinion of Coats Rose, P.C., Bond Counsel, to the effect that, based upon an examination of such transcript, the Bonds are valid and binding obligations of the District under the Constitution and laws of the State of Texas, except to the extent that enforcement of the rights and remedies of the Registered Owners of the Bonds may be limited by laws relating to bankruptcy, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District and to the effect that interest on the Bonds is excludable from gross income for federal income tax purposes under the statutes, regulations, published rulings and court decisions existing on the date of such opinion, assuming compliance by the District with certain covenants relating to the use and investment of the proceeds of the Bonds. See "TAX MATTERS" below. The legal

opinion of Bond Counsel will further state that the Bonds are payable, both as to principal and interest, from the levy of ad valorem taxes, without legal limitation as to rate or amount, upon all taxable property within the District. Bond Counsel's opinion will also address the matters described below. Set forth in Appendix B is the form of opinion of Bond Counsel expected to be delivered in connection with the issuance of the Bonds.

In addition to serving as Bond Counsel, Coats Rose, P.C., also serves as counsel to the District on matters not related to the issuance of bonds. The legal fees to be paid to Bond Counsel for services rendered in connection with the issuance of the Bonds are based upon a percentage of bonds actually issued, sold and delivered, and, therefore, such fees are contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the District by Stradling Yocca Carlson & Rauth LLP, Newport Beach, California, as Disclosure Counsel. The fees being paid to Disclosure Counsel are contingent upon the sale and delivery of the Bonds.

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

### **Legal Review**

Bond Counsel has reviewed the information appearing in this Official Statement under "THE BONDS" (except for information under the subheadings "— Book-Entry-Only System" and "— Use and Distribution of Bond Proceeds"), "THE DISTRICT — Authority," "TAXING PROCEDURES," "LEGAL MATTERS," "TAX MATTERS," and "CONTINUING DISCLOSURE OF INFORMATION" solely to determine whether such information, insofar as it relates to matters of law, is true and correct and whether such information fairly summarizes matters of law and the provisions of the documents referred to therein. Bond Counsel has not, however, independently verified any of the factual information contained in this Official Statement nor has it conducted an investigation of the affairs of the District for the purpose of passing upon the accuracy or completeness of this Official Statement. No person is entitled to rely upon Bond Counsel's limited participation as an assumption of responsibility for or an expression of opinion of any kind with regard to the accuracy or completeness of any information contained herein.

### **No-Litigation Certificate**

The District will furnish the Initial Purchaser a certificate, executed by the President and Secretary of the Board, and dated as of the date of delivery of the Bonds, that to their knowledge, no litigation is pending or threatened affecting the validity of the Bonds, or the levy and/or collection of taxes for the payment thereof, or the organization or boundaries of the District, or the title of the officers thereof to their respective offices.

### **No Material Adverse Change**

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



## **TAX MATTERS**

### **Tax Exemption**

On the date of delivery of the Bonds, Coats Rose, P.C., Bond Counsel, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof (“Existing Law”), (1) interest on the Bonds for federal income tax purposes will be excludable from the “gross income” of the holders thereof, except that such interest is taken into account in determining the annual adjusted financial statement of income of applicable corporations (as defined in section 59(k) of the Internal Revenue Code of 1986, as amended (the “Code”)) for the purpose of determining the alternative minimum tax imposed on corporations, and (2) the Bonds will not be treated as “specified private activity bonds” the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Code. Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. Set forth in Appendix B is the form of opinion of Bond Counsel expected to be delivered in connection with the issuance of the Bonds.

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

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

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

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

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

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

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

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

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

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

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

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

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

Under Existing Law, such initial owner is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the period that such Original Issue Discount Bond continues to be owned by such owner. See “— Tax Exemption” herein for a discussion of certain collateral federal tax consequences.

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

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

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. ALL OWNERS OF ORIGINAL ISSUE DISCOUNT BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE DETERMINATION FOR FEDERAL, STATE AND LOCAL INCOME TAX PURPOSES OF INTEREST ACCRUED UPON REDEMPTION, SALE OR OTHER DISPOSITION OF SUCH ORIGINAL ISSUE DISCOUNT BONDS AND WITH RESPECT TO THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP, REDEMPTION, SALE OR OTHER DISPOSITION OF SUCH ORIGINAL ISSUE DISCOUNT BONDS.

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

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

Section 265 of the Code provides, in general, that interest expense incurred to acquire or carry tax-exempt obligations is not deductible from the gross income of the owner thereof. In addition, interest expense incurred by certain owners that are "financial institutions" within the meaning of such section and which is allocable to tax-exempt obligations acquired after August 7, 1986, is completely disallowed as a deduction for taxable years beginning after December 31, 1986. Section 265(b) of the Code provides an exception to this rule for interest expense incurred by financial institutions and allocable to tax-exempt obligations (other than private activity bonds) which are designated by an issuer, such as the District, as "qualified tax-exempt obligations." An issue may be designated as "qualified tax-exempt obligations" only where the amount of such issue, when added to all other tax-exempt obligations (other than private activity bonds) issued or reasonably anticipated to be issued by the issuer during the same calendar year, does not exceed \$10,000,000.

The District, pursuant to the Bond Order, has designated the Bonds “qualified tax-exempt obligations.”

## **CONTINUING DISCLOSURE OF INFORMATION**

In the Bond Order, the District has the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the District will be obligated to provide certain updated financial information and operating data annually, audited financial statements and timely notice of specified material events, in an electronic format as prescribed by the Municipal Securities Rulemaking Board (“MSRB”). The MSRB has established the Electronic Municipal Market Access (“EMMA”) system for such purpose.

### **Annual Reports**

The District will provide certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement under the headings “DISTRICT DEBT” (excluding the information contained under the subheading “Direct and Estimated Overlapping Debt Statement”), “TAX DATA,” and Appendix A. The District will update and provide this information within six months after the end of each of its fiscal years.

Any information so provided shall be prepared in accordance with generally accepted accounting principles or other such principles as the District may be required to employ from time to time pursuant to state law or regulation, and audited if the audit report is completed within the period during which it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such six month period, and audited financial statements when and if the audit report becomes available. The District’s current fiscal year end is June 30. Accordingly, it must provide updated information by the last day in December in each year, unless the District changes its fiscal year. If the District changes its fiscal year, it will notify the MSRB of the change.

### **Event Notices**

The District will provide timely notices of certain specified events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of CFR §240.15c2-12 (the “Rule”); (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a debt obligation or derivative instrument entered into in connection with, or pledged as security or source of payment for, an existing or planned debt obligation of the District, or a guarantee of any such debt obligation or derivative instrument, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of any such financial obligation of the District, 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 any such financial obligation of the District, any of which reflect financial difficulties. The term “material” when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Order makes any provision for debt service reserves or liquidity enhancement. In addition, the District will provide timely notice of any failure by the District to provide financial information, operating data, or financial statements in accordance with its agreement described above under “Annual Reports.”

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

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

### **Limitations and Amendments**

The District has agreed to update information and to provide notices of specified events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement, or from any statement made pursuant to its agreement, although holders and beneficial owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement. The District may amend its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District but only if the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering described herein in compliance with the Rule, taking into account any amendments and interpretations of the Rule to the date of such amendment, as well as changed circumstances, and either the holders of a majority in aggregate principal amount of the outstanding Bonds consent or any person unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the beneficial owners of the Bonds. The District may also amend or repeal the agreement if the SEC amends or repeals the applicable provisions of such rule or a court of final jurisdiction determines that such provisions are invalid, but in either case only to the extent that its right to do so would not prevent the Initial Purchaser from lawfully purchasing the Bonds in the offering described herein. If the District so amends the agreement, it has agreed to include with any financial information or operating data next provided in accordance with its agreement described above under “Annual Reports” an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

### **No Prior Continuing Disclosure Undertakings**

The District is entering into its first continuing disclosure agreement pursuant to SEC Rule 15c2-12 in connection with the issuance of the Bonds.

## **OFFICIAL STATEMENT**

### **General**

The information contained in this Official Statement has been obtained primarily from the Developer, the District’s records, the Engineer, the Tax Assessor/Collector, the Appraisal Districts, and other sources believed to be reliable; however, no representation is made as to the accuracy or completeness of the information

contained herein, except as described below. The summaries of the statutes, resolutions and engineering and other related reports set forth herein are included subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information.

The District's audited financial statements for the fiscal year ended May 31, 2023 were audited by McGrath & Co., PLLC (the "Auditor"). A copy of such audited financial statements, together with the Auditor's material weakness letter, is attached hereto as Appendix A. The Auditor's material weakness letter identified certain deficiencies in internal control that the Auditor considered to be material weaknesses. The Auditor has consented to the publication of such financial statements in this Official Statement.

### **Experts**

The information contained in this Official Statement relating to development and the status of development within the District generally and, in particular, the information in the section captioned "THE DEVELOPER AND PRINCIPAL LANDOWNER" and "STATUS OF DEVELOPMENT" has been provided by the Developer and has been included herein in reliance upon the authority and knowledge of such party concerning the matters described therein.

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

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

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

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

### **Updating of Official Statement**

If, subsequent to the date of the Official Statement, the District learns, through the ordinary course of business and without undertaking any investigation or examination for such purposes, or is notified by the Initial Purchaser, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchaser elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchaser an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchaser; provided, however, that the obligation of the District to so amend or supplement the Official Statement will terminate when the District delivers the Bonds to the Initial Purchaser, unless the Initial Purchaser

notifies the District in writing on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time (but not more than 90 days after the date the District delivers the Bonds) until all of the Bonds have been sold to ultimate customers.

### CONCLUDING STATEMENT

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

This Official Statement was approved by the Board of Directors of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties as of the date shown on the cover page hereof.

/s/ Mark Miller

\_\_\_\_\_  
President, Board of Directors  
Riverfield Municipal Utility District No. 1  
of Hunt and Collin Counties

ATTEST:

/s/ Matt Trulock

\_\_\_\_\_  
Secretary, Board of Directors  
Riverfield Municipal Utility District No. 1  
of Hunt and Collin Counties

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



**RIVERFIELD COUNTY MUNICIPAL  
UTILITY DISTRICT NO. 1  
OF HUNT AND COLLIN COUNTIES  
HUNT AND COLLIN COUNTIES, TEXAS  
FINANCIAL REPORT  
May 31, 2023**



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# **McGRATH & CO., PLLC**

*Certified Public Accountants*

2900 North Loop West, Suite 880

Houston, Texas 77092

## **Independent Auditor's Report**

Board of Directors

Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties

Hunt and Collin Counties, Texas

### **Opinions**

We have audited the accompanying financial statements of the governmental activities and the General Fund of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the "District"), as of and for the year ended May 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the General Fund of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties, as of May 31, 2023, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinions**

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

### **Responsibilities of Management for the Financial Statements**

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

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

***Board of Directors  
Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Hunt and Collin Counties, Texas***

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

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

**Required Supplementary Information**

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis 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

***Board of Directors  
Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Hunt and Collin Counties, Texas***

supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

**Supplementary Information**

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The Texas Supplementary Information schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Texas Supplementary Information schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

*McGlothlin & Co, P.C.*

Houston, Texas  
March 18, 2024

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

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***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Management's Discussion and Analysis  
May 31, 2023***

## **Using this Annual Report**

Within this section of the financial report of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the "District"), the District's Board of Directors provides a narrative discussion and analysis of the financial activities of the District for the fiscal year ended May 31, 2023. This analysis should be read in conjunction with the independent auditor's report and the basic financial statements that follow this section.

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

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

## **Overview of the Financial Statements**

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

## **Government-Wide Financial Statements**

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

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

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
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May 31, 2023***

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

**Fund Financial Statements**

The fund financial statements include the *Governmental Fund Balance Sheet* and the *Governmental Fund Revenues, Expenditures and Changes in Fund Balance*. The focus of fund financial statements is on specific activities of the District rather than the District as a whole, reported using modified accrual accounting. These statements report on the District’s use of available financial resources and the balances of available financial resources at the end of the year. Except for the General Fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties, governmental statutes or regulations.

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

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

The District’s net position at May 31, 2023, was negative \$7,734,485. The District’s net position is negative because the District incurs debt to construct water and sanitary sewer facilities which it conveys to the City of Josephine. A comparative summary of the District’s overall financial position, as of May 31, 2023 and 2022, is as follows:

	2023	2022
Current and other assets	\$ 3,975	\$ -
Capital assets	6,792,951	
Total assets	6,796,926	
Current liabilities	16,285	25,348
Long-term liabilities	14,515,126	3,000
Total liabilities	14,531,411	28,348
Net position		
Net investment in capital assets	(146,816)	
Unrestricted	(7,587,669)	(28,348)
Total net position	\$ (7,734,485)	\$ (28,348)

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Management's Discussion and Analysis  
May 31, 2023***

The total net position of the District decreased during the current fiscal year by \$7,706,137. A comparative summary of the District's *Statement of Activities* for the current year and prior fiscal year (unaudited) is as follows:

	2023	2022
Revenues	\$ -	\$ -
Expenses		
Operating and administrative	52,962	27,264
Depreciation	146,816	
Total expenses	<u>199,778</u>	<u>27,264</u>
Change in net position before other item	(199,778)	(27,264)
Other item		
Transfers to other governments	<u>(7,506,359)</u>	
Change in net position	(7,706,137)	(27,264)
Net position, beginning of year	<u>(28,348)</u>	<u>(1,084)</u>
Net position, end of year	<u>\$ (7,734,485)</u>	<u>\$ (28,348)</u>

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

Fund balance in the District's General Fund, as of May 31, 2023, was negative \$12,310. A comparative summary of the General Fund's financial position as of May 31, 2023 and 2022 is as follows:

	2023	2022
Total assets	\$ 3,975	\$ -
Total liabilities	\$ 16,285	\$ 25,348
Total fund balance	<u>(12,310)</u>	<u>(25,348)</u>
Total liabilities and fund balance	<u>\$ 3,975</u>	<u>\$ -</u>

A comparative summary of the General Fund's activities for the current and prior fiscal year (unaudited) is as follows:

	2023	2022
Total revenues	\$ -	\$ -
Total expenditures	<u>(52,962)</u>	<u>(27,264)</u>
Revenues under expenditures	(52,962)	(27,264)
Other changes in fund balance	66,000	3,000
Net change in fund balance	<u>\$ 13,038</u>	<u>\$ (24,264)</u>

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
 Management’s Discussion and Analysis  
 May 31, 2023***

The District relies on advances from its developer to supplement revenue shortfalls. The deficit fund balance in the General Fund is the result of timing differences between developer advances and expenditures for which those advances are intended to fund.

**General Fund Budgetary Highlights**

The Board of Directors is required to adopt an annual unappropriated budget for the General Fund prior to the beginning of each fiscal year. However, the District did not adopt a budget for the current fiscal year. As a result, the supplementary information required by the generally accepted accounting principles is not included in the financial statements.

**Capital Assets**

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

Capital assets held by the District at May 31, 2023 are summarized as follows:

Capital assets not being depreciated	
Land and improvements	<u>\$ 2,135,674</u>
Capital assets being depreciated	
Infrastructure	4,804,093
Less accumulated depreciation	<u>(146,816)</u>
Depreciable capital assets, net	<u>4,657,277</u>
Capital assets, net	<u><u>\$ 6,792,951</u></u>

Capital asset additions during the current year include the following:

- Drainage to serve Riverfield, Phase 1
- Paving to serve Riverfield, Phase 1
- Earthwork to serve Riverfield, Phase 1

The District did not have any capital assets to report as of May 31, 2022.

Additionally, certain capital assets constructed by the District are conveyed to the City of Josephine. The value of these assets is recorded as transfers to other governments upon completion of construction and trued-up when the developer is reimbursed. For the year ended May 31, 2023, capital assets in the amount of \$7,506,359 have been recorded as transfers to other governments in the government-wide statements. Additional information is presented in Note 8.

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Management’s Discussion and Analysis  
May 31, 2023***

**Long-Term Debt and Related Liabilities**

As of May 31, 2023, the District owes approximately \$14,515,126 to the developer for completed projects and operating advances. The initial cost of the completed project and related liability is estimated based on actual construction costs plus 10-15% for engineering and other fees and is recorded on the District’s financial statements upon completion of construction. As discussed in Note 5, the District has an additional commitment in the amount of \$8,701,633 for projects under construction by the developer. As noted, the District will owe its developer for these projects upon completion of construction. The District intends to reimburse the developer from proceeds of future bond issues or other lawfully available funds. The estimated cost of amounts owed to the developer is trued up when the developer is reimbursed.

At May 31, 2023, the District had \$162,569,464 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$243,854,196 for the refunding of such bonds; and \$59,522,963 for road improvements and \$89,284,445 for the refunding of such bonds.

**Next Year’s Budget**

In establishing the budget for the next fiscal year, the Board considered various economic factors that may affect the District, most notably projected revenues and the projected cost of operating the District. A comparison of next year’s budget to current year actual amounts for the General Fund is as follows:

	<u>2023 Actual</u>	<u>2024 Budget</u>
Total revenues	\$ -	\$ -
Total expenditures	<u>(52,962)</u>	<u>(60,395)</u>
Revenues under expenditures	(52,962)	(60,395)
Other changes in fund balance	<u>66,000</u>	<u>60,395</u>
Net change in fund balance	13,038	
Beginning fund balance	<u>(25,348)</u>	<u>(12,310)</u>
Ending fund balance	<u><u>\$ (12,310)</u></u>	<u><u>\$ (12,310)</u></u>

**Property Taxes**

The District’s property tax base increased approximately \$3,876,540 for the 2023 tax year based on certified values. For the 2023 tax year, the District has levied a maintenance tax rate of \$1.00 per \$100 of assessed value. The District did not levy a tax for the 2022 tax year.

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## **Basic Financial Statements**

*Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties*  
*Statement of Net Position and Governmental Fund Balance Sheet*  
*May 31, 2023*

	General Fund	Adjustments	Statement of Net Position
<b>Assets</b>			
Cash	\$ 3,975	\$ -	\$ 3,975
Capital assets not being depreciated		2,135,674	2,135,674
Capital assets, net		4,657,277	4,657,277
Total Assets	<u>\$ 3,975</u>	<u>6,792,951</u>	<u>6,796,926</u>
<b>Liabilities</b>			
Accounts payable	\$ 16,285		16,285
Due to developer		14,515,126	14,515,126
Total Liabilities	<u>16,285</u>	<u>14,515,126</u>	<u>14,531,411</u>
<b>Fund Balance/Net Position</b>			
<b>Fund Balance</b>			
Unassigned	(12,310)	12,310	
Total Fund Balance	<u>(12,310)</u>	<u>12,310</u>	
Total Liabilities and Fund Balance	<u>\$ 3,975</u>		
<b>Net Position</b>			
Net investment in capital assets		(146,816)	(146,816)
Unrestricted		(7,587,669)	(7,587,669)
Total Net Position		<u>\$ (7,734,485)</u>	<u>\$ (7,734,485)</u>

See notes to basic financial statements.

*Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties*  
*Statement of Activities and Governmental Fund Revenues, Expenditures*  
*and Change in Fund Balance*  
*For the Year Ended May 31, 2023*

	General Fund	Adjustments	Statement of Activities
	<u>\$</u>	<u>\$</u>	<u>\$</u>
<b>Revenues</b>	-	-	-
<b>Expenditures/Expenses</b>			
Operating and administrative			
Professional fees	45,097		45,097
Contracted services	2,972		2,972
Administrative	4,048		4,048
Other	845		845
Depreciation		146,816	146,816
Total Expenditures/Expenses	<u>52,962</u>	<u>146,816</u>	<u>199,778</u>
<b>Revenues Under Expenditures</b>	(52,962)	(146,816)	(199,778)
<b>Other Financing Sources</b>			
Developer advances	66,000	(66,000)	
<b>Other Item</b>			
Transfers to other governments		(7,506,359)	(7,506,359)
<b>Net Change in Fund Balance</b>	13,038	(13,038)	
<b>Change in Net Position</b>		(7,706,137)	(7,706,137)
Fund Balance/Net Position			
Beginning of the year	(25,348)	(3,000)	(28,348)
<b>End of the year</b>	<u>\$ (12,310)</u>	<u>\$ (7,722,175)</u>	<u>\$ (7,734,485)</u>

See notes to basic financial statements.

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***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***Notes to Financial Statements***  
***May 31, 2023***

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

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

**Creation**

The District was created by the division of Double R Municipal Utility District No. 2 of Hunt County (“Double R No. 2”) which was created and established pursuant Senate Bill 2057, 84<sup>th</sup> Texas Legislature Regular Session, codified at Chapter 7956, Texas Special District Local Laws Code dated September 1, 2015 under Article III, Section 52, and Article XVI, Section 59 of the Texas Constitution and operates pursuant to Chapters 49 and 54, Texas Water Code. Double R No. 2 adopted an Order Dividing District which divided Double R No. 2 into three districts: the District, Double R Municipal Utility District No. 2A of Hunt and Collin Counties, and Riverfield Municipal Utility District No. 2 of Hunt County and assigned to the District all rights and obligations. The Board of Directors held its first meeting on August 3, 2021, and the District’s creation was confirmed at an election held May 6, 2023.

The District’s primary activities include construction, maintenance and operation of water, sewer and drainage facilities, and road improvements. As further discussed in Note 9, the District transfers the water and sewer facilities to the City of Josephine for operation and maintenance upon completion of construction. The District has contracted with various consultants to provide services to operate and administer the affairs of the District. The District has no employees, related payroll or pension costs.

**Reporting Entity**

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

**Government-Wide and Fund Financial Statements**

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

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

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

Fund financial statements display information at the individual fund level. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for a specific purpose. Each fund is considered to be a separate accounting entity. The District uses only a General Fund to account for its operations. The District's principal financial resources are from developer advances. Expenditures include costs associated with the daily operations of the District.

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

**Measurement Focus and Basis of Accounting**

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

The fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recognized in the accounting period in which it becomes both available and measurable to finance expenditures of the current period. For this purpose, the government considers revenues to be available if they are collected within sixty days of the end of the current fiscal period. Expenditures are recognized in the accounting period in which the liability is incurred, if measurable.

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

**Use of Restricted Resources**

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

**Capital Assets**

Capital assets do not provide financial resources at the fund level, and, therefore, are reported only in the government-wide statements. The District defines capital assets as assets with an initial cost of \$5,000 or more and an estimated useful life in excess of one year. Capital assets are recorded at historical cost or estimated historical cost. Donated capital assets are recorded at acquisition value, which is the price that would be paid to acquire the asset on the acquisition date. The District has not capitalized interest incurred during the construction of its capital assets. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend asset lives are not capitalized.

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

**Capital Assets (continued)**

Depreciable capital assets consist of drainage facilities, which are depreciated using the straight-line method over an estimated useful life of 45 years.

**Net Position – Governmental Activities**

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

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

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

Unrestricted – resources not included in the other components.

**Fund Balance – Governmental Funds**

Governmental accounting standards establish the following fund balance classifications:

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

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District does not have any restricted fund balances.

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

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

Unassigned – deficit balance in the General Fund.

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***Notes to Financial Statements***  
***May 31, 2023***

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

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

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

**Use of Estimates**

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

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

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

Total fund balance, governmental fund		\$ (12,310)
Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.		
Historical cost	\$ 6,939,767	
Less accumulated depreciation	<u>(146,816)</u>	
Change due to capital assets		6,792,951
Amounts due to the District's developer for prefunded construction and developer advances are recorded as a liability in the <i>Statement of Net Position</i> .		
		(14,515,126)
Total net position - governmental activities		<u><u>\$ (7,734,485)</u></u>



***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***Notes to Financial Statements***  
***May 31, 2023***

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

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

Net change in fund balances - total governmental fund	\$ 13,038
In the <i>Statement of Activities</i> , the cost of capital assets is charged to depreciation expense over the estimated useful life of the asset.	(146,816)
Amounts received from the District's developer for operating advances provide financial resources at the fund level, but are recorded as a liability in the <i>Statement of Net Position</i> .	(66,000)
The District conveys its water and wastewater facilities to the City of Josephine upon completion of construction. Since these improvements are funded by the developer, financial resources are not expended in the fund financial statements; however, in the <i>Statement of Activities</i> , these amounts are reported as transfers to other governments.	(7,506,359)
Change in net position of governmental activities	<u><u>\$ (7,706,137)</u></u>

**Note 3 – Deposits and Investments**

**Deposit Custodial Credit Risk**

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

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***Notes to Financial Statements***  
***May 31, 2023***

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

**Investments**

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

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

**Note 4 – Capital Assets**

As of May 31, 2023, The District's capital assets consisted of the following:

Capital assets not being depreciated	
Land and improvements	<u>\$ 2,135,674</u>
Capital assets being depreciated	
Infrastructure	4,804,093
Less accumulated depreciation	<u>(146,816)</u>
Depreciable capital assets, net	<u>4,657,277</u>
Capital assets, net	<u><u>\$ 6,792,951</u></u>

Depreciation expense for the current year was \$146,816.

**Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties**  
**Notes to Financial Statements**  
**May 31, 2023**

**Note 5 – Due to Developer**

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

The District’s developer has also advanced funds to the District for operating expenses.

Changes in the estimated amounts due to developer during the year is as follows:

Due to developer, beginning of year	\$ 3,000
Developer funded construction	14,446,126
Operating advances from developer	66,000
Due to developer, end of year	<u>\$ 14,515,126</u>

In addition, the District will owe the developer approximately \$8,701,633, which is included in the following schedule of contractual commitments. The exact amount is not known until approved by the TCEQ and verified by the District’s auditor. As previously noted, these projects will be reported in the government-wide financial statements upon completion of construction.

	Contract Amount	Percentage Completed
Riverfield, Phases 2, 3 & 4	\$ 5,618,385	77%
Riverfield, Phase 2	3,083,248	87%
	<u>\$ 8,701,633</u>	

**Note 6 – Long-Term Debt**

At May 31, 2023, the District had \$162,569,464 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$243,854,196 for the refunding of such bonds; and \$59,522,963 for road improvements and \$89,284,445 for the refunding of such bonds.

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***Notes to Financial Statements***  
***May 31, 2023***

**Note 7 – Property Taxes**

On May 6, 2023, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.00 per \$100 of assessed value.

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

The District did not levy ad valorem taxes in the current year.

**Note 8 – Transfers to Other Governments**

In accordance with an agreement between the District and the City of Josephine (the “City”), the District transfers all of its water and sewer facilities to the City (see Note 9). Accordingly, the District does not record these capital assets in the *Statement of Net Position*, but instead reports the completed projects as transfers to other governments on the *Statement of Activities*. The estimated cost of each project is trued-up when the developer is subsequently reimbursed. For the year ended May 31, 2023, the District reported transfers to other governments in the amount of \$7,506,359 for projects completed and transferred to the City.

**Note 9 – Wastewater Reuse Agreement with the City of Josephine**

On April 10, 2023, the District entered into a wastewater reuse agreement with Riverfield Municipal Utility District No. 2 of Hunt County (together, the “MUD’s”) and the City of Josephine (the “City”) for construction and extension of the MUD’s water treatment plants and reclaimed water system. The MUDs agreed to share the costs associated with the construction of the reclaimed water system on a prorated basis based on each of the MUDs’ proportionate share of the acreage contained within the service area, and as the system is acquired or constructed, the MUD’s shall transfer the system to the City and the City shall provide reclaimed water to the MUDs at no charge as long as the reclaimed water is needed for beneficial use by the MUD’s within the service area. This agreement will continue indefinitely unless otherwise terminated.

**Note 10 – Risk Management**

The District is exposed to various risks of loss related to torts: theft of, damage to and destruction of assets; errors and omissions; and personal injuries. The risk of loss is covered by commercial insurance. There have been no significant reductions in insurance coverage from the prior year. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

*Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties*  
*Notes to Financial Statements*  
*May 31, 2023*

**Note 11 – Economic Dependency**

The District is dependent upon its developer for operating advances. The developer continue to own a substantial portion of the taxable property within the District. The developer's willingness to make future operating advances and to pay property taxes will directly affect the District's ability to meet its future obligations.

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## **Texas Supplementary Information**

**Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties**  
**TSI-1. Services and Rates**  
**May 31, 2023**

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

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

2. Retail Service Providers

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

	Minimum Charge	Minimum Usage	Flat Rate (Y / N)	Rate per 1,000 Gallons Over Minimum Usage	Usage Levels
Water:	_____	_____	_____	_____	_____ to _____
Wastewater:	_____	_____	_____	_____	_____ to _____
Surcharge:	_____	_____	_____	_____	_____ to _____

District employs winter averaging for wastewater usage?  Yes  No

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

b. Water and Wastewater Retail Connections:

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

See accompanying auditor's report.





*Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties*  
*TSI-2. General Fund Expenditures*  
*For the Year Ended May 31, 2023*

Professional fees	
Legal	<u>\$ 45,097</u>
Contracted services	
Bookkeeping	<u>2,972</u>
Administrative	
Directors fees	1,950
Insurance	1,795
Other	303
	<u>4,048</u>
Other	<u>845</u>
Total expenditures	<u><u>\$ 52,962</u></u>

See accompanying auditor's report.

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties***  
***TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund***  
***For the Last Three Fiscal Years***

	Amounts			Percent of Fund Total Revenues		
	2023	2022**	2021**	2023	2022**	2021**
Revenues	\$ -	\$ -	\$ -	-	-	-
Expenditures						
Operating and administrative						
Professional fees	45,097	24,164	1,084	-	-	-
Contracted services	2,972			-	-	-
Administrative	4,048	2,925		-	-	-
Other	845	175		-	-	-
Total Expenditures	52,962	27,264	1,084	-	-	-
Revenues Under Expenditures	\$ (52,962)	\$ (27,264)	\$ (1,084)	-	-	-

\*Percentage is negligible

\*\* Unaudited

See accompanying auditor's report.

***Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
TSI-8. Board Members, Key Personnel and Consultants  
For the Year Ended May 31, 2023***

Complete District Mailing Address: 16000 North Dallas Parkway, Suite 350, Dallas, TX 75248  
 District Business Telephone Number: (972) 788-1600  
 Submission Date of the most recent District Registration Form  
 (TWC Sections 36.054 and 49.054): November 27, 2023  
 Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200  
 (Set by Board Resolution -- TWC Section 49.0600)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimburse- ments	Title at Year End
<b>Board Members</b>				
Mark Miller	05/23 - 05/24	\$ 450	\$ 3	President
David Lord	05/23 - 05/24	300	16	Vice President
Matt Trulock	05/23 - 05/26	900	53	Secretary
Donald Martinek	05/23 - 05/26	300	82	Assistant Secretary
Vacant	05/23 - 05/26			Assistant Secretary
<b>Consultants</b>				
Coats Rose, P.C. <i>General legal fees</i>	08/21	<u>Amounts Paid</u> \$ 54,460		Attorney
L&S District Services, LLC	08/21	4,767		Bookkeeper
Dallas County Tax Assessor/Collector	04/23			Tax Collector
Hunt County Appraisal District	Legislation			Property Valuation
JBI Partners, Inc.	08/21			Engineer
McGrath & Co., PLLC	Annual			Auditor
Tierra Financial Advisors	08/21			Financial Advisor

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

# McGRATH & CO., PLLC

*Certified Public Accountants*  
2900 North Loop West, Suite 880  
Houston, Texas 77092

March 18, 2024

Board of Directors  
Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties  
Hunt and Collin Counties, Texas

In planning and performing our audit of the financial statements of governmental activities and General Fund of Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the "District"), as of and for the year ended May 31, 2023, in accordance with auditing standards generally accepted in the United States of America, we considered the District's 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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses.

A deficiency in internal controls exists when the design or operation of a control does not allow management, in the normal course of performing their assigned functions, to prevent, detect or 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 District's financial statements will not be prevented or detected and corrected on a timely basis.

The District's management consists of an elected Board of Directors (the "Directors"). Day-to-day operations are performed by private companies ("Consultants") under contract with the District. The Directors of the District supervise the performance of the Consultants; however, although the Consultants can be part of the District's system of internal control, the Consultants are not members of management. Ultimately, the Directors of the District are responsible for the design and implementation of the system of internal control.

## **Material Weaknesses**

We observed the following matters that we consider to be material weaknesses:

- As is common within the system of internal control of most small organizations, the accounting function of the District does not prepare the financial statements complete with footnotes in accordance with accounting principles generally accepted in the United States of America. This could result in the District's financial statements and related note disclosures not fully or accurately presenting the District's financial position and changes in financial position during the fiscal year in conformity with accounting principles generally accepted in the United States of America.

- During the course of performing an audit, it is not unusual for the auditor to prepare various journal entries to present the financial statements on both the fund basis and the government-wide basis of accounting. Management's reliance upon the auditor to detect and make these necessary adjustments could result in misstatements in the District's financial statements.
- The District's Management relies on the District's auditor to prepare the capital asset schedules and post adjustments related to the presentation of the capital assets in the government-wide financial statements. This reliance on the auditor to perform this function could result in the understatement or overstatement of capital assets and due to developer on the District's *Statement of Net Position* or an error in the amount reported as depreciation expense in the *Statement of Activities*.

### **Management's Response**

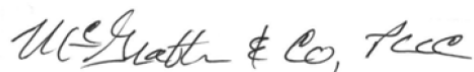
The District's financial statements have been prepared in a manner that is consistent with special purpose governments. The Board engages a bonded bookkeeper who possesses industry knowledge and expertise, including a concentration in special districts accounting. The Board also engages a financial advisor and tax assessor/collector who possess industry knowledge and expertise, as well as legal and professional engineering services. The Board has consulted with its independent auditor concerning this "management letter" and the auditor does not recommend any change in the Board's bookkeeping or audit procedures at this time. To the best of its knowledge, the Board conducts the District's business affairs in the same manner as other similarly situated special districts, and, based on the recommendations of its auditor, does not believe that the addition of an employee to oversee the monthly and annual financial reporting process or to prepare financial statements or that undertaking an additional annual audit is necessary or cost effective.

### **Conclusion**

Management's written response to the material weaknesses identified in our audit has not been subjected to the auditing procedures applied in the audit of the financial statements, and accordingly, we express no opinion on it.

This communication is intended solely for the information and use of management, Board of Directors and the Texas Commission on Environmental Quality and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,



McGrath & Co., PLLC-CPAs  
Houston, Texas

**APPENDIX B**  
**FORM OF OPINION OF BOND COUNSEL**

# COATS | ROSE

A PROFESSIONAL CORPORATION

[CLOSING DATE]

WE HAVE ACTED as bond counsel in connection with the issuance by Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties (the "District") of its bonds styled "Riverfield Municipal Utility District No. 1 of Hunt and Collin Counties Unlimited Tax Utility Bonds, Series 202\_" (the "Bonds") dated \_\_\_\_\_, 202\_, issued in the aggregate principal amount of \$ \_\_\_\_\_, maturing on [MARCH/SEPTEMBER] 1, in the years 20\_\_ through 20\_\_. The Bonds maturing on [MARCH/SEPTEMBER] 1, 20\_\_ and thereafter, shall be subject to redemption and payment at the option of the District, in whole or from time to time in part on \_\_\_\_\_, 20\_\_, or on any date thereafter, at the par value thereof plus accrued interest to the date of redemption.

THE BONDS BEAR INTEREST from [DATE] (the "Delivery Date") or from the most recent interest payment date to which interest has been paid or duly provided for with such interest being payable on [MARCH/SEPTEMBER] 1, 20\_\_ and semiannually thereafter on each [MARCH/SEPTEMBER] 1 and [MARCH/SEPTEMBER] 1 thereafter to maturity (each an "Interest Payment Date"), at the following interest rates for the respective maturity dates of the Bonds:

<u>Principal Amount</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %
\$ _____	20__	_____ %

The Term Bonds are subject to mandatory redemption on [MARCH/SEPTEMBER] 1 in the years and in the amounts set forth below (subject to reduction by optional redemption as herein

16000 NORTH DALLAS PARKWAY, SUITE 350, DALLAS, TEXAS 75248  
PHONE: (972) 788-1600 FAX: (972) 702-0662  
[coatsrose.com](http://coatsrose.com)



provided) at a price equal to the principal amount of the Bonds or the portions thereof so called for redemption plus accrued interest to the date fixed for redemption:

\$ \_\_\_\_\_  
Term Bond

Due: [MARCH/SEPTEMBER] 1, 20\_\_  
 Interest Rate: \_\_\_\_\_%

<u>Principal Amount</u>	<u>Redemption Date</u>
\$ _____	[MARCH/SEPTEMBER] 1, 20__
\$ _____	[MARCH/SEPTEMBER] 1, 20__

\$ \_\_\_\_\_  
Term Bond

Due: [MARCH/SEPTEMBER] 1, 20\_\_  
 Interest Rate: \_\_\_\_\_%

<u>Principal Amount</u>	<u>Redemption Date</u>
\$ _____	[MARCH/SEPTEMBER] 1, 20__
\$ _____	[MARCH/SEPTEMBER] 1, 20__
\$ _____	[MARCH/SEPTEMBER] 1, 20__

Said interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months, and shall be payable on [MARCH/SEPTEMBER] 1, 20\_\_, and semi-annually thereafter on [MARCH/SEPTEMBER] 1 and [MARCH/SEPTEMBER] 1 of each year until maturity of the pertinent Bond.

IN OUR CAPACITY AS BOND COUNSEL, we have participated in the preparation of and have examined a transcript of materials pertaining to the Bonds on which we have relied in giving our opinion. The transcript contains certified copies of certain proceedings of the Board of Directors of the District, including, among other things, an order authorizing the issuance of the Bonds (the "Bond Order"), together with certificates of officers, agents and representatives of the District and other documents relating to the authorization and issuance of the Bonds. We have also reviewed and examined such applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, court decisions, and rulings of the Internal Revenue Service and such other materials as we deemed necessary to render the opinions hereinafter expressed.

BASED ON SUCH EXAMINATION, WE ARE OF THE OPINION THAT:

1. The Bonds have been duly authorized and issued in conformity with the Constitution and laws of the State of Texas now in force and are valid and legally binding obligations of the District, enforceable in accordance with the terms and conditions set forth therein, except to the extent that the enforcement of the rights and remedies of the holders of the

Bonds may be limited by laws relating to bankruptcy, insolvency, reorganization, moratorium or other similar laws of general application affecting creditors' rights or by the exercise of judicial discretion in accordance with general principles of equity.

2. The Bonds are payable, as to principal and interest, from the levy of ad valorem taxes, without legal limitation as to rate or amount, on all taxable property in the District non-exempt from taxation by or under applicable law. Furthermore, the District is required to levy and assess, for each year while any of the Bonds are outstanding, an ad valorem tax on all taxable property within the District sufficient to pay interest on and the maturing principal of the Bonds, and the expenses of assessing and collecting such tax, as provided in the Bond Order.

3. Interest on the Bonds is excludable from gross income, as defined in section 61 of the Code, of the owners thereof for federal income tax purposes pursuant to section 103 of the Code and existing regulations, court decisions, and rulings, assuming continuing compliance by the District with the provisions of the Bond Resolution pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes. The Bonds are not "private activity bonds" within the meaning of the Code, as amended.

In providing the foregoing opinions, we have relied upon representations of the District with respect to matters solely within the knowledge of the District, which we have not independently verified, and we have assumed the accuracy and completeness of, and the District's continuing compliance with, the representations and covenants contained in the Bond Order pertaining to those sections of the Code which affect the exclusion from gross income of interest on the Bonds for federal income tax purposes. In the event that such representations are determined to be inaccurate or incomplete, or the District fails to comply with the foregoing provisions of the Bond Order, interest on the Bonds could become includable in gross income from the date of original delivery, regardless of the date on which the event causing such inclusion occurs.

Except as stated above, we express no opinion with respect to any other federal, state or local tax consequences of acquiring, carrying, owning or disposing of the Bonds. The law upon which this opinion is based is subject to change by the Congress and the Department of the Treasury and by subsequent judicial and administrative interpretation. There can be no assurance that such law or the interpretation thereof will not be changed in a manner that would adversely affect the tax treatment of ownership of the Bonds.

Owners of the Bonds should be aware that the ownership of tax-exempt obligations such as the Bonds may result in collateral federal tax consequences to financial institutions, certain foreign corporations doing business in the United States, certain S corporations with Subchapter C earnings and profits, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, owners of interests in a FASIT, individuals otherwise qualifying for the earned income tax credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry, or who have paid or incurred certain expenses allocable to, tax-exempt obligations. Owners of the Bonds should consult their own tax advisors as to the applicability of these consequences to their particular circumstances.

The Bonds are obligations solely of the District and are not obligations of the State of Texas, Collin County, Hunt County, the City of Josephine, or any other entity.

[CR SIGNATURE]

DRAFT OF FORM

## APPENDIX C

### BOOK-ENTRY ONLY SYSTEM

*The information in this Appendix concerning DTC and DTC's book-entry only system has been obtained from sources that the District and the Initial Purchaser believe to be reliable, but neither the District nor the Initial Purchaser takes any responsibility for the completeness or accuracy thereof. The following description of the procedures and record keeping with respect to beneficial ownership interests in the Bonds, payment of principal, premium, if any, accreted value and interest on the Bonds to DTC Participants or Beneficial Owners, confirmation and transfers of beneficial ownership interests in the Bonds and other related transactions by and between DTC, the DTC Participants and the Beneficial Owners is based solely on information provided by DTC.*

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

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

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

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

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

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

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

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

A Bond Owner shall give notice to elect to have its Bonds purchased or tendered, through its Participant, to the Paying Agent/Registrar, and shall effect delivery of such Bonds by causing the Direct Participant to transfer the Participant's interest in the Bonds, on DTC's records, to the Paying Agent/Registrar. The requirement for physical delivery of Bonds in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Bonds to the Paying Agent/Registrar's DTC account.

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

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

THE PAYING AGENT/REGISTRAR, AS LONG AS A BOOK-ENTRY ONLY SYSTEM IS USED FOR THE BONDS, WILL SEND ANY NOTICE OF REDEMPTION OR OTHER NOTICES TO OWNERS ONLY TO DTC. ANY FAILURE OF DTC TO ADVISE ANY DTC PARTICIPANT, OR OF ANY DTC PARTICIPANT TO NOTIFY ANY BENEFICIAL OWNER, OF ANY NOTICE AND ITS CONTENT OR EFFECT WILL NOT AFFECT THE VALIDITY OF SUFFICIENCY OF THE PROCEEDINGS RELATING TO THE REDEMPTION OF THE BONDS CALLED FOR REDEMPTION OR OF ANY OTHER ACTION PREMISED ON SUCH NOTICE.