

OFFICIAL STATEMENT DATED AUGUST 7, 2024

IN THE OPINION OF BOND COUNSEL, HEREINAFTER DEFINED, UNDER STATUTES, REGULATIONS, PUBLISHED RULINGS, AND COURT DECISIONS EXISTING ON THE DATE OF SUCH OPINION, THE BONDS ARE VALID OBLIGATIONS OF THE DISTRICT, AND INTEREST ON THE BONDS IS EXCLUDABLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES AND IS NOT INCLUDED IN THE ALTERNATIVE MINIMUM TAXABLE INCOME OF 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 “LEGAL MATTERS” AND “TAX MATTERS” HEREIN FOR A DISCUSSION OF THE OPINION OF BOND COUNSEL.

The Bonds are NOT designated as “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS – Not Qualified Tax-Exempt Obligations.”

NEW ISSUE – Book Entry Only

S&P Global Ratings (AG Insured): “AA”

FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 222
(A political subdivision of the State of Texas, located within Fort Bend County)

\$12,585,000
Unlimited Tax Road Bonds,
Series 2024

Dated: September 1, 2024

Due: July 1, as shown on inside cover page

Interest Accrues from Delivery Date

The \$12,585,000 Unlimited Tax Road Bonds, Series 2024 (the “Bonds”) are solely obligations of Fort Bend County Municipal Utility District No. 222 (the “District”) and are not obligations of the State of Texas; Fort Bend County, Texas; the City of Fulshear, 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; Fort Bend County, Texas; the City of Fulshear, Texas; nor any entity other than the District is pledged to the payment of the principal of or the interest on the Bonds.

Principal of the Bonds is payable upon presentation at the principal payment office of the paying agent/registrars, initially, Regions Bank, an Alabama state banking corporation, Houston, Texas (the “Paying Agent/Registrar”). The Bonds are dated September 1, 2024, and interest on the Bonds accrues from the date of their delivery, currently scheduled for September 11, 2024 (the “Delivery Date”). Interest is payable July 1, 2025 and on each January 1 and July 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 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 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, in turn, will 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.”

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

The scheduled payment of principal of and interest on the Bonds when due will be guaranteed under the municipal bond insurance policy (the “Bond Insurance Policy”) to be issued concurrently with the delivery of the Bonds by **ASSURED GUARANTY INC.** (the “AG” or the “Insurer”). See “**MUNICIPAL BOND INSURANCE**” and APPENDIX B herein.

The logo for Assured Guaranty Inc. features the word "ASSURED" in a large, bold, serif font above the word "GUARANTY" in a smaller, bold, serif font. Both words are in a dark red color.

The Bonds constitute the second series of unlimited tax road bonds issued by the District for the purpose of acquiring and/or constructing a road system to serve the District, and, when issued, will constitute valid and binding obligations of the District payable from the proceeds of a continuing direct annual ad valorem tax, without legal limitation as to rate or amount, levied upon all taxable property within the District. See “THE BONDS – Source of Payment.” 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 “INVESTMENT CONSIDERATIONS,” before making an investment decision. See “INVESTMENT CONSIDERATIONS.”

The Bonds are offered, when, as and if issued by the District and accepted to the winning bidder of the Bonds (the “Initial Purchaser”), subject, among other things, to the approval of the Attorney General of Texas and of Coats Rose, P.C., Houston, Texas, Bond Counsel. Certain legal matters will be passed on for the District by Orrick, Herrington & Sutcliffe LLP, Houston, Texas, as Disclosure Counsel. This Official Statement and the information contained herein are subject to completion and amendment. Under no circumstances shall this Official Statement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of such jurisdictions. Delivery of the Bonds through the facilities of DTC is expected on or about September 11, 2024.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES AND INITIAL REOFFERING YIELDS

\$12,585,000 Unlimited Tax Road Bonds, Series 2024

\$7,030,000 Serial Bonds

Maturity July 1	Principal Amount ^(d)	Interest Rate	Initial Reoffering Yield ^(a)	CUSIP No. 34686U ^(b)	Maturity July 1	Principal Amount ^(d)	Interest Rate	Initial Reoffering Yield ^(a)	CUSIP No. 34686U ^(b)
****					2038 ^(c)	\$ 510,000	4.000%	3.850%	CN1
2031 ^(c)	\$ 360,000	6.25%	3.300%	CF8	****				
2032 ^(c)	380,000	4.00%	3.350%	CG6	2043 ^(c)	650,000	4.000%	4.090%	CT8
2033 ^(c)	400,000	4.00%	3.400%	CH4	2044 ^(c)	680,000	4.000%	4.100%	CU5
2034 ^(c)	415,000	4.00%	3.450%	CJ0	2045 ^(c)	715,000	4.000%	4.110%	CV3
2035 ^(c)	440,000	4.00%	3.550%	CK7	2046 ^(c)	750,000	4.000%	4.120%	CW1
2036 ^(c)	460,000	4.00%	3.650%	CL5	2047 ^(c)	785,000	4.000%	4.140%	CX9
2037 ^(c)	485,000	4.00%	3.750%	CM3					

\$5, 555,000 Term Bond

\$1,560,000 Term Bond Due July 1, 2030^{(c)(d)} Interest Rate 6.500% Yield 4.294%^(a) CUSIP 34686U CE1^(b)
 \$1,095,000 Term Bond Due July 1, 2040^{(c)(d)} Interest Rate 4.000% Yield 4.000%^(a) CUSIP 34686U CQ4^(b)
 \$1,205,000 Term Bond Due July 1, 2042^{(c)(d)} Interest Rate 4.000% Yield 4.080%^(a) CUSIP 34686U CS0^(b)
 \$1,695,000 Term Bond Due July 1, 2049^{(c)(d)} Interest Rate 4.000% Yield 4.180%^(a) CUSIP 34686U CZ4^(b)

- ^(a) 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.
- ^(b) CUSIP numbers have been assigned to the Bonds by CUSIP Global Services, managed by FactSet Research Systems Inc. on behalf of the American Bankers Association and are included solely for the convenience of the owners of the Bonds. None of the District, Financial Advisor (herein defined) or Initial Purchaser shall be responsible for the selection or the correctness of the CUSIP numbers.
- ^(c) Bonds maturing on July 1, 2031, and thereafter, are subject to redemption prior to maturity at the option of the District, as a whole or from time to time in part, on July 1, 2030, or any date thereafter at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption. See "THE BONDS – Redemption of the Bonds – *Optional Bonds*."
- ^(d) The Term Bonds maturing on July 1 in the years 2030, 2040, 2042, and 2049 are additionally subjected to mandatory sinking fund redemption prior to maturity. See "THE BONDS – Redemption of the Bonds – *Mandatory Redemption*."

USE OF INFORMATION IN OFFICIAL STATEMENT

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

This Official Statement does not constitute, and is not authorized by the District for use in connection with, an offer to sell or the solicitation of any offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

All of the summaries of the statutes, orders, contracts, records, and 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 Coats Rose, P.C. ("Bond Counsel") for further information.

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

Assured Guaranty Inc. ("AG" or the "Insurer") makes no representation regarding the Bonds or the advisability of investing in the Bonds. In addition, AG has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AG supplied by AG and presented under the headings "MUNICIPAL BOND INSURANCE" and "APPENDIX B - SPECIMEN MUNICIPAL BOND INSURANCE POLICY".

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 and the information or links contained therein are not incorporated into, and are not part of, this final official statement for any purposes.

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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 interest cost, which was tendered by SAMCO Capital Markets (the "Initial Purchaser"). The Initial Purchaser has agreed to purchase the Bonds, bearing the interest rates shown under "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES AND INITIAL REOFFERING YIELDS" on the inside cover page of this Official Statement, at a price of 98.008250% of the principal amount thereof which resulted in a net effective interest rate of 4.233396%, calculated pursuant to Chapter 1204, Texas Government Code, as amended.

No assurance can be given that any trading market will be developed for the Bonds after their sale by the District to the Initial Purchaser. The District has no control over the price at which the Bonds are subsequently sold, and the initial yields at which the Bonds are priced and reoffered are established by and are the sole responsibility of the Initial Purchaser.

Prices and Marketability

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

The delivery of the Bonds is conditioned upon the receipt by the District of a certificate executed and delivered by the Initial Purchaser on or before the date of delivery of the Bonds stating the prices at which a substantial amount of the Bonds of each maturity has been sold to the public. For this purpose, the term "public" shall not include any person who is a bond house, broker or similar person acting in the capacity of underwriter or wholesaler. Otherwise, the District has no understanding with the Initial Purchaser regarding the reoffering yields or prices of the Bonds. Information concerning reoffering yields or prices is the responsibility of the Initial Purchaser.

The prices and other terms with respect to the offering and sale of the Bonds may be changed from time to time by the Initial Purchaser after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial reoffering prices, including sales to dealers who may sell the Bonds into investment accounts. IN CONNECTION WITH THE OFFERING OF THE BONDS, THE INITIAL PURCHASER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

Securities Laws

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

MUNICIPAL BOND INSURANCE

Bond Insurance Policy

Concurrently with the issuance of the Bonds, Assured Guaranty Inc. ("AG") will issue its Municipal Bond Insurance Policy (the "Policy") for the Bonds. The Policy guarantees the scheduled payment of principal of and interest on the Bonds when due as set forth in the form of the Policy included as an appendix to this Official Statement.

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

Assured Guaranty Inc.

AG is a Maryland domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. ("AGL" and together with its subsidiaries, "Assured Guaranty"), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol "AGO." AGL, through

its subsidiaries, provides credit enhancement products to the U.S. and non-U.S. public finance (including infrastructure) and structured finance markets and participates in the asset management business through ownership interests in Sound Point Capital Management, LP and certain of its investment management affiliates. Only AG is obligated to pay claims under the insurance policies AG has issued, and not AGL or any of its shareholders or other affiliates.

AG’s financial strength is rated “AA” (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), “AA+” (stable outlook) by Kroll Bond Rating Agency, Inc. (“KBRA”) and “A1” (stable outlook) by Moody’s Investors Service, Inc. (“Moody’s”). Each rating of AG should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AG in its sole discretion. In addition, the rating agencies may at any time change AG’s long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AG. AG only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AG on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

Merger of Assured Guaranty Municipal Corp. Into Assured Guaranty Inc.

On August 1, 2024, Assured Guaranty Municipal Corp., a New York domiciled financial guaranty insurance company and an affiliate of AG (“AGM”), merged with and into AG, with AG as the surviving company (such transaction, the “Merger”). Upon the Merger, all liabilities of AGM, including insurance policies issued or assumed by AGM, became obligations of AG.

Current Financial Strength Ratings

On July 10, 2024, Moody’s, following Assured Guaranty’s announcement of the Merger, announced that it had affirmed AG’s insurance financial strength rating of “A1” (stable outlook).

On May 28, 2024, S&P announced it had affirmed AG’s financial strength rating of “AA” (stable outlook). On July 9, 2024, S&P stated that the Merger will not change its assessment of the Assured Guaranty group’s business risk or financial risk positions.

On October 20, 2023, KBRA announced it had affirmed AG’s insurance financial strength rating of “AA+” (stable outlook). On July 8, 2024, KBRA commented that, upon the closing of the Merger, AG’s insurance financial strength rating of “AA+” (stable outlook) will remain unchanged.

AG can give no assurance as to any further ratings action that S&P, Moody’s and/or KBRA may take. For more information regarding AG’s financial strength ratings and the risks relating thereto, see AGL’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Capitalization of AG, AGM and Pro Forma Combined AG

As of March 31, 2024
(dollars in millions)

	AG (Actual)	AGM (Actual)	AG (Pro Forma Combined)
Policyholders’ surplus	\$1,638	\$2,665	\$4,013 ¹
Contingency reserve	\$420	\$892	\$1,312
Net unearned premium reserves and net deferred ceding commission income	\$349	\$2,036 ²	\$2,385 ²

¹ Net of intercompany eliminations.

² Such amount includes (i) 100% of the net unearned premium reserve and net deferred ceding commission income of AGM or pro forma combined AG, as applicable, and (ii) the net unearned premium reserves and net deferred ceding commissions of Assured Guaranty UK Limited (“AGUK”) and its 99.9999% owned subsidiary Assured Guaranty (Europe) SA (“AGE”).

The policyholders' surplus, contingency reserves, and net unearned premium reserves and net deferred ceding commission income of AG, AGM, and the pro forma combined AG were determined in accordance with statutory accounting principles. The net unearned premium reserves and net deferred ceding commissions of AGUK and AGE were determined in accordance with accounting principles generally accepted in the United States of America.

Incorporation of Certain Documents by Reference

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the "SEC") that relate to AG and AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (filed by AGL with the SEC on February 28, 2024); and
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024 (filed by AGL with the SEC on May 8, 2024).

All information relating to AG and AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof "furnished" under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Bonds shall be deemed incorporated by reference into this Official Statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC's website at <http://www.sec.gov>, at AGL's website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Inc.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL's website shall be deemed to be part of or incorporated in this Official Statement.

Any information regarding AG and AGM included herein under the caption "MUNICIPAL BOND INSURANCE – Assured Guaranty Inc." or included in a document incorporated by reference herein (collectively, the "AG Information") shall be modified or superseded to the extent that any subsequently included AG Information (either directly or through incorporation by reference) modifies or supersedes such previously included AG Information. Any AG Information so modified or superseded shall not constitute a part of this Official Statement, except as so modified or superseded.

Miscellaneous Matters

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

RATING

S&P is located at 55 Water Street, New York, New York 10041, telephone number (212) 208-8000 and has engaged in providing ratings for corporate bonds since 1923 and municipal bonds since 1940. Long-term debt ratings assigned by S&P reflect its analysis of the overall level of credit risk involved in financings. At present S&P assigns long-term debt ratings with symbols "AAA" (the highest rating) through "D" (the lowest rating). The Bonds received an insured ratings of "AA" (stable outlook) from S&P solely in reliance upon the issuance of the Bond Insurance Policy issued by AG at the time of delivery of the Bonds.

Furthermore, a security rating is not a recommendation to buy, sell or hold securities. There is no assurance that such rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by S&P or Moody's, if in their judgment, circumstances so warrant. Any such revisions or withdrawal of the rating may have an adverse effect on the market price of the Bonds.

OFFICIAL STATEMENT SUMMARY

The following material is qualified in its entirety by the more detailed information and financial statements appearing elsewhere in the Official Statement. The offering of the Bonds (defined herein) to potential investors is made only by means of this entire Official Statement. No person is authorized to detach this summary from this Official Statement or to otherwise use it without the entire Official Statement.

THE BONDS

The District.....	Fort Bend County Municipal Utility District No. 222 (the “District”), a political subdivision of the State of Texas, is located in Fort Bend County, Texas. See “THE DISTRICT.”
The Bonds.....	The District is issuing \$12,585,000 Unlimited Tax Road Bonds, Series 2024 (the “Bonds”). The Bonds are dated September 1, 2024 and mature on July 1 in the years and amounts set forth on the inside cover page hereof. Interest accrues from the date of the delivery of the Bonds at the rates per annum set forth on the inside cover page hereof and is payable on July 1, 2025, and on each January 1 and July 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.....	Bonds maturing on and after July 1, 2031, are subject to redemption, in whole or from time to time in part, at the option of the District on July 1, 2030, and on any date thereafter at a price of par plus accrued interest from the most recent interest payment date to the date of redemption. See “THE BONDS – Redemption of the Bonds.”
Source of Payment.....	Principal of and interest on the Bonds are payable from the proceeds of a continuing direct annual ad valorem tax, levied upon all taxable property within the District without legal limitation as to rate or amount. The Bonds are obligations solely of the District and are not obligations of the State of Texas, Fort Bend County, Texas (the “County”), the City of Fulshear, Texas (the “City”), or any entity other than the District. See “THE BONDS – Source of Payment.”
Payment Record.....	The District has never defaulted on the timely payment of principal and interest on its prior bonded indebtedness. See “THE ROAD BONDS – Source of Payment.”
Not Qualified Tax-Exempt Obligations.....	The Bonds are <u>NOT</u> designated as “qualified tax-exempt obligations” for financial institutions. See “TAX MATTERS – Not Qualified Tax-Exempt Obligations.”
Authority for Issuance	<p>The Bonds constitute the second series of unlimited tax road bonds issued by the District for the purpose of acquiring and/or constructing a road system to serve the District (the “Road System”).</p> <p>Voters in the District have authorized a total of \$800,000,000 in principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing water, sewer, and drainage facilities to serve the District and \$400,000,000 in principal amount of unlimited tax bonds for refunding such bonds; \$338,000,000 in principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Road System and \$169,000,000 in principal amount of unlimited tax bonds for refunding such bonds; and \$63,000,000 principal amount of unlimited tax bonds for acquiring and/or constructing recreational or park facilities in the District and \$31,500,000 in principal amount of unlimited tax bonds for refunding such bonds.</p> <p>Following the issuance of the Bonds: \$790,750,000 principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Utility System to serve the District and \$400,000,000 in principal amount of unlimited tax bonds for refunding such bonds; \$320,505,000 principal amount of unlimited</p>

tax bonds for the purpose of acquiring and/or constructing the Road System and \$169,000,000 in principal amount of unlimited tax bonds for refunding such bonds; and \$63,000,000 principal amount of unlimited tax bonds for acquiring and/or constructing recreational or park facilities in the District and \$31,500,000 in principal amount of unlimited tax bonds for refunding such bonds will remain authorized and unissued.

The Bonds are issued pursuant to the order of the District’s Board of Directors authorizing the issuance of the Bonds (the “Bond Order”); an election held on November 2, 2021; and Article III, Section 52 of the Texas Constitution, Chapter 8076 of the Texas Special District Local Laws Code, and the general laws of the State of Texas, including Chapters 49 and 54, Texas Water Code, as amended. See “THE BONDS – Authority for Issuance” and “THE BONDS – Issuance of Additional Debt.”

Outstanding Bonds The District previously issued its \$4,910,000 Unlimited Tax Road Bonds, Series 2023 of which \$4,910,000 remains outstanding as of July 1, 2024 (the “Outstanding 2023 Road Bonds”).

In addition, the District has previously issued its \$9,250,000 Unlimited Tax Utility Bonds, Series 2024 of which \$9,250,000 remains outstanding as of July 1, 2024 (the “Outstanding 2024 Utility Bonds” and, together with the Outstanding 2023 Road Bonds, the “Outstanding Bonds”).

Use of Bond Proceeds..... A portion of the proceeds from the sale of the Bonds will be used to reimburse the Developer (herein defined) for the construction costs set out under “THE BONDS – Use and Distribution of Bond Proceeds.” In addition, a portion of the proceeds from the sale of the Bonds will be used to pay developer interest, capitalized interest and other certain costs associated with the issuance of the Bonds. See “THE BONDS – Use and Distribution of Bond Proceeds.”

Municipal Bond Insurance..... Assured Guaranty Inc. See “MUNICIPAL BOND INSURANCE.”

Rating S&P Global Ratings (AG Insured) – “AA.” See “RATINGS.”

Bond Counsel Coats Rose, P.C., Houston, Texas.

Disclosure Counsel..... Orrick, Herrington & Sutcliffe LLP, Houston, Texas.

Financial Advisor Tierra Financial Advisors, LLC, Arlington, Texas (“Tierra”). Tierra is a wholly-owned subsidiary of D.R. Horton Inc., the primary developer of land in the District. See “RELATIONSHIP AMONG THE PARTIES” herein.

THE DISTRICT

Description The District was created by House Bill No. 4675, 86th Texas Legislature, Regular Session, codified as Chapter 8076, Texas Special District Local Laws Code, effective June 10, 2019, as a conservation and reclamation district created under and essential to accomplish the purposes of Section 59, Article XVI, and Section 52, Article III of the Texas Constitution, and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, and other general statutes of Texas applicable to municipal utility districts.

The District contains approximately 1,297.4 acres. See “THE DISTRICT.”

Location..... The District is located approximately 31 miles west of the downtown of the City of Houston, Texas. The District is approximately 12 miles south of the intersection of Interstate 10 and FM 1463, and approximately 7 miles west of the intersection of State Highway 99 and Westheimer Parkway. The District is bordered by FM 1463 on

the east and Texas Heritage Parkway to the west, which provide direct access for residents. The District is located entirely within the County, the extraterritorial jurisdiction of the City and the boundaries of Lamar Consolidated Independent School District. See “THE DISTRICT- LOCATION.”

- Developer and Principal Landowner The developer and principal land-owner of the land within the District is D.R. Horton-Texas, Ltd. (the “Developer”), a Texas limited partnership. The Developer is wholly owned by D.R. Horton, Inc. (“D.R. Horton”), a Delaware corporation and publicly held company, the stock of which is listed on the New York Stock Exchange under the ticker symbol “DHI.” To date, the Developer has developed approximately 480 acres (1,531 lots) within the District which are being marketed as Tamarron. The Developer continues to own approximately 632 undeveloped but developable acres and approximately 214 undevelopable acres. See “PRINCIPAL LANDOWNER/DEVELOPER.”
- Development within the District..... Development in the District currently includes 1,531 single-family residential lots on approximately 480 acres. As of July 1, 2024, the District consisted of 891 completed homes (703 occupied and 188 unoccupied), 427 homes under construction, 213 vacant developed lots, and 749 lots under development. Homes in the District range in price from approximately \$298,000 to over \$315,000. See “DEVELOPMENT OF THE DISTRICT – Status of Development within the District.”
- Homebuilders D.R. Horton is currently building single-family homes in the District. Homes in the District range in price from approximately \$298,000 to over \$315,000 and in size from approximately 1,200 to over 2,100 square feet. During 2023, D.R. Horton sold approximately 376 homes and from January 1, 2024 through July 1, 2024, D.R. Horton has sold approximately 255 homes. See “DEVELOPMENT OF THE DISTRICT – Homebuilders within the District.”

INVESTMENT CONSIDERATIONS

THE BONDS ARE SUBJECT TO SPECIAL RISK FACTORS. PROSPECTIVE PURCHASERS SHOULD CAREFULLY REVIEW THIS ENTIRE OFFICIAL STATEMENT, INCLUDING PARTICULARLY THE SECTION OF THIS OFFICIAL STATEMENT ENTITLED “INVESTMENT CONSIDERATIONS,” BEFORE MAKING THEIR INVESTMENT DECISION

SELECTED FINANCIAL INFORMATION

(UNAUDITED)

2024 Certified Assessed Valuation	\$	221,217,344 ^(a)
Estimated Assessed Valuation as of May 1, 2024	\$	311,673,682 ^(b)
Direct Debt:		
The Outstanding Bonds (as of June 1, 2024)	\$	14,160,000
The Bonds	\$	<u>12,585,000</u>
Total	\$	26,745,000
Estimated Overlapping Debt	\$	<u>23,275,230 ^(c)</u>
Total Direct and Estimated Overlapping Debt	\$	50,020,230 ^(c)
Direct Debt Ratio:		
As a percentage of 2024 Certified Assessed Valuation		12.27%
As a percentage of Estimated Assessed Valuation as of May 1, 2024		8.58%
Direct and Estimated Overlapping Debt Ratio:		
As a percentage of 2024 Certified Assessed Valuation		22.95%
As a percentage of Estimated Assessed Valuation as of May 1, 2024		16.05%
Utility System Debt Service Fund (as of July 3, 2024)	\$	- ^(d)
Road System Debt Service Fund (as of July 3, 2024)	\$	285,616 ^(e)
Utility System Capital Projects Fund (as of July 3, 2024)	\$	-
Road System Capital Projects Fund (as of July 3, 2024)	\$	18,305
Operating Fund (as of July 3, 2024)	\$	489,394
2023 Tax Rate:		
Utility System Debt Service	\$	-
Road System Debt Service	\$	0.450
Maintenance & Operations	\$	<u>0.720</u>
Total	\$	1.170 ^(f)
Average Annual Debt Service Requirements on the Outstanding Bonds and the Bonds (2025 - 2049)	\$	1,792,970 ^(g)
Maximum Annual Debt Service Requirements on the Outstanding Bonds and the Bonds (2048)	\$	1,994,438 ^(g)
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay		
Average Annual Debt Service Requirement on Bonds the Outstanding Bonds and the Bonds (2025 - 2049):		
Based on 2024 Certified Assessed Valuation at 95% Collections	\$	0.87
Based on Estimated Assessed Valuation as of May 1, 2024, at 95% Collections	\$	0.61
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay		
Maximum Annual Debt Service Requirement on the Outstanding Bonds and the Bonds (2048):		
Based on 2024 Certified Assessed Valuation at 95% Collections	\$	0.97
Based on Estimated Assessed Valuation as of May 1, 2024, at 95% Collections	\$	0.68

^(a) Represents the assessed valuation of all taxable property in the District as of January 1, 2024, provided by the Fort Bend Central Appraisal District (the "Appraisal District"). See "TAX DATA" and "TAXING PROCEDURES."

^(b) Provided by the Appraisal District for informational purposes only. This amount is an estimate of the taxable value of all taxable property located within the District as of May 1, 2024 and includes an estimate of additional taxable value resulting from the construction of taxable improvements from January 1, 2024 to May 1, 2024. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."

^(c) See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement."

^(d) 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 funds in the Utility System Debt Service are not available to pay debt service on bonds issued by the District for the Road System.

^(e) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. The Funds on deposit in the Road System Debt Service Fund are pledged only to pay the debt service on the Road Bonds and any other bonds issued for the purpose of acquiring or constructing the Road System. The Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Utility System. Upon the issuance of the Bonds, twelve (12) months of capitalized interest will be deposited into the Road System Debt Service Fund.

^(f) See "TAX DATA – Tax Rate Calculations."

^(g) See "DISTRICT DEBT – Utility System Debt Service Requirement Schedule."

OFFICIAL STATEMENT

relating to

FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 222
(A Political Subdivision of the State of Texas, located within Fort Bend County)

\$12,585,000
Unlimited Tax Road Bonds,
Series 2024

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Fort Bend County Municipal Utility District No. 222 (the “District”) of its \$12,585,000 Unlimited Tax Road Bonds, Series 2024 (the “Bonds”).

The Bonds are issued pursuant to (i) Article III, Section 52 of the Texas Constitution, (ii) Chapter 8076 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 order (the “Bond Order”) adopted by the Board of Directors of the District on the date of the sale of the Bonds, and (iv) an election held within the District on November 2, 2021.

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.

This Official Statement also includes information about the District and certain reports and other statistical data. The summaries and references to all documents, statutes, reports and other instruments referred to herein do not purport to be complete, comprehensive or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report or instrument.

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. (“D.R. Horton”), the primary developer of land in the District. D.R. Horton currently owns approximately 9.47% of the of the total taxable assessed value of property in the District. See “DEVELOPMENT OF THE DISTRICT,” “PRINCIPAL LANDOWNER/DEVELOPER” and “TAX DATA – Principal Taxpayers.” A portion of the proceeds of the Bonds will be used to reimburse D.R. Horton 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 D.R. Horton are members of the Board of the District 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.

INVESTMENT CONSIDERATIONS

General

The Bonds, which are obligations of the District and not of the State of Texas; Fort Bend County (the “County”), Texas; the City of Fulshear, 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 Payment

Economic Factors: The rate of development within the District is directly related to the vitality of the residential housing industry in the Houston, Texas metropolitan area. New residential housing construction can be significantly affected by factors such as general economic activity, interest rates, credit availability, energy costs, construction costs, the level of unemployment, 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.

Principal Landowner/Developer: There is no commitment by, or legal requirement of, the principal landowners, the Developer (herein defined), 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," "PRINCIPAL LANDOWNER/DEVELOPER," and "TAX DATA – Principal Taxpayers."

Dependence on Principal Taxpayers and the Developer: The top ten principal taxpayers represent 45.81% of the 2023 Assessed Valuation, which represents ownership as of January 1, 2023. If these or other principal taxpayers were to 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 would be dependent on its ability to enforce and liquidate its tax lien, which is a time-consuming process, or to sell tax anticipation notes. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate, hindering growth and leading to further defaults in the payment of taxes. The District is not required by law or the Bond Orders to maintain any specified amount of surplus in its debt service 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 Certified Assessed Valuation is \$221,217,344, and the Estimated Valuation as of May 1, 2024, is \$311,673,682. See "TAX DATA."

After issuance of the Bonds, the maximum annual debt service requirement on the Outstanding Bonds and the Bonds will be \$1,994,438 (2048) and the average annual debt service requirement on the Bonds will be \$1,792,970 (2025-2049). Assuming no decrease from the 2024 Certified Assessed Valuation, tax rates of \$0.97 and \$0.87 per \$100 of assessed valuation at 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 Estimated Valuation as of May 1, 2024, tax rates of \$0.68 and \$0.61 per \$100 of assessed valuation at 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. In 2023, the District adopted a maintenance tax of \$0.72 per \$100 of assessed valuation and a Road System debt service tax of \$0.45 per \$100 of assessed valuation.

Dependence on the Oil and Gas Industry

The volatility in oil prices in the U.S. and globally may lead to adverse conditions in the oil and gas industry, including but not limited to reduced revenues, declines in capital and operating expenditures, business failures, and layoffs of workers. The economy of the Houston area has, in the past, been particularly affected by adverse conditions in the oil and gas industry, and such conditions and their spillover effects into other industries could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values or homebuilding activity within the District. As previously stated, the Bonds are secured by an unlimited ad valorem tax, and a reduction in property values may require an increase in the ad valorem tax rate required to pay the Bonds as well as the District's share of operations and maintenance expenses payable from ad valorem taxes.

Competitive Nature of Residential Housing Market

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

Tax Collection and Foreclosure Remedies

The District's ability to make debt service payments may be adversely affected by its inability to collect ad valorem taxes. Under Texas law, the levy of ad valorem taxes by the District constitutes a lien in favor of the District on a parity with the liens of all other state and local taxing authorities on the property against which taxes are levied, and such lien may be enforced by foreclosure. The District's ability to collect ad valorem taxes through such foreclosure

may be impaired by (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 (6) 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, the current aggregate tax rate being levied against the property, or the taxpayers' 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."

Bondholders' Remedies

In the event of default in the payment of principal of or interest on the Bonds, the registered holders of the Bonds ("Bondholders") have a right to seek a writ of mandamus requiring the District to levy adequate taxes each year to make such payments. Except for mandamus, the Bond Orders do not provide for remedies to protect and enforce the interests of the Bondholders. 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. Based on recent Texas court decisions, it is unclear whether, §49.066, Texas Water Code, effectively waives governmental immunity of a municipal utility district for suits for money damages. Even if the Bondholders 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 Bondholders cannot themselves foreclose on property within the District or sell property of the District in order to pay the principal of and interest on the Bonds. Since there is no trust indenture or trustee, the Bondholders would have to initiate and finance the legal process to enforce their remedies. SEE "THE BONDS-Bondholders' Remedies and Bankruptcy Limitation to Bondholders' Rights."

Bankruptcy Limitation to Bondholders' Rights

Subject to the requirements of Texas law, the District may voluntarily proceed under Chapter 9 of the Federal Bankruptcy Code, 11 U.S.C. Section 901-946, if the District: (1) is authorized to file for federal bankruptcy protection by Texas law; (2) is insolvent or unable to meet its debts as they mature; (3) desired to effect a plan to adjust such debts; and (4) has either obtained the agreement of or negotiated in good faith with its creditors or is unable to negotiate with its creditors because negotiation is impracticable. Under Texas law, the District must also obtain the approval of the TCEQ prior to filing bankruptcy. Such law requires that the TCEQ investigate the financial conditions of the District and authorize the District to proceed only if the District has fully exercised its rights and powers under Texas law and remains unable to meet its debts and other obligations as they mature.

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

If the District decides in the future to proceed voluntarily under the federal Bankruptcy Code, the District could develop and file a plan for the adjustment of its debts. If such a plan was confirmed by the bankruptcy court, it could, among other things, affect the Beneficial Owners by reducing or eliminating the interest rate or the principal amount, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of such Beneficial Owners' claims against the District.

The District may not be placed into bankruptcy involuntarily. SEE "THE BONDS-Bondholders' Remedies and Bankruptcy Limitation to Bondholders' Rights."

Marketability

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

Future Debt

Following the issuance of the Bonds, \$790,750,000 principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Utility System to serve the District and \$400,000,000 in principal amount of unlimited tax bonds for refunding such bonds; \$320,505,000 principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Road System and \$169,000,000 in principal amount of unlimited tax bonds for refunding such bonds; and \$63,000,000 principal amount of unlimited tax bonds for acquiring and/or constructing recreational or park facilities in the District and \$31,500,000 in principal amount of unlimited tax bonds for refunding such bonds will remain authorized and unissued. The District also has the right to issue certain other additional bonds and other obligations, as described in the Bond Order. If additional bonds are issued in the future and property values have not increased proportionately, such issuance may increase gross debt/property valuation ratios and thereby adversely affect the investment quality or security of the Bonds.

Following the issuance of the Bonds, the District will owe the Developer approximately \$53.1 million for its expenditures to construct or acquire the Utility System and approximately \$16.2 million for its expenditures to construct or acquire the Road System, the funds of which were advanced by the Developer.

Continuing Compliance with Certain Covenants

The Bond Orders contain 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.”

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

Environmental Regulations

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

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

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

Air Quality Issues. Air quality control measures required by the United States Environmental Protection Agency (the “EPA”) and the Texas Commission on Environmental Quality (the “TCEQ”) may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act (“CAA”) Amendments of 1990, the eight-county Houston-Galveston-Brazoria area (“HGB Area”)—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty Counties—has been designated a nonattainment area under three separate federal ozone standards: the one-hour (124 parts per billion (“ppb”)) and eight-hour (84 ppb) standards promulgated by the EPA in 1997 (the “1997 Ozone Standards”); the tighter, eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008

(the “2008 Ozone Standard”), and the EPA’s most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the “2015 Ozone Standard”). While the State of Texas has been able to demonstrate steady progress and improvements in air quality in the HGB Area, the HGB Area remains subject to CAA nonattainment requirements.

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

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

The HGB Area is currently designated as a “severe” nonattainment area under the 2008 Ozone Standard, with an attainment deadline of July 20, 2027. If the EPA ultimately determines that the HGB Area has failed to meet the attainment deadline based on the relevant data, the area is subject to reclassification to a nonattainment classification that provides for more stringent controls on emissions from the industrial sector. In addition, the EPA may impose a moratorium on the awarding of federal highway construction grants and other federal grants for certain public works construction projects if it finds that an area fails to demonstrate progress in reducing ozone levels.

The HGB Area is currently designated as a “moderate” nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2024. For purposes of the 2015 Ozone Standard, the HGB Area consists of only six counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, and Montgomery Counties.

In order to demonstrate progress toward attainment of the EPA’s ozone standards, the TCEQ has established a state implementation plan (“SIP”) for the HGB Area setting emission control requirements, some of which regulate the inspection and use of automobiles. These types of measures could impact how people travel, what distances people are willing to travel, where people choose to live and work, and what jobs are available in the HGB Area. These SIP requirements can negatively impact business due to the additional permitting/regulatory constraints that accompany this designation and because of the community stigma associated with a nonattainment designation. It is possible that additional controls will be necessary to allow the HGB Area to reach attainment with the ozone standards by the EPA’s attainment deadlines. These additional controls could have a negative impact on the HGB Area’s economic growth and development.

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

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

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

(90) contaminants and has identified and listed other contaminants which may require national drinking water regulation in the future.

Texas Pollutant Discharge Elimination System (“TPDES”) permits set limits on the type and quantity of discharge, in accordance with state and federal laws and regulations. The TCEQ reissued the TPDES Construction General Permit (TXR150000) (“CGP”), with an effective date of March 5, 2023, which is a general permit authorizing the discharge of stormwater runoff associated with small and large construction sites and certain non-stormwater discharges into surface water in the state. The CGP has a 5-year permit term, and is then subject to renewal. Moreover, the Clean Water Act (“CWA”) and Texas Water Code require municipal wastewater treatment plants to meet secondary treatment effluent limitations and more stringent water quality-based limitations and requirements to comply with the Texas water quality standards. Any water quality-based limitations and requirements with which a municipal utility district must comply may have an impact on the municipal utility district’s ability to obtain and maintain compliance with TPDES permits.

The TCEQ issued the General Permit for Phase II (Small) Municipal Separate Storm Sewer Systems (the “MS4 Permit”) on January 24, 2019. The MS4 Permit authorizes the discharge of stormwater to surface water in the state from small municipal separate storm sewer systems. While the District is currently not subject to the MS4 Permit, if the District’s inclusion were required at a future date, the District could incur substantial costs to develop, implement, and maintain the necessary plans as well as to install or implement best management practices to minimize or eliminate unauthorized pollutants that may otherwise be found in stormwater runoff in order to comply with the MS4 Permit.

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

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

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

Potential Impact of Natural Disaster

The District could be impacted by a natural disaster such as wide-spread fires, earthquakes, or weather events such as hurricanes, tornados, tropical storms, or other severe weather events that could produce high winds, heavy rains, hail, and flooding. In the event that a natural disaster should damage or destroy improvements and personal property in the District, the assessed value of such taxable properties could be substantially reduced, resulting in a decrease in the taxable assessed value of the District or an increase in the District’s tax rates.

There can be no assurance that a casualty will be covered by insurance (certain casualties, including flood, are usually excepted unless specific insurance is purchased), that any insurance company will fulfill its obligation to provide insurance proceeds, or that insurance proceeds will be used to rebuild, repair, or replace any taxable properties in the District that were damaged. Even if insurance proceeds are available and damaged properties are rebuilt, there could be a lengthy period in which assessed values in the District would be adversely affected. There can be no assurance the District will not sustain damage from such natural disasters.

National Weather Service Atlas 14 Rainfall Study

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

Specific Flood Type Risks

The District may be subject to the following flood risks:

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

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

Reappraisal of Property

On November 5, 2019, a Texas Constitutional amendment, effective January 1, 2020, passed and the prior process that gave local taxing jurisdictions the option to request a reappraisal following a disaster was repealed and replaced with an exemption for qualified property that is in a Governor-declared disaster area and at least 15% damaged. Qualified property includes tangible personal property, improvements to real property, and manufactured homes. Eligible individuals must apply within a specified time frame and, if the disaster occurs after taxes are levied, the taxing unit must take action to authorize the exemption. The amount of the exemption is determined by the percentage level of damage and is prorated based on the date of the disaster. The applicable appraisal district must perform a damage assessment and assign a percentage rating to determine the amount of the exemption. Any exemption granted under the new provisions expires the first year the property is reappraised.

Bond Insurance Risk Factors

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

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

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

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

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

Neither the District nor the Initial Purchaser have made independent investigation into the claims paying ability of the Bond Insurer and no assurance or representation regarding the financial strength or projected financial strength of the

Bond Insurer is given. Thus, when making an investment decision, potential investors should carefully consider the ability of the District to pay principal of and interest on the Bonds and the claims paying ability of the Bond Insurer, particularly over the life of the investment. See “MUNICIPAL BOND INSURANCE” and “RATING” herein for further information provided by the Bond Insurer and the Policy, which includes further instructions for obtaining current financial information concerning the Bond Insurer.

THE BONDS

General

The following is a description of certain terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Orders of the Board of Directors of the District (the “Board”) authorizing the issuance of the Bonds. Copies of the Bond Orders may be obtained from the District upon request and payment of the costs for duplication thereof. The Bond Orders authorize the issuance and sale of the Bonds and prescribes the terms, conditions and provisions for the payment of the principal of and interest on the Bonds by the District.

The Bonds are dated September 1, 2024, and will mature on July 1 in the years and in the principal amounts indicated on the inside cover page hereof. The Bonds will accrue interest from the date of their delivery (the “Delivery Date”), at the stated interest rates indicated on the inside cover page hereof. Interest on the Bonds is payable on July 1, 2025, and on each January 1 and July 1 thereafter (each an “Interest Payment Date”) until maturity or prior redemption. The Bonds will be issued as fully registered bonds in principal denominations of \$5,000 or any integral multiple thereof. Principal of the Bonds will be payable to a Bondholder thereof at maturity or earlier redemption upon presentation of Bonds at the principal payment office of Regions Bank, an Alabama state banking corporation, Houston, 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 Bondholders as shown on the records of the Paying Agent/Registrar at the close of business on the 15th day of the calendar month next preceding each Interest Payment Date (the “Record Date”), or by other such customary banking arrangements as may be acceptable to the Paying Agent/Registrar and the Bondholder at the expense and risk of the Bondholder.

Book-Entry-Only System

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

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

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be required by an authorized representative of DTC. One fully-registered Bond will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 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.

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

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

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

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

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

Redemption proceeds, principal, and interest 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, principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

Use of Certain Terms in Other Sections of this Official Statement

In reading this Official Statement it should be understood that while the Bonds are in the book-entry form, references in other sections of this Official Statement to registered owners should be read to include the person for which the DTC Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and

the book-entry system, and (ii) except as described above, notices that are to be given to registered owners under the Bond Orders will be given only to DTC.

Successor Paying Agent/Registrar

Provisions are 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 principal payment office of the Paying Agent/Registrar in Houston, 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 Bondholder. 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 Bondholder or assignee of the Bondholder within not more than three (3) 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 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

The Bonds maturing on July 1, 2031, and thereafter are subject to redemption and payment at the option of the District, in whole or from time to time in part, on July 1, 2030, 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 Bondholder 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 Bondholder 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 Redemption

The Bonds maturing on July 1, 2030, July 1, 2040, July 1, 2042, and July 1, 2049 (the "Term Bonds") shall be subject to annual mandatory sinking fund redemption as shown on the table(s) below.

\$1,560,000 Utility Term Bonds, due July 1, 2030

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
July 1, 2026	\$285,000
July 1, 2027	\$295,000
July 1, 2028	\$310,000
July 1, 2029	\$325,000

July 1, 2030 (maturity) \$345,000

\$1,095,000 Utility Term Bonds, due July 1, 2040

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
July 1, 2039	\$535,000
July 1, 2040 (maturity)	\$560,000

\$1,205,000 Utility Term Bonds, due July 1, 2042

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
July 1, 2041	\$590,000
July 1, 2042 (maturity)	\$615,000

\$1,695,000 Utility Term Bonds, due July 1, 2049

<u>Mandatory Redemption Date</u>	<u>Principal Amount</u>
July 1, 2048	\$825,000
July 1, 2049 (maturity)	\$870,000

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

Replacement of 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, receipt of satisfactory evidence of such destruction, loss or theft, and receipt by the District and the Paying Agent/Registrar of security or indemnity to hold them harmless. The District or the Paying Agent/Registrar may require payment of taxes, governmental charges and other expenses and other expenses in connection with any such replacement.

Authority for Issuance

The District's voters have authorized the District's issuance of \$800,000,000 in principal amount of unlimited tax bonds for the purpose of acquiring or constructing Utility System and \$400,000,000 in principal amount of unlimited tax bonds for refunding such bonds; \$338,000,000 in principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing a road system to serve the District (the "Road System") and \$169,000,000 in principal amount of unlimited tax bonds for refunding such bonds; and \$63,000,000 principal amount of unlimited tax bonds for acquiring and/or constructing recreational or park facilities in the District (the "Park System") and \$31,500,000 in principal amount of unlimited tax bonds for refunding such bonds.

Following the issuance of the Bonds: \$790,750,000 principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Utility System to serve the District and \$400,000,000 in principal amount of unlimited tax bonds for refunding such bonds; \$320,505,000 principal amount of unlimited tax bonds for the purpose of acquiring and/or constructing the Road System and \$169,000,000 in principal amount of unlimited tax bonds for refunding such bonds; and \$63,000,000 principal amount of unlimited tax bonds for acquiring and/or constructing the Park System and \$31,500,000 in principal amount of unlimited tax bonds for refunding such bonds will remain authorized and unissued.

The Bonds are issued pursuant to (i) Article III, Section 52 of the Texas Constitution, (ii) Chapter 8076 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) the Bond Order, and (iv) an election held within the District on November 2, 2021.

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, and certain fees. Tax proceeds, after deduction for collection costs, will be placed in the Road System Debt Service Fund and used solely to pay principal of and interest on the Bonds, and additional bonds payable from taxes which may be issued.

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

Issuance of Additional Debt

The District may issue additional bonds with the approval of the TCEQ (with respect to the bonds for the Utility System or the Park System) necessary to provide improvements and facilities consistent with the purposes for which the District was created. The District's voters have authorized the District's issuance of \$1,200,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System and for refunding purposes; \$507,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System and refunding purposes; and \$94,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System and for refunding purposes.

The Bonds represent the second series of bonds issued by the District for the purpose of acquiring or constructing the Road System. After issuance of the Bonds, the following principal amounts of unlimited tax bonds will remain authorized but unissued: \$1,190,750,000 for the Utility System; \$489,505,000 for the Road System; and \$94,500,000 for the Park System. The District may also issue any additional bonds as may hereafter be approved by both the Board of Directors and voters of the District as well as certain additional bonds, revenue bonds, special project bonds, and other obligations as described in the Bond Order. The Bond Order imposes no limitation on the amount of additional parity bonds which may be issued by the District (if authorized by the District's voters and, in the case of bonds for the Utility System or for parks and recreation, approved by the TCEQ).

Following the issuance of the Bonds, the District will owe the Developer approximately \$53.1 million for its expenditures to construct or acquire the Utility System and approximately \$16.2 million for its expenditures to construct or acquire the Road System, the funds of which were advanced by the Developer.

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. Before the District could issue park bonds payable from taxes, the following actions would be required: (a) approval of the park bond application for the issuance of bonds by the TCEQ; and (b) approval of the bonds by the Attorney General of Texas. The District has not considered the preparation of a parks bond application at this time. If the District does issue park bonds, the principal amount of bonds sold by the District to construct park and recreational facilities is limited to one percent of the District's certified taxable assessed valuation, unless, effective June 14, 2021, the District meets certain financial feasibility requirements under the TCEQ rules, in which case the outstanding principal amount of such bonds issued by the District may be issued in an amount not to exceed three percent of the value of the taxable property in the District.

The District may issue any additional unlimited tax bonds in the current calendar year.

Consolidation

A district (such as the District) has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets, such as cash and the utility system, with the water and wastewater systems of districts with which it is consolidating as well as its liabilities (which would include the Bonds). No representation is made concerning the likelihood of consolidation, but the District is not contemplating consolidation.

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

There is no assurance that the current law will not be changed in a manner which would permit other investments to be made with amounts deposited to defease the Bonds. Because the Bond Order does not contractually limit such investments, Bondholders may be deemed to have consented to defeasance with such other investments, notwithstanding the fact that such investments may not be of the same investment quality as currently permitted under Texas law. There is also no assurance that any investment held for such discharge will maintain its rating.

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.

Bondholders’ Remedies

The Bond Order contains a covenant that while any part of the Bonds is outstanding, there shall be assessed, levied, and collected an annual ad valorem tax, without legal limit as to rate or amount, on all taxable property within the District, sufficient to pay principal of and interest on the Bonds and any additional tax bonds when due and to pay the expenses necessary in collecting taxes. Texas law and the Bond Order provide that in the event that the District defaults in the payment of the principal of or interest on any of the Bonds when due, fails to make debt service payments, or

defaults in the observance or performance of any of the covenants, conditions, or obligations set forth in the Bond Order, any Bondholder shall be entitled at any time to a writ of mandamus from a court of competent jurisdiction compelling and requiring the Board to observe and perform any covenant, obligation, or condition prescribed by the Bond Orders. Such right is in addition to all other rights the Bondholders may be provided by the laws of the State of Texas.

Except for mandamus, the Bond Order does not specifically provide for remedies to a Bondholder in the event of a District default, nor does it provide for the appointment of a trustee to protect and enforce the interests of the Bondholders. There is no acceleration of maturity of the Bonds in the event of default. Consequently, the remedy of mandamus is a remedy which may have to be relied upon from year to year by the Bondholders. Even if the Bondholders could obtain a judgment against the District, such judgment could not be enforced by direct levy and execution against the District's property. Further, the Bondholders 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. Certain traditional legal remedies also may be unavailable. The enforceability of the rights and remedies of the Bondholders may be further limited by federal bankruptcy laws, reorganization, or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. See "Bankruptcy Limitation to Bondholders' Rights" below.

Bankruptcy Limitation to Bondholders' Rights

Other than a writ of mandamus and other relief authorized by law, the Bond Order does not expressly provide a specific remedy for a default. Even if a Bondholder could obtain a judgment against the District for a default in the payment of principal or interest, such judgment could not be satisfied by execution against any property of the District. If the District defaults, a Bondholder could petition for a writ of mandamus issued by a court of competent jurisdiction requiring the District and the District's officials to observe and perform the covenants, obligations or conditions prescribed in the Bond Order. Such remedy might need to be enforced on a periodic basis. The enforcement of a claim for payment on the Bonds would be subject to the applicable provisions of the federal bankruptcy laws, any other similar laws affecting the rights of creditors of political subdivisions, and general principals of equity. See "INVESTMENT CONSIDERATIONS – Bondholders' Remedies," and "INVESTMENT CONSIDERATIONS – Bankruptcy Limitation to Bondholders' Rights."

Use and Distribution of Bond Proceeds

A portion of the proceeds of the sale of the Bonds will be used to reimburse the Developer for the construction costs set out below. In addition, a portion of the proceeds from the sale of the Bonds will be used to pay developer interest and other certain costs associated with the issuance of the Bonds. Non-construction costs are based upon either contract amounts or estimates of various costs by the Engineer and the Financial Advisor (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:

Construction Costs

Developer Contribution Items

1. Paving & Appurtenances to Serve Tamarron West Section 1	\$ 566,404
2. Paving & Appurtenances to Serve Tamarron West Section 2	\$ 1,589,381
3. Paving & Appurtenances to Serve Tamarron West Section 3	\$ 1,381,844
4. Paving & Appurtenances to Serve Tamarron West Section 5	\$ 866,552
5. Paving & Appurtenances to Serve Tamarron Point Section 1 & Tamarron Park Drive	\$ 1,785,893
6. Paving & Appurtenances to Serve Tamarron Point Section 2	\$ 1,391,603
7. Engineering Fees	\$ 694,564
8. Testing Fees	\$ 83,558
9. Land Acquisition	\$ 1,781,547
10. Land Carrying Costs	\$ 296,767

TOTAL CONSTRUCTION COSTS **\$ 10,438,113**

Non-Construction Costs

A. Legal Fees	\$ 176,888
B. Fiscal Agent Fees	\$ 125,850
C. Interest Costs	
1. Developer Interest (up to 5 years @ 5%)	\$ 887,750
2. Capitalized Interest (1 year @ 5%)	\$ 550,500
D. Bond Discount (2%)	\$ 251,700
E. Bond Issuance Expenses	\$ 50,949
F. Bond Application Costs	\$ 15,000
G. Attorney General Fees	\$ 9,500
H. Contingency	\$ 78,750

TOTAL NON-CONSTRUCTION COSTS **\$ 2,146,887**

TOTAL BOND ISSUE REQUIREMENT **\$ 12,585,000**

In the instance that estimated amounts exceed the actual costs, the difference comprises a surplus which may be expended for approved uses. In the instance that actual costs exceed previously approved estimated amounts and contingencies, the issuance of additional bonds may be required. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

THE DISTRICT

Authority

The District was created by House Bill No. 4675, Acts of the 86th Texas Legislature, Regular Session, codified as Chapter 8076, Texas Special District Local Laws Code, effective June 10, 2019 as a conservation and reclamation district created under and essential to accomplish the purposes of Section 59, Article XVI, and section 52, Article III of the Texas Constitution, and operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended, and other general laws of the State of Texas applicable to municipal utility districts. The District, which lies wholly within the planning area and extraterritorial jurisdiction (“ETJ”) of the City, is subject to the continuing supervisory jurisdiction of the TCEQ.

The District is empowered, among other things, to finance, purchase, construct, operate and maintain all works, improvements, facilities and plants necessary for the supply and distribution of water; the collection, transportation, and treatment of wastewater; the control and diversion of storm water; and roads located inside its boundaries. The District may issue bonds and other forms of indebtedness to purchase or construct such facilities. The District may also provide solid waste disposal and collection services. Additionally, the District may, subject to certain limitations, develop and finance recreational facilities.

The District is required to observe certain requirements of the City, including submittal of all plans and specifications for Utility System and Road System improvements to the City for approval, compliance with applicable City standards

and specifications, allowance of City inspections of Utility System and Road System improvements, and submittal of “as-built” drawings of such improvements upon completion.

Description

The District encompasses approximately 1,297.4 acres and is entirely within the County and the EJT of the City, and within Lamar Consolidated Independent School District. The District is approximately 31 miles west of the downtown of the City of Houston, Texas. The District is approximately 12 miles south of the intersection of Interstate 10 and FM 1463, and approximately 7 miles west of the intersection of State Highway 99 and Westheimer Parkway. The District is bordered by FM 1463 on the east and Texas Heritage Parkway to the west, which provide direct access for residents. The District is located in the planning area.

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:

Name	Position	Term Expires May
Tim Williamson	President	2026
Scott Hooper	Vice President	2028
Sarah Hall	Secretary	2028
Ed Hirt	Assistant Secretary	2026
Bill Wiesepape	Assistant Secretary	2028

Investment Policy

The District has adopted an Investment Policy (the “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 Policy. The 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 bookkeeping, tax assessing and collecting, auditing, engineering, and legal services as follows:

Bond Counsel and General Counsel: The District has engaged Coats Rose, P.C., Houston, 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: Orrick, Herrington & Sutcliffe LLP, Houston, Texas, serves as Disclosure Counsel to the District. The fee to be paid Disclosure Counsel for services rendered in connection with the issuance of the Bonds is contingent on the issuance, sale and delivery of the Bonds.

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. See “RELATIONSHIP AMONG THE PARTIES” herein.

Tax Assessor/Collector: The tax assessor/collector for the District is Assessments of the Southwest (the “Tax Assessor/Collector”).

Bookkeeper: The District’s bookkeeper is Myrtle Cruz, Inc. (the “Bookkeeper”).

Auditor: The District engaged McGrath & Co., PLLC to audit its financial statements for the fiscal year ended June 30, 2023.

Engineer: The District’s engineer is Quiddity Engineer, LLC (the “Engineer”).

Operator: The operation and maintenance of the District’s water and wastewater systems are overseen by SiEnvironmental.

DEVELOPMENT OF THE DISTRICT

Status of Development within the District

The District is being developed as Tamarron, a single family residential community. Development in the District currently includes 1,531 single-family residential lots on approximately 480 acres. As of July 1, 2024, the District consisted of 891 completed homes (703 occupied and 188 unoccupied), 427 homes under construction, 213 vacant developed lots and 749 lots under development.

Homebuilder within the District

D.R. Horton is currently building single-family homes in the District. Homes in the District range in price from approximately \$298,000 to over \$315,000 and in size from approximately 1,200 to over 2,900 square feet. During 2023, D.R. Horton sold approximately 376 homes and from January 1, 2024 through July 1, 2024, D.R. Horton has sold approximately 255 homes. See “PRINCIPAL LANDOWNER/DEVELOPER.”

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PHOTOGRAPHS TAKEN IN THE DISTRICT



PHOTOGRAPHS TAKEN IN THE DISTRICT



AERIAL PHOTOGRAPH TAKEN IN THE DISTRICT



PRINCIPAL LANDOWNER/DEVELOPER

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 and commercial reserves to builders, developers, or other third parties. In most instances, the developer will be required to pay up to thirty percent (30%) of the cost of constructing certain of the water, wastewater, and drainage facilities in a municipal utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of 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 (herein defined), nor any affiliate entities, are obligated to pay principal of or interest on the Bonds. Furthermore, neither the Developer, nor any affiliate entities, have 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

The developer of land within the District is D.R. Horton-Texas, Ltd., a Texas limited partnership (the "Developer"), which is a subsidiary of and controlled by D.R. Horton, Inc. D.R. Horton, Inc. is a publicly traded corporation whose stock is listed on the New York Stock Exchange. Audited financial statements for D.R. Horton, Inc. can be found online at <https://investor.drhorton.com>. D.R. Horton, Inc. is subject to the information requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith files reports and other information with the United States Securities and Exchange Commission ("SEC"). Reports, proxy statements and other information filed by D.R. Horton, Inc. can be inspected at the office of the SEC at Judiciary Plaza, Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of such material can be obtained from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Copies of the above reports, proxy statements and other information may also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. The SEC maintains a website at <http://www.sec.gov> that contains reports, proxy information statements and other information regarding registrants that file electronically with the SEC.

Certain financial information concerning the Developer is included as part of the consolidated financial statements of D.R. Horton, Inc. 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 District. 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 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. Because of the foregoing, financial information concerning the Developer and D.R. Horton, Inc. will neither be updated nor provided following issuance of the Bonds.

The Developer has obtained financing of upfront proceeds for the eligible reimbursements in the development from proceeds of \$176,660,000³ million of bonds issued by the National Finance Authority (the “NFA Bonds”), which are secured in part by the sale and assignment of Developer’s right to receive proceeds from the future sale of unlimited tax bonds issued by the District. The District delivered a Letter of Representations and Certifications for Tax Purposes to the NFA with respect to the issuance of the NFA Bonds. According to the Developer, Developer is currently in compliance with all material representations and certifications made with respect to the NFA Bonds and has made the necessary certifications required by the Texas Attorney General ensuring the proceeds of the Bonds are being used for lawful purposes authorized under Texas law.

THE UTILITY SYSTEM

Regulation

Construction and operation of the District’s water, wastewater and storm drainage system as it now exists or as it may be expanded from time to time is subject to regulatory jurisdiction of federal, state and local authorities. The TCEQ exercises continuing, supervisory authority over the District. Discharge of treated sewage into Texas waters is also subject to the regulatory authority of the TCEQ and the EPA. Fort Bend County, Texas, the City, and the Texas Department of Health also exercise regulatory jurisdiction over the District’s water, wastewater and storm drainage facilities.

Utility Agreement

Pursuant to a Water and Wastewater Facilities Agreement between the District and the City, dated December 18, 2020, and as amended on November 14, 2023 and January 25, 2024 (collectively, the “Utility Agreement”), wholesale water supply is provided to the District by the City, and the City has the option to provide wholesale wastewater supply to the District upon eighteen (18) months’ notice. The costs of constructing water supply facilities (or wastewater treatment facilities should the City exercise its option) are payable by the District to the City in the form of impact fees. The City has agreed to timely provide the wholesale water services needed to serve the District and to expand the City’s water supply facilities from time to time; however, if the City is unable to timely provide the wholesale water services needed by the District to serve its customers, the District may construct such water supply facilities for conveyance to the City for maintenance and operation and receive a credit towards water impact fees payable to the City. The City has provided commitments to provide water supply capacity adequate to serve 1,000 equivalent single-family connections (“ESFCs”). Should the City exercise its option to provide wholesale wastewater service to the District, the District will convey all of its wastewater treatment facilities to the City for maintenance and operation and receive a credit for the construction costs of such facilities towards impact fees payable to the City. Pursuant to the terms of the Utility Agreement, the City bills the District directly for water supply services and the District bills residents and customers at retail rates.

Description of the System

- Water Supply & Distribution -

Pursuant to the Utility Agreement, water supply for the District’s customers is provided by the City. The District’s source of water is surface water and ground water provided by the City’s water supply facilities and distributed to the District by way of a 16-inch waterline. The City provides water supply service to the District through one point of delivery within the District that distributes water directly into the District’s water distribution system. The District is responsible for the operation and maintenance of its water distribution system beyond the point of delivery from the City.

Water service is provided by the City through Water Plant No. 1 which is currently operated by the District and consists of a 30,000 gallon hydro-pneumatic tank, one 300,000 gallon ground storage tank, and 3,000 gallons per minute (gpm) in booster pump capacity. The District receives all water via an offsite 16-inch waterline, owned and maintained by the City of Fulshear which is metered prior to entering into Water Plant No. 1. The District currently has capacity to serve 1,000 equivalent single family connections (“ESFCs”).

The District has completed the construction of Water Plant No. 2, which became operational July 2, 2024. Water Plant No. 2 consists of an onsite well with an approximate capacity of 600 gpm, two 25,000 gallon hydro-pneumatic tanks, one 500,000 gallon ground storage tank, and 3,690 gpm in booster pump capacity. The District has capacity to serve 2,000 ESFCs. The District is currently under design of an additional onsite shallow well at Water Plant No. 2, this well will have an approximate capacity of 400 gpm.

³ Preliminary, subject to change.

- Wastewater Treatment and Conveyance System -

Pursuant to the District's wastewater treatment plant ("WWTP") Permit (No. WQ0016011001), the District will construct a leased 200,000 gallons per day WWTP within the District which is sufficient to serve approximately 666 ESFCs, which supports the connections used to determine the certified value proposed in this bond issue. The District expects to finish construction of WWTP in August 2024. The District is currently in design of the next phase of the WWTP which will add 400,000 gallons per day, bringing the total to 600,000 gallons per day of permitted flow. Pursuant to the Utility Agreement, the District and the City, intend to design and construct an additional 900,000 gallons per day of permanent wastewater treatment capacity to serve customers of the District and the City, bringing the total to 6,500,000 gallons per day of permitted flow. The District currently receives interim wastewater treatment services from Fort Bend County Municipal Utility Districts No. 182 and No. 188 pursuant to a temporary agreement.

- Drainage -

Stormwater drainage from the District discharges into a detention pond through a storm sewer system. The detention ponds ultimately outfall to Flewellen Creek. A minority of the District is within a separate watershed and outfalls into the Tamarron Detention System.

- Roads -

The roads within the District vary in width in accordance with standards adopted by the County and City, but are sized to accommodate the anticipated traffic demands of full build-out of the property within the District. All roads are maintained by the County upon acceptance into its maintenance program.

Subsidence and Conversion to Surface Water Supply

In 2005, the Texas legislature created the North Fort Bend Water Authority (the "Authority") to, among other things, reduce groundwater usage in, and to provide surface water to, the northern portion of the County (including the District), and a small portion of Harris County, Texas. The Authority has entered into a Water Supply Contract with Houston to obtain treated surface water from Houston. The Authority has developed a GRP and obtained FBSD approval of its GRP. The Authority's GRP sets forth the Authority's plan to comply with FBSD regulations, construct surface water facilities, and convert users from groundwater to alternate source water (e.g., surface water). The District is included within the Authority's GRP.

The Authority, among other powers, has the power to: (i) issue debt supported by the revenues pledged for the payment of its obligations; (ii) establish fees (including fees imposed on the District for groundwater pumped by the District), user fees, rates, charges, and special assessments as necessary to accomplish its purposes; and (iii) mandate water users, including the District, to convert from groundwater to surface water. The Authority currently charges the District, and other major groundwater users, \$4.55 per 1,000 gallons based on the amount of groundwater pumped. It is expected that the Authority will issue a substantial amount of bonds by the year 2025 to finance the Authority's project costs, and it is expected that the fees charged by the Authority will increase substantially over such period.

Under the FBSD District regulations and the GRP, the Authority is required to: (i) limit groundwater withdrawals to no more than 70% of the total water demand of the water users within the Authority's GRP, beginning January 2013; and (ii) limit groundwater withdrawals to no more than 40% of the total water demand of the water users within the Authority's GRP, beginning January 2025. If the Authority fails to comply with the above FBSD regulations, the Authority is subject to a substantial disincentive fee penalty of \$3.25 per 1,000 gallons ("Disincentive Fees") imposed by the FBSD for any groundwater withdrawn in excess of 40% of the total water demand in the Authority's GRP. In the event of such Authority failure to comply, the FBSD may also seek to collect Disincentive Fees from the District. If the District failed to comply with surface water conversion requirements mandated by the Authority, the Authority would likely impose monetary or other penalties against the District.

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General Fund Operating Statement

The following is a summary of the District's general fund activity for the period ended June 30, 2024. The summary has been prepared by the Financial Advisor based upon information obtained from the District's unaudited financial statements and from information provided from the District's bookkeeper. Reference is made to such statements for further and more complete information. See "APPENDIX A – Statement of Revenues, Expenditures, and Changes in Fund Balances."

	Fiscal Year Ended June 30	
	<u>2024^(a)</u>	<u>2023</u>
Revenues:		
Water Service	\$ 571,615	\$ 91,887
Sewer Service	220,668	105,111
Property Taxes	764,942	471,187
Penalties and Interest	38,640	18,969
Regional Water Authority Fees	472,089	157,419
Tap Connection and Inspection Fees	1,241,678	829,278
Miscellaneous	-	938
Investment	16,000	4,243
Total Revenues	<u>\$ 3,325,633</u>	<u>\$ 1,679,032</u>
Expenditures:		
Purchased Services	\$ 73,471	\$ 232,340
Professional Fees	205,946	108,749
Contracted Services	943,660	754,100
Repairs & Maintenance	810,615	432,229
Utilities	13,892	8,341
Administrative	74,922	42,295
Other ^(b)	205,838	1,955
Payment to City of Fulshear ^(c)	811,924	-
Right-to-use leased asset	-	1,629,949
Total Expenditures	<u>\$ 3,140,267</u>	<u>\$ 3,209,958</u>
Excess (Deficiency) of Revenues Over Expenditures	\$ 185,366	\$ (1,530,926)
Other Financing Sources (Uses)		
Lease Financing	\$ -	\$ 1,629,949
Net Change in Fund Balance	\$ 185,366	\$ 99,023
Fund Balance (Beginning of Year)	\$ 301,130	\$ 202,107
Fund Balance (End of Year)	\$ 486,496	\$ 301,130

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

^(b) Reflects \$199,271 lease expense and \$6,567 miscellaneous expenses.

^(c) The Utility Agreement did not originally specify the City's wholesale water rate but required the District and City to ultimately agree on the amount. Following negotiations, the District and City reached an agreement on the rate and amended the Utility Agreement on November 14, 2023. The District made a substantial catch-up payment to the City for wholesale water purchased from August 2022 through November 2023.

THE ROAD SYSTEM

The roads within the District vary in width in accordance with standards adopted by the County, but are sized to accommodate the anticipated traffic demands of full build-out of the property within the District.

DISTRICT DEBT

2024 Certified Assessed Valuation	\$	221,217,344 ^(a)
Estimated Assessed Valuation as of May 1, 2024	\$	311,673,682 ^(b)
Direct Debt:		
The Outstanding Bonds (as of June 1, 2024)	\$	14,160,000
The Bonds	\$	<u>12,585,000</u>
Total	\$	26,745,000
Estimated Overlapping Debt	\$	<u>23,275,230 ^(c)</u>
Total Direct and Estimated Overlapping Debt	\$	50,020,230 ^(c)
Direct Debt Ratio:		
As a percentage of 2024 Certified Assessed Valuation		12.27%
As a percentage of Estimated Assessed Valuation as of May 1, 2024		8.58%
Direct and Estimated Overlapping Debt Ratio:		
As a percentage of 2024 Certified Assessed Valuation		22.95%
As a percentage of Estimated Assessed Valuation as of May 1, 2024		16.05%
Utility System Debt Service Fund (as of July 3, 2024)	\$	- ^(d)
Road System Debt Service Fund (as of July 3, 2024)	\$	285,616 ^(e)
Utility System Capital Projects Fund (as of July 3, 2024)	\$	-
Road System Capital Projects Fund (as of July 3, 2024)	\$	18,305
Operating Fund (as of July 3, 2024)	\$	489,394
2023 Tax Rate:		
Utility System Debt Service	\$	-
Road System Debt Service	\$	0.450
Maintenance & Operations	\$	<u>0.720</u>
Total	\$	1.170 ^(f)
Average Annual Debt Service Requirements on the Outstanding Bonds and the Bonds (2025 - 2049)	\$	1,792,970 ^(g)
Maximum Annual Debt Service Requirements on the Outstanding Bonds and the Bonds (2048)	\$	1,994,438 ^(g)
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay Average Annual Debt Service Requirement on Bonds the Outstanding Bonds and the Bonds (2025 - 2049):		
Based on 2024 Certified Assessed Valuation at 95% Collections	\$	0.87
Based on Estimated Assessed Valuation as of May 1, 2024, at 95% Collections	\$	0.61
Debt Service Tax Rate per \$100 of Assessed Valuation Required to Pay Maximum Annual Debt Service Requirement on the Outstanding Bonds and the Bonds (2048):		
Based on 2024 Certified Assessed Valuation at 95% Collections	\$	0.97
Based on Estimated Assessed Valuation as of May 1, 2024, at 95% Collections	\$	0.68

^(a) Represents the assessed valuation of all taxable property in the District as of January 1, 2024, provided by the Fort Bend Central Appraisal District (the "Appraisal District"). See "TAX DATA" and "TAXING PROCEDURES."

^(b) Provided by the Appraisal District for informational purposes only. This amount is an estimate of the taxable value of all taxable property located within the District as of May 1, 2024 and includes an estimate of additional taxable value resulting from the construction of taxable improvements from January 1, 2024 to May 1, 2024. No taxes will be levied on this estimated value. See "TAX DATA" and "TAXING PROCEDURES."

^(c) See "DISTRICT DEBT – Direct and Estimated Overlapping Debt Statement."

^(d) 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 funds in the Utility System Debt Service are not available to pay debt service on bonds issued by the District for the Road System.

^(e) Neither Texas law nor the Bond Order requires that the District maintain any particular sum in the Road System Debt Service Fund. The Funds on deposit in the Road System Debt Service Fund are pledged only to pay the debt service on the Road Bonds and any other bonds issued for the purpose of acquiring or constructing the Road System. The Funds in the Road System Debt Service Fund are not available to pay debt service on bonds issued by the District for the Utility System. Upon the issuance of the Bonds, twelve (12) months of capitalized interest will be deposited into the Road System Debt Service Fund.

^(f) See "TAX DATA – Tax Rate Calculations."

^(g) See "DISTRICT DEBT – Utility System Debt Service Requirement Schedule."

Debt Service Requirement Schedule

The following schedule sets forth the debt service requirements on Outstanding Bonds, plus the principal and interest requirements on the Bonds.

Year Ending 12/31	Outstanding Debt Service ^(a)	Plus: The Bonds			
		Principal	Interest	Debt Service	Total Debt Service
2025	\$ 735,755	\$ -	\$ 443,458	\$ 443,458	\$ 1,179,213
2026	927,800	285,000	550,500	835,500	1,763,300
2027	936,100	295,000	531,975	826,975	1,763,075
2028	932,925	310,000	512,800	822,800	1,755,725
2029	928,850	325,000	492,650	817,650	1,746,500
2030	933,875	345,000	471,525	816,525	1,750,400
2031	932,425	360,000	449,100	809,100	1,741,525
2032	936,100	380,000	426,600	806,600	1,742,700
2033	938,400	400,000	411,400	811,400	1,749,800
2034	946,200	415,000	395,400	810,400	1,756,600
2035	957,588	440,000	378,800	818,800	1,776,388
2036	962,750	460,000	361,200	821,200	1,783,950
2037	971,425	485,000	342,800	827,800	1,799,225
2038	978,850	510,000	323,400	833,400	1,812,250
2039	995,025	535,000	303,000	838,000	1,833,025
2040	999,525	560,000	281,600	841,600	1,841,125
2041	1,011,688	590,000	259,200	849,200	1,860,888
2042	1,022,106	615,000	235,600	850,600	1,872,706
2043	1,035,206	650,000	211,000	861,000	1,896,206
2044	1,046,319	680,000	185,000	865,000	1,911,319
2045	1,060,444	715,000	157,800	872,800	1,933,244
2046	1,076,656	750,000	129,200	879,200	1,955,856
2047	1,090,388	785,000	99,200	884,200	1,974,588
2048	1,101,638	825,000	67,800	892,800	1,994,438
2049	725,406	870,000	34,800	904,800	1,630,206
Total	\$ 24,183,442	\$ 12,585,000	\$ 8,055,808	\$ 20,640,808	\$ 44,824,251

^(a) Outstanding Bond debt service as of June 1, 2024.

Combined Average Annual Debt Service Requirement on the Outstanding Bonds and the Bonds (2025–2049) \$1,792,970

Combined Maximum Annual Debt Service Requirement on the Outstanding Bonds and the Bonds (2048) \$1,994,438

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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.

<u>Taxing Jurisdiction</u>	<u>Outstanding Debt</u> <u>May 1, 2024</u>	<u>Overlapping</u>	
		<u>Percent</u>	<u>Amount</u>
Lamar Consolidated Independent School District	\$2,800,355,000	0.78%	\$21,826,221
Fort Bend County	711,940,455	0.20%	1,404,322
Fort Bend County Drainage District	22,655,000	0.20%	44,688
Total Estimated Overlapping Debt			\$23,275,230
Direct Debt (a)			\$26,745,000
Total Direct and Estimated Overlapping Debt ^(a)			\$50,020,230

^(a) Includes the Outstanding Bonds and the Bonds.

Debt Ratios

Ratio of Direct Debt:

As a Percentage of 2024 Certified Assessed Valuation	12.27%
As a Percentage of Estimated Valuation as of May 1, 2024.....	8.58%

Ratio of Direct and Estimated Overlapping Debt:

As a Percentage of 2024 Certified Assessed Valuation	22.95%
As a Percentage of Estimated Valuation as of May 1, 2024.....	16.05%

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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, and to pay the expenses of assessing and collecting such taxes. In the Bond Orders, 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 – Tax Rate Limitation.”

Property Tax Code and County-Wide Appraisal District

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

The Property 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 Fort Bend Central Appraisal District (the “Appraisal District”). The Appraisal District has the responsibility of appraising property for all taxing units within Fort Bend County, including the District. Such appraisal values will be subject to review and change by the Fort Bend County Appraisal Review Board (the “Appraisal Review Board”). The appraisal roll, as approved by the Appraisal Review Board, will be used by the District in establishing its tax rolls and tax rate.

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; and most individually-owned automobiles. In addition, the District may by its own action exempt residential homesteads of persons 65 years or older and certain disabled persons, to the extent deemed advisable by the Board of the District. The District may be required to offer such exemptions if a majority of voters approve 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. Furthermore, the District must grant exemptions to disabled veterans or the surviving spouse or children of a deceased veteran who died while on active duty in the armed forces, 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 one hundred percent (100%) is entitled to an exemption for the full value of the veteran’s residence 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. Additionally, subject to certain conditions, the surviving spouse of a disabled veteran who is entitled to an exemption for the full value of the veteran’s residence homestead is also entitled to an exemption from taxation of the total appraised value of the same property to which the disabled veteran’s exemption applied. A partially disabled veteran or certain surviving spouses of partially disabled veterans are entitled to an exemption from taxation of a percentage of the appraised value of their residence homestead in an amount equal to the partially disabled veteran’s disability rating if the residence homestead was donated by a charitable organization at no cost to the veteran. This exemption applies to a residence homestead that was donated by a charitable organization at some cost to such veterans. 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 is killed or fatally injured in the line of duty is entitled to an exemption of the total appraised value of the surviving spouse’s residence homestead if the surviving spouse has not remarried since the first responder’s death, and said property was the first responder’s residence homestead at the time of death. Such exemption would be transferrable to a subsequent residence homestead of the surviving spouse, if the surviving

spouse has not remarried, in an amount equal to the exemption received on the prior residence in the last year in which such exemption was received.

Residential Homestead Exemptions: The Property Code authorizes the governing body of each political subdivision in the State of Texas to exempt up to twenty percent (20%) of the appraised value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The District has never adopted a general homestead exemption.

Freeport Goods and Goods-in-Transit Exemption: Freeport goods are goods, wares, merchandise, other tangible personal property and ores, other than oil, natural gas and other petroleum products, which have been acquired or brought into the state for assembling, storing, manufacturing, repair, maintenance, processing or fabricating purposes, or used to repair or maintain aircraft of a certified air carrier, and shipped out of the state within one hundred seventy-five (175) days. Freeport goods are exempt from taxation by the District. Article VIII, Section 1-n of the Texas Constitution provides for the exemption from taxation of "goods-in-transit." "Goods-in-transit" is defined by a provision of the Tax Code, which is effective for tax year 2016 and prior applicable years, as personal property acquired or imported into Texas and transported to another location in the State or outside the State within 175 days of the date the property was acquired or imported into Texas. The exemption excludes oil, natural gas, petroleum products, aircraft and special inventory. For tax year 2016 and subsequent years, such Goods-in-Transit Exemption is limited to tangible personal property acquired in or imported into Texas for storage purposes and which is stored under a contract of bailment by a public warehouse operator at one or more warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. The Tax Code provision permits local governmental entities, on a local option basis, to take official action by January 1 of the year preceding a tax year, after holding a public hearing, to tax goods-in-transit during the following tax year. The District has taken action to tax Goods-in-Transit. A taxpayer may receive only one of the Freeport exemptions or the goods-in-transit exemptions for items of personal property.

Tax Abatement

Fort Bend County, Texas, may designate all or part of the area within the District as a reinvestment zone. Thereafter, Fort Bend County, Texas, 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, Fort Bend County, Texas, has not designated any of the area within the District as a reinvestment zone.

Valuation of Property for Taxation

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

The Property 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 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 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 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 taxes for the previous five years for open space land and timberland.

The Property Code requires the Appraisal District to implement a plan for periodic reappraisal of property to update appraisal values. The plan must provide for appraisal of all property in the Appraisal District at least once every three years. It is not known what frequency of reappraisals will be utilized by the Appraisal District or whether reappraisals will be conducted on a zone or county-wide basis. The District, however, at its expense, has the right to obtain from the Appraisal District a current estimate of appraised values within the District or an estimate of any new property or improvements within the District. While such current estimate of appraised values may serve to indicate the rate and extent of growth of taxable values within the District, it cannot be used for establishing a tax rate within the District until such time as the Appraisal District chooses 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 District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

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. After the 2024 tax year, through December 31, 2026, the Maximum Property Value 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. The provisions described hereinabove took effect January 1, 2024, after the constitutional amendment proposed by H.J.R. 2, 88th Legislature, 2nd Called Session, 2023, was approved by voters at an election held on November 7, 2023.

District and Taxpayer Remedies

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

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

Levy and Collection of Taxes

The District is responsible for the levy and collection of its taxes unless it elects to transfer such functions to another governmental entity. The rate of taxation is set by the Board, after the legally required notice has been given to owners of property within the District, based upon: a) the valuation of property within the District as of the preceding January 1, and b) the amount required to be raised for debt service, maintenance purposes and authorized contractual obligations. Taxes are due October 1, or when billed, whichever comes later, and become delinquent if not paid before February 1 of the year following the year in which imposed. A delinquent tax incurs a penalty of six percent (6%) of the amount of the tax for the first calendar month it is delinquent, plus one percent (1%) for each additional month or portion of a month the tax remains unpaid prior to July 1 of the year in which it becomes delinquent. If the tax is not paid by July 1 of the year in which it becomes delinquent, the tax incurs a total penalty of twelve percent (12%) regardless of the number of months the tax has been delinquent and incurs an additional twenty percent (20%) penalty for collection costs. A delinquent tax on personal property incurs an additional twenty percent (20%) penalty, 60 days after the date the taxes become delinquent (April 1). For those taxes billed at a later date and that become delinquent on or after June 1, they will also incur an additional penalty for collection costs of an amount established by the District and a delinquent tax attorney. The delinquent tax accrues interest at a rate of one percent

(1%) for each month or portion of a month it remains unpaid. The Property Tax Code makes provisions for the split payment of taxes, discounts for early payment and the postponement of the delinquency date of taxes under certain circumstances which, at the option of the District, may be rejected.

Rollback of Operation and Maintenance Tax Rate

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

Special Taxing Units

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

Developed Districts

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

Developing Districts

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

The District

A determination as to a district's status as a Special Taxing Unit, Developed District or Developing District will be made by the Board on an annual basis, at the time a district sets its 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. For the 2023 tax year, the Board declared the District to be a Developing District.

District's Rights in the Event of Tax Delinquencies

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

District is determined by applicable federal law. Personal property under certain circumstances is subject to seizure and sale for the payment of delinquent taxes, penalty, and interest.

At any time after taxes on property become delinquent, the District may file suit to foreclose the lien securing payment of the tax, to enforce personal liability for the tax, or both. 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 proceeding which restrict the collection of taxpayer debts. See “INVESTMENT CONSIDERATIONS – Tax Collection and Foreclosure Proceedings” and “– Bondholders’ Remedies.”

The ability of the District to collect delinquent taxes by foreclosure may be adversely affected by the amount of taxes owed to other taxing units, the foreclosure sale price attributable to market conditions, the taxpayer's right to redeem the property within six (6) months of foreclosure (two (2) years in the case of residential or agricultural property), or by bankruptcy proceedings which restrain the collection of a taxpayer's debts or modify such debts. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 contains certain provisions which affect the time for protesting property valuations, the fixing of tax liens and the collection of penalties and interest on delinquent taxes on real property owned by the Federal Deposit Insurance Corporation (“FDIC”) when the FDIC is acting as the conservator or receiver of an insolvent financial institution.

TAX DATA

General

Taxable property within the District is subject to the assessment, levy and collection by the District of an annual ad valorem tax, without legal limitation as to rate or amount, sufficient to pay principal of and interest on the Bonds (and any future tax-supported bonds which may be issued from time to time as authorized). Taxes are levied by the District each year against the District’s assessed valuation as of January 1 of that year. Taxes become due October 1 of such year, or when billed, and generally become delinquent after January 31 of the following year. The Board covenants in the Bond Orders 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. The actual rate of such tax will be determined from year to year as a function of the District’s tax base, its debt service requirements and available funds. In addition, the District has the power and authority to assess, levy and collect ad valorem taxes, in an unlimited amount, for operation and maintenance purposes. In 2023, the District levied a maintenance tax of \$0.72 per \$100 of assessed valuation and a Road System debt service tax of \$0.45 per \$100 of assessed valuation.

Tax Rate Limitation

Debt Service:	Unlimited (no legal limit as to rate or amount).
Maintenance and Operation General:	\$1.50 per \$100 assessed taxable valuation.
Maintenance and Operation Road:	\$1.50 per \$100 assessed taxable valuation.
Maintenance and Operation Recreation:	\$0.10 per \$100 assessed taxable valuation.

Debt Service Taxes

The Board covenants in the Bond Order to levy and assess, for each year that all or any part of the Bonds remain outstanding and unpaid, a tax adequate to provide funds to pay the principal of and interest on the Bonds. In 2021 and 2022, the District did not levy a tax rate for payment of debt service; however, in 2023 the District levied a Road System debt service tax of \$0.45 per \$100 of assessed valuation.

Maintenance Taxes

The Board has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District’s improvements if such maintenance tax is authorized by vote of the District’s electors. The Board is authorized by the District’s voters to levy such maintenance tax in an amount not to exceed \$1.50 per \$100 of assessed valuation. Such tax, when levied, is in addition to taxes which the District is authorized to levy for paying principal of and interest on the Bonds and any parity bonds which may be issued in the future. In 2022, the District levied a maintenance tax of \$1.17 per \$100 of assessed valuation. For 2023, the District levied a maintenance tax of \$0.72 per \$100 of assessed valuation. See “Tax Rate Distribution” below.

Tax Exemption

As discussed in the section entitled “TAXING PROCEDURES” herein, certain property in the District may be exempt from taxation by the District. For 2023, the District has not granted a residential homestead exemption for individuals disabled and/or 65 years of age or older. See “Analysis of Tax Base” 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 twenty percent (20%) penalty applies to taxes that either: (1) become delinquent on or after February 1 of a year, but not later than June 1 of that year, and that remain delinquent on April 1 (for personal property) and July 1 (for real property) of the year in which they become delinquent or (2) become delinquent on or after June 1, pursuant to the Texas Tax Code.

Historical Tax Collections

The following table illustrates the collection history of the District for the following tax years:

Tax Year	Certified Taxable Value	Tax Rate ^(a)	Adjusted Tax Levy	Collections Current Year	Current Year Ending 9/30	Collections 9/30/2022
2021	\$ 17,870,428	1.270%	\$ 226,954	100.00%	2022	100.00%
2022	30,250,669	1.170	353,933	100.00	2023	100.00
2023	84,017,560	1.170	983,005	89.92 ^(a)	2024	89.92 ^(a)

^(a) In process of collections.

Tax Rate Distribution

The following table sets out the components of the District's tax levy for each of the following tax years.

	2023	2022	2021
Utility System Debt Service	\$ -	\$ -	\$ -
Road System Debt Service	0.450	0.000	0.000
Maintenance & Operations	0.720	1.170	1.270
Total	\$ 1.170	\$ 1.170	\$ 1.270

Analysis of Tax Base

The following represents the types of property comprising the District assessed taxable value for each of the following tax years.

Type of Property	2023 Assessed Taxable Valuation	2022 Assessed Taxable Valuation	2021 Assessed Taxable Valuation
Land	\$ 53,102,280	\$ 32,449,643	\$ 27,442,038
Improvements	31,255,782	485,000	413,780
Personal Property	3,049,548	137,480	-
Exemptions	(3,390,050)	(2,821,454)	(9,985,390)
Total	\$ 84,017,560	\$ 30,250,669	\$ 17,870,428

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Principal Taxpayers

The following represents the principal taxpayers, type of property, and their assessed values as of January 1, 2023:

Taxpayer	Type of Property	Assessed Valuation 2023 Tax Roll	Percent of District 2023 Value
1003 Franz Investments LTD	Farm & Ranch Improved / Vacant	\$23,307,256	29.71%
D R Horton-Texas LTD	Lots / Houses	7,430,281	9.47%
CenterPoint Energy Houston Electric LLC	Vacant	2,314,538	2.95%
F, H, & L 2012 Trust U/T/A 2012 et al	Commercial	791,554	1.01%
Homeowner	Single-Family	576,328	0.73%
Homeowner	Lots / Houses / Vacant	333,164	0.42%
Homeowner	Lots / Houses / Vacant	305,488	0.39%
Homeowner	Lot / House	292,638	0.37%
Homeowner	Lot / House	290,638	0.37%
Homeowner	Lot / House	290,638	0.37%
Total		\$35,932,523	45.81%

Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per \$100 of assessed taxable 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 2024 Certified Assessed Valuation (\$221,217,344) or the Estimated Valuation as of May 1, 2024 (\$311,673,682). The calculations assume collection of 95% of taxes levied, the sale of the Bonds but not the sale of any additional bonds.

Combined Average Annual Debt Service Requirements (2025–2049).....	\$1,792,970
Tax Rate of \$0.87 on the 2024 Certified Assessed Valuation produces	\$1,801,297
Tax Rate of \$0.61 on the Estimated Assessed Valuation as of May 1, 2024, produces.....	\$1,806,149
 Combined Maximum Annual Debt Service Requirement (2048)	\$1,994,438
Tax Rate of \$0.97 on the 2024 Certified Assessed Valuation produces	\$2,008,343
Tax Rate of \$0.68 on the Estimated Assessed Valuation as of May 1, 2024, produces.....	\$2,013,412

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 and/or general revenue purposes.

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

Taxing Jurisdiction	2023 Tax Rate Per \$100 of Assessed Value
Lamar CISD	\$ 1.149200
Fort Bend County	0.426500
Fort Bend County Drainage District	0.012400
Fort Bend County ESD No. 4	0.095673
The District	1.170000
Total Tax Rate	\$ 2.853773

LEGAL MATTERS

Legal Opinions

Issuance of the Bonds is subject to the approving legal opinion of the Attorney General of Texas to the effect that the Bonds are valid and binding obligations of the District payable from an annual ad valorem tax levied without limit as to rate or amount upon all taxable property within the District. Issuance of the Bonds is also subject to the legal opinion of Bond Counsel that, based upon examination of the transcript of the proceedings incident to authorization and issuance of the Bonds, the Bonds are valid and legally binding obligations of the District payable from the sources and enforceable in accordance with the terms and conditions described therein, except to the extent that the enforceability thereof may be affected by bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights or the exercise of judicial discretion in accordance with general principles of equity, and are payable from annual ad valorem taxes, which are not limited by applicable law in rate or amount, levied against all property within the District which is not exempt from taxation by or under applicable law. The legal opinion will further state that the interest on the Bonds is excludable from gross income for federal income tax purposes under existing statutes, regulations, published rulings and court decisions as described below under "TAX MATTERS." The legal opinion of Bond Counsel will be printed on the Bonds, if certificated Bonds are issued. Such opinions will express no opinion with respect to the sufficiency of the security for or the marketability of the Bonds. Certain legal matters will be passed upon for the District by Orrick, Herrington & Sutcliffe LLP, Houston, Texas, Disclosure Counsel.

No-Litigation Certificate

The District will furnish the Initial Purchaser a certificate, dated as of the date of delivery of the Bonds, executed by both the President and Secretary of the Board, to the effect that no litigation of any nature has been filed or is to their knowledge then pending or threatened, either in state or federal courts, contesting or attacking the Bonds; restraining or enjoining the issuance, execution or delivery of the Bonds; affecting the provisions made for the payment of security for the Bonds; in any manner questioning the authority or proceedings for the issuance, execution or delivery of the Bonds; or affecting the validity of the Bonds.

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., Houston, Texas, Bond Counsel, will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("Existing Law"), (1) interest on the Bonds for federal income tax purposes will be excludable from the "gross income" of the holders thereof and (2) the Bonds will not be treated as "specified private activity bonds" the interest on which would be included as an alternative minimum tax preference item under section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"); however, such interest is taken into account in determining the annual adjusted financial statement income of applicable corporations (as defined in section 59(k) of the Code) for the purpose of determining the alternative minimum tax imposed on corporations. 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.

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.

Federal Income Tax Accounting Treatment of Original Issue Discount

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 is not equal to the accrual period or be in excess of one year (the "Original Issue Discount Bonds"). In such event, 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 would constitute original issue discount. 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, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (as defined in section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

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 the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount 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 the treatment 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.

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.

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

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM 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.

Not Qualified Tax-Exempt Obligations

The Bonds are NOT designated as “qualified tax-exempt obligations” for financial institutions.

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 events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other events affecting the tax-exempt status of the Bonds; (7) modifications to rights of beneficial owners of the Bonds, if material; (8) bond calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District or other obligated person within the meaning of SEC Rule 15c212; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the

ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or other obligated person within the meaning of the Rule, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or other obligated person within the meaning of the Rule, any of which affect Beneficial Owners of the Bonds, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the District or other obligated person within the meaning of the Rule, any of which reflect financial difficulties. The terms “material” and “financial obligation” when used in this paragraph shall have the meanings ascribed to them under federal securities laws. Neither the Bonds nor the Bond Orders make any provision for debt service reserves or liquidity enhancement. The term “financial obligation” when used in this paragraph shall have the meaning ascribed to it under federal securities laws including meaning a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term “financial obligation” does not include municipal securities for which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule. In addition, the District will provide timely notice of any failure by the District to provide information, data, or financial statements in accordance with its agreement described above under “Annual Reports.”

Availability of Information from 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.

Limitations and Amendments

The District has agreed to update information and to provide notices of certain events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

The District may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or operations of the District, but only if (1) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the offering made hereby in compliance with the SEC Rule 15c2-12, taking into account any amendments or interpretations of SEC Rule 15c2-12 to the date of such amendment, as well as such changed circumstances, and (2) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or (b) any qualified professional unaffiliated with the District (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds. 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. The District may also amend or repeal its continuing disclosure agreement if the SEC amends or repeals the applicable provisions of the SEC Rule 15c2-12 or a court of final jurisdiction enters judgment that such provisions of such SEC Rule 15c2-12 are invalid, and the District also may amend its continuing disclosure agreement in its discretion in any other manner or circumstance, but in either case only if and to the extent that the provisions of this sentence would not have prevented an underwriter from lawfully purchasing or selling Bonds in the primary offering of the Bonds.

Compliance with Prior Undertaking

The District entered into its first continuing disclosure agreement pursuant to SEC Rule 15c2-12 in connection with its first bond issue in 2023. The District has complied in all material respects with its continuing disclosure agreement made in accordance with SEC Rule 15c2-12.

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 District, and other sources believed to be reliable;

however, no representation is made as to the accuracy or completeness of the information contained herein, except as described below. The summaries of the statutes, 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.

Experts

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,” and “THE UTILITY SYSTEM” has been provided by the Engineer and has been included herein in reliance upon the authority of said firm as an expert in the field of civil engineering.

The information contained in this Official Statement relating to development of the District and, in particular, that development information included in the sections captioned “DEVELOPMENT OF THE DISTRICT – Status of Development within the District” and “PRINCIPAL LANDOWNER/DEVELOPER” has been provided by the Developer and has been included herein in reliance upon the authority of said firm as an expert in the field of property development.

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 property appraisal.

Financial Advisor

Tierra Financial Advisors, LLC, is employed as the Financial Advisor to the District to render certain professional services, including advising the District on a plan of financing and preparing the Official Statement, the Official Notice of Sale and the Official Bid Form for the sale of the Bonds. In its capacity as Financial Advisor, Tierra Financial Advisors, LLC has compiled and edited this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to the District and, as applicable, to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information. Tierra Financial Advisors, LLC, is a wholly owned subsidiary of D.R. Horton, the primary developer of land in the District. See “RELATIONSHIP AMONG THE PARTIES” herein.

Bond Counsel

Coats Rose, P.C. is employed as Bond Counsel for the District and has reviewed the information appearing in this Official Statement under the captions “THE BONDS,” “THE DISTRICT—General,” “TAXING PROCEDURES,” “LEGAL MATTERS,” AND “CONTINUING DISCLOSURE OF INFORMATION.” Bond Counsel has reviewed the information under the aforementioned sections solely to determine whether such information fairly summarizes the law or documents referred to in such sections. Bond Counsel has not independently verified other factual information contained in this Official Statement nor 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 the limited participation of such firm as an assumption of responsibility for, or an expression of opinion of any kind with regard to, the accuracy or completeness of any of the other information contained herein.

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.

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CONCLUDING STATEMENT

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

This Official Statement was approved by the Board of Directors of Fort Bend County Municipal Utility District No. 222 as of the date shown on the cover page hereof.

/s/ Tim Williamson
President, Board of Directors
Fort Bend County Municipal Utility District No 222

ATTEST:

/s/ Sarah Hall
Secretary, Board of Directors
Fort Bend County Municipal Utility District No 222

APPENDIX A
FINANCIAL STATEMENTS OF THE DISTRICT

**FORT BEND COUNTY MUNICIPAL
UTILITY DISTRICT NO. 222**

FORT BEND COUNTY, TEXAS

FINANCIAL REPORT

June 30, 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

Fort Bend County Municipal Utility District No. 222

Fort Bend County, Texas

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Fort Bend County Municipal Utility District No. 222 (the "District"), as of and for the year ended June 30, 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 each major fund of Fort Bend County Municipal Utility District No. 222, as of June 30, 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.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context.

***Board of Directors
Fort Bend County Municipal Utility District No. 222
Fort Bend County, Texas***

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

Supplementary Information

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

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

Houston, Texas
October 4, 2023

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Management's Discussion and Analysis

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***Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023***

Using this Annual Report

Within this section of the financial report of Fort Bend County Municipal Utility District No. 222 (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 June 30, 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 Funds Balance Sheet* and the *Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. Each statement contains an adjustments column which quantifies the differences between the government-wide and fund level statements. Additional details of the adjustments are provided in Note 2 to the basic financial statements.

Government-Wide Financial Statements

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

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

***Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 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 Funds Balance Sheet* and the *Governmental Funds Revenues, Expenditures and Changes in Fund Balances*. The focus of fund financial statements is on specific activities of the District rather than the District as a whole, reported using modified accrual accounting. These statements report on the District's use of available financial resources and the balances of available financial resources at the end of the year. Except for the General Fund, a specific fund is established to satisfy managerial control over resources or to satisfy finance-related legal requirements established by external parties, governmental statutes or regulations.

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

Financial Analysis of the District as a Whole

The District's net position at June 30, 2023, was negative \$11,604,183. The District's net position is negative because the District incurs debt to construct road facilities which it conveys to Fort Bend County. A comparative summary of the District's overall financial position, as of June 30, 2023 and 2022, is as follows:

	2023	2022
Current and other assets	\$ 1,086,056	\$ 527,966
Capital assets	18,887,058	
Total assets	<u>19,973,114</u>	<u>527,966</u>
Current liabilities	645,777	325,859
Long-term liabilities	30,931,520	1,513,268
Total liabilities	<u>31,577,297</u>	<u>1,839,127</u>
Net position		
Net investment in capital assets	(1,354,145)	
Restricted	145,774	
Unrestricted	(10,395,812)	(1,311,161)
Total net position	<u>\$ (11,604,183)</u>	<u>\$ (1,311,161)</u>

Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023

The total net position of the District decreased during the current fiscal year by \$10,293,022. A comparative summary of the District's *Statement of Activities* for the current and prior fiscal year (unaudited) is as follows:

	2023	2022
Revenues		
Property taxes, penalties and interest	\$ 110,856	\$ 120,249
Water and sewer	196,998	
Tap connection and inspection	829,278	171,365
Other	547,718	
Total revenues	<u>1,684,850</u>	<u>291,614</u>
Expenses		
Current service operations	1,580,009	197,507
Debt interest and fees	84,839	
Developer interest	213,944	
Debt issuance costs	312,997	
Depreciation	282,276	
Total expenses	<u>2,474,065</u>	<u>197,507</u>
Change in net position before other item	(789,215)	94,107
Other item		
Transfers to other governments	<u>(9,503,807)</u>	<u>(1,405,268)</u>
Change in net position	(10,293,022)	(1,311,161)
Net position, beginning of year	<u>(1,311,161)</u>	<u>-</u>
Net position, end of year	<u>\$ (11,604,183)</u>	<u>\$ (1,311,161)</u>

Financial Analysis of the District's Funds

The District's combined fund balances, as of June 30, 2023, were \$464,340, which consists of \$301,130 in the General Fund, \$145,774 in the Debt Service Fund, and \$17,436 in the Capital Projects Fund.

***Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023***

General Fund

A comparative summary of the General Fund's financial position as of June 30, 2023 and 2022 is as follows:

	2023	2022
Total assets	<u>\$ 922,846</u>	<u>\$ 527,966</u>
Total liabilities	\$ 619,180	\$ 325,859
Total deferred inflows	2,536	
Total fund balance	<u>301,130</u>	<u>202,107</u>
Total liabilities, deferred inflows and fund balance	<u>\$ 922,846</u>	<u>\$ 527,966</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	<u>\$ 1,679,032</u>	<u>\$ 291,614</u>
Total expenditures	<u>(3,209,958)</u>	<u>(197,507)</u>
Revenues over/(under) expenditures	(1,530,926)	94,107
Other changes in fund balance	<u>1,629,949</u>	<u>108,000</u>
Net change in fund balance	<u>\$ 99,023</u>	<u>\$ 202,107</u>

The District manages its activities with the objectives of ensuring that expenditures will be adequately covered by revenues each year and that an adequate fund balance is maintained. The District's primary financial resources in the General Fund are from a property tax levy, the provision of water and sewer services to customers within the District and tap connection fees charged to homebuilders in the District. Financial resources are influenced by a variety of factors each year:

- Property tax revenues are dependent upon assessed values in the District and the maintenance tax rate set by the District. While the District decreased its maintenance tax levy, property tax revenues increased because assessed values in the District increased from the prior year.
- Water, sewer and surface water revenues are dependent upon customer usage, which fluctuates from year to year as a result of factors beyond the District's control.
- Tap connection fees fluctuate with homebuilding activity within the District.

***Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023***

Debt Service Fund

The District issued bonded debt during the current fiscal year pursuant to a Bond Resolution adopted by the Board. As required by the Bond Resolution, a Debt Service Fund was established to account for the accumulation of financial resources restricted for debt service purposes. A summary of the financial position of the Debt Service Fund as of June 30, 2023 is as follows:

Total assets	<u>\$ 145,774</u>
Total fund balance	<u>\$ 145,774</u>

A summary of activities of the Debt Service Fund for the current year is as follows:

Total revenues	\$ 2,688
Total expenditures	<u>(84,839)</u>
Revenues under expenditures	(82,151)
Other changes in fund balance	<u>227,925</u>
Net change in fund balance	<u>\$ 145,774</u>

The District's financial resources in the Debt Service Fund in the current year are from capitalized interest from the sale of bonds.

Capital Projects Fund

A Capital Projects Fund was established to account for the expenditure of proceeds from the issuance of the District's Series 2023 Unlimited Tax Road Bonds. A summary of the financial position of the Capital Projects Fund as of June 30, 2023 is as follows:

Total assets	<u>\$ 17,436</u>
Total fund balance	<u>\$ 17,436</u>

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

Total revenues	\$ 594
Total expenditures	<u>(4,665,233)</u>
Revenues under expenditures	(4,664,639)
Other changes in fund balance	<u>4,682,075</u>
Net change in fund balance	<u>\$ 17,436</u>

General Fund Budgetary Highlights

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

Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023

Since the District's budget is primarily a planning tool, actual results varied from the budgeted amounts. Actual net change in fund balance was \$99,023 greater than budgeted. The *Budgetary Comparison Schedule* on page 36 of this report provides variance information per financial statement line item.

Capital Assets

The District has entered into a financing agreement with its developers 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 June 30, 2023 are summarized as follows:

Capital assets not being depreciated/amortized	
Land and improvements	<u>\$ 5,540,000</u>
Capital assets being depreciated/amortized	
Infrastructure	11,999,385
Right-to-use leased asset	1,629,949
	<u>13,629,334</u>
Less accumulated depreciation/amortization	
Infrastructure	(282,276)
Right-to-use leased asset	(282,276)
	<u>(282,276)</u>
Depreciable capital assets, net	<u>13,347,058</u>
Capital assets, net	<u><u>\$ 18,887,058</u></u>

The District did not have any capital assets to report as of June 30, 2022.

Capital asset additions during the current year include the following:

- Tamarron West, Sections 2, 3, and 4 and Tamaron Point Section 2 – utilities
- Tamarron West, Phase 1 – detention facilities
- Wastewater treatment plant – right-to-use leased asset

Additionally, Fort Bend County assumes responsibility (after a one-year maintenance period) for road facilities constructed within the boundaries of the County. Accordingly, these facilities are not considered assets of the District. The estimated value of these assets is recorded as transfers to other governments upon completion of construction. This estimated cost is trued-up when the developer is reimbursed. For the year ended June 30, 2023, capital assets in the amount of \$9,503,807 have been recorded as transfers to other governments in the government-wide statements.

Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023

Lease Obligation

On April 5, 2023, the District entered into a 60-month lease with the option to purchase for an interim wastewater treatment plant. The District recognized a right-to-use leased asset and lease obligation in the amount of \$1,629,949 for this lease. The lease liability balance as of June 30, 2023, was \$1,629,949.

Long-Term Debt and Related Liabilities

As of June 30, 2023, the District owes approximately \$24,418,168 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 \$24,537,488 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.

During the current year, the District issued \$4,910,000 in unlimited tax road bonds, all of which were outstanding as of the end of the fiscal year. The District did not have any bonded debt as of June 30, 2022.

At June 30, 2023, the District had \$800,000,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$400,000,000 for the refunding of such bonds; \$333,090,000 for road improvements and \$169,000,000 for the refunding of such bonds; and \$63,000,000 for parks and recreational facilities and \$31,500,000 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 from property taxes and water/sewer services and the projected cost of operating the District and providing services to customers. 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	\$ 1,679,032	\$ 1,514,500
Total expenditures	<u>(3,209,958)</u>	<u>(1,504,140)</u>
Revenues over/(under) expenditures	(1,530,926)	10,360
Other changes in fund balance	<u>1,629,949</u>	
Net change in fund balance	99,023	10,360
Beginning fund balance	202,107	301,130
Ending fund balance	<u>\$ 301,130</u>	<u>\$ 311,490</u>

*Fort Bend County Municipal Utility District No. 222
Management's Discussion and Analysis
June 30, 2023*

Property Taxes

As of the date of this report, the District has certified assessed values for the 2023 tax year of \$13,132,666 with an additional \$74,240,947 under ARB review. Assessed values for the 2022 tax year were \$30,491,790. For the 2023 tax year, the District has levied a maintenance and operations tax rate of \$0.72 per \$100 of assessed value and a road debt service tax rate of \$0.45 per \$100 of assessed value, for a total combined tax rate of \$1.17 per \$100 of assessed value. The tax rate for the 2022 tax year was \$1.17 per \$100 for maintenance and operations.

Basic Financial Statements

Fort Bend County Municipal Utility District No. 222
Statement of Net Position and Governmental Funds Balance Sheet
June 30, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
Assets						
Cash	\$ 838,854	\$ -	\$ -	\$ 838,854	\$ -	\$ 838,854
Investments	1,178	145,774	17,436	164,388		164,388
Taxes receivable	2,536			2,536		2,536
Customer service receivables	79,501			79,501		79,501
Prepaid items	777			777		777
Capital assets not being depreciated					5,540,000	5,540,000
Capital assets, net					13,347,058	13,347,058
Total Assets	\$ 922,846	\$ 145,774	\$ 17,436	\$ 1,086,056	18,887,058	19,973,114
Liabilities						
Accounts payable	\$ 385,138	\$ -	\$ -	\$ 385,138		385,138
Other payables	504			504		504
Customer deposits	29,725			29,725		29,725
Unearned revenue	203,813			203,813		203,813
Due to developer					24,418,168	24,418,168
Lease obligations						
Due within one year					26,597	26,597
Due after one year					1,603,352	1,603,352
Long-term debt						
Due after one year					4,910,000	4,910,000
Total Liabilities	619,180			619,180	30,958,117	31,577,297
Deferred Inflows of Resources						
Deferred property taxes	2,536			2,536	(2,536)	
Fund Balances/Net Position						
Fund Balances						
Nonspendable	777			777	(777)	
Restricted		145,774	17,436	163,210	(163,210)	
Unassigned	300,353			300,353	(300,353)	
Total Fund Balances	301,130	145,774	17,436	464,340	(464,340)	
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 922,846	\$ 145,774	\$ 17,436	\$ 1,086,056		
Net Position						
Net investment in capital assets					(1,354,145)	(1,354,145)
Restricted for debt service					145,774	145,774
Unrestricted					(10,395,812)	(10,395,812)
Total Net Position					\$ (11,604,183)	\$ (11,604,183)

See notes to basic financial statements.

Fort Bend County Municipal Utility District No. 222
Statement of Activities and Governmental Funds Revenues, Expenditures and Changes in Fund Balances
For the Year Ended June 30, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
Revenues						
Water service	\$ 91,887	\$ -	\$ -	\$ 91,887	\$ -	\$ 91,887
Sewer service	105,111			105,111		105,111
Property taxes	471,187			471,187	2,536	473,723
Penalties and interest	18,969			18,969		18,969
Surface water fees	157,419			157,419		157,419
Tap connection and inspection	829,278			829,278		829,278
Miscellaneous	938			938		938
Investment earnings	4,243	2,688	594	7,525		7,525
Total Revenues	1,679,032	2,688	594	1,682,314	2,536	1,684,850
Expenditures/Expenses						
Current service operations						
Purchased services	232,340			232,340		232,340
Professional fees	108,749			108,749		108,749
Contracted services	754,100			754,100		754,100
Repairs and maintenance	432,229			432,229		432,229
Utilities	8,341			8,341		8,341
Administrative	42,295			42,295		42,295
Other	1,955			1,955		1,955
Capital outlay			4,138,292	4,138,292	(4,138,292)	
Right-to-use leased asset	1,629,949					
Debt service						
Interest and fees		84,839		84,839		84,839
Developer interest			213,944	213,944		213,944
Debt issuance costs			312,997	312,997		312,997
Depreciation					282,276	282,276
Total Expenditures/Expenses	3,209,958	84,839	4,665,233	6,330,081	(3,856,016)	2,474,065
Revenues Over/(Under)						
Expenditures/Expenses	(1,530,926)	(82,151)	(4,664,639)	(4,647,767)	3,858,552	(789,215)
Other Financing Sources						
Proceeds from sale of bonds		227,925	4,682,075	4,910,000	(4,910,000)	
Lease financing	1,629,949					
Other Items						
Transfers to other governments					(9,503,807)	(9,503,807)
Net Change in Fund Balances	99,023	145,774	17,436	262,233	(262,233)	
Change in Net Position					(10,293,022)	(10,293,022)
Fund Balance/Net Position						
Beginning of the year	202,107	-	-	202,107	(1,513,268)	(1,311,161)
End of the year	\$ 301,130	\$ 145,774	\$ 17,436	\$ 464,340	\$ (12,068,523)	\$ (11,604,183)

See notes to basic financial statements.

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Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 1 – Summary of Significant Accounting Policies

The accounting policies of Fort Bend County Municipal Utility District No. 222 (the “District”) conform with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”). The following is a summary of the most significant policies:

Creation

The District was organized, created and established pursuant to House Bill 4675, 86th Texas Legislature, Regular Session, codified at Chapter 8076, Texas Special District Local Laws Code, effective June 10, 2019 and operates in accordance with Article VI, and Section 59, and Article III, Section 52, of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code. The Board of Directors held its first meeting on August 16, 2021 and the first bonds were issued on February 17, 2023.

The District’s primary activities include construction, maintenance and operation of water, sewer and drainage facilities. 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)

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

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

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

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

Measurement Focus and Basis of Accounting

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

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

Note 1 – Summary of Significant Accounting Policies (continued)

Measurement Focus and Basis of Accounting (continued)

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

Use of Restricted Resources

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

Prepaid Items

Certain payments made by the District reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements.

Receivables

All receivables are reported at their gross value and, where appropriate, are reduced by the estimated portion that is expected to be uncollectible. Receivables from and payables to external parties are reported separately and are not offset, unless a legal right of offset exists. At June 30, 2023, an allowance for uncollectible accounts was not considered necessary.

Unbilled Service Revenues

Utility revenue is recorded when earned. Customers are billed monthly. The estimated value of services provided but unbilled at year-end has been included in the accompanying financial statements.

Interfund Activity

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

Capital Assets

Capital assets do not provide financial resources at the fund level, and, therefore, are reported only in the government-wide statements. The District defines capital assets as assets with an initial cost of \$50,000 or more and an estimated useful life in excess of one year. Capital assets are recorded at historical cost or estimated historical cost. Right-to-use leased assets are valued at the present value of future lease payments. 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, which primarily consist of water, wastewater and drainage facilities, are depreciated (or amortized in the case of intangible assets) using the straight-line method as follows:

<u>Assets</u>	<u>Useful Life</u>
Infrastructure	45 years
Right-to-use leased assets	5 years

The District’s detention facilities are considered improvements to land and are non-depreciable.

Deferred Inflows and Outflows of Financial Resources

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

At the fund level, property taxes receivable not collected within 60 days of fiscal year end do not meet the availability criteria required for revenue recognition and are recorded as deferred inflows of financial resources.

Net Position – Governmental Activities

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

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

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

Unrestricted – resources not included in the other components.

Fund Balances – Governmental Funds

Governmental accounting standards establish the following fund balance classifications:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The District’s nonspendable fund balance consists of prepaid items.

Note 1 – Summary of Significant Accounting Policies (continued)

Fund Balances – Governmental Funds (continued)

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments. The District's restricted fund balances consist of unspent bond proceeds in the Capital Projects Fund and capitalized interest from the sale of bonds in the Debt Service Fund.

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

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

Unassigned - all other spendable amounts in the General Fund.

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

Use of Estimates

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

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 2 – Adjustment from Governmental to Government-wide Basis

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

Total fund balance, governmental funds	\$ 464,340
Capital assets used in governmental activities are not financial resources and, therefore, are not reported as assets in governmental funds.	
Historical cost	\$ 19,169,334
Less accumulated depreciation	<u>(282,276)</u>
Change due to capital assets	18,887,058
Obligations under leases are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds.	
	(1,629,949)
Long-term liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. The difference consists of net bonds payable.	
	(4,910,000)
Amounts due to the District's developer for prefunded construction and operating advances are recorded as a liability in the <i>Statement of Net Position</i> .	
	(24,418,168)
Property taxes receivable has been levied and are due, but are not available soon enough to pay current period expenditures and, therefore, are deferred in the funds.	
	2,536
Total net position - governmental activities	<u><u>\$ (11,604,183)</u></u>

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

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

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

Net change in fund balances - total governmental funds	\$ 262,233
Governmental funds do not report revenues that are not available to pay current obligations. In contrast, such revenues are reported in the <i>Statement of Activities</i> when earned. The difference is for property taxes.	2,536
Governmental funds report capital outlays for developer reimbursements and construction costs as expenditures in the funds; however, in the <i>Statement of Activities</i> , the cost of capital assets is charged to expense over the remaining life of the contract. Other assets are recorded as transfers to other governments.	
Capital outlays	\$ 4,138,292
Transfers to other governments	(9,503,807)
Depreciation expense	<u>(282,276)</u>
	(5,647,791)
The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal uses current financial resources. However, neither transaction has any effect on net assets. Other elements of debt financing are reported differently between the fund and government-wide statements.	
Issuance of long-term debt	(4,910,000)
Change in net position of governmental activities	<u><u>\$ (10,293,022)</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.

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 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.

As of June 30, 2023, the District’s investments consist of the following:

<u>Type</u>	<u>Fund</u>	<u>Carrying Value</u>	<u>Rating</u>	<u>Weighted Average Maturity</u>
TexSTAR	General	\$ 1,178	AAAm	22 days
	Debt Service	145,774		
	Capital Projects	17,436		
		<u>\$ 164,388</u>		

TexSTAR

The District participates in Texas Short Term Asset Reserve fund (TexSTAR) which is managed by Hilltop Securities, Inc., and J.P. Morgan Investment Management, Inc. Hilltop Securities provides participant and marketing services while J.P. Morgan provides investment management services. Custodial and depository services are provided by J.P. Morgan Chase Bank N.A. or its subsidiary.

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 3 – Deposits and Investments (continued)

TexSTAR (continued)

The District’s investment in TexSTAR is reported at fair value because TexSTAR uses fair value to report investments. Governmental accounting standards establish the following hierarchy of inputs used to measure fair value: Level 1 inputs are based on quoted prices in active markets, Level 2 inputs are based on significant other observable inputs, and Level 3 inputs are based on significant unobservable inputs. The District’s investment in TexSTAR is measured using published fair value per share (level 1 inputs).

Investments in TexSTAR may be withdrawn via wire transfer on a same day basis, as long as the transaction is executed by 4 p.m. ACH withdrawals made by 4 p.m. will settle on the next business day.

Investment Credit and Interest Rate Risk

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

Note 4 – Capital Assets

A summary of changes in capital assets, for the year ended June 30, 2023, is as follows:

	Beginning Balances	Additions	Ending Balances
Capital assets not being depreciated/amortized			
Land and improvements	\$ -	\$ 5,540,000	\$ 5,540,000
Capital assets being depreciated/amortized			
Infrastructure		11,999,385	11,999,385
Right-to-use leased asset		1,629,949	1,629,949
	-	13,629,334	13,629,334
Less accumulated depreciation/amortization			
Infrastructure		(282,276)	(282,276)
Right-to-use leased asset		-	-
	-	(282,276)	(282,276)
Subtotal depreciable capital assets, net	-	13,347,058	13,347,058
Capital assets, net	\$ -	\$ 18,887,058	\$ 18,887,058

Depreciation/amortization expense for the current year was \$282,276.

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 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, drainage, and park and recreational facilities and road improvements. Under the agreements, 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 are as follows:

Due to developer, beginning of year	\$ 1,513,268
Developer reimbursements	(4,138,292)
Developer funded construction and adjustments	27,043,192
Due to developer, end of year	<u>\$ 24,418,168</u>

In addition, the District will owe the developer approximately \$24,537,488, 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	Percent Complete
Tamarron West Water Plant No. 1	\$ 3,675,500	92%
Tamarron West ded & Mass Grading Phase II	5,171,262	63%
Tamarron Point St. Ded. Section 6 - utilities	1,464,616	84%
Tamarron Point St. Ded. Section 6 - paving	1,582,345	93%
Tamarron Point St. Ded. Section 5 - utilities	1,968,073	94%
Tamarron Point St. Ded. Section 5 - paving	1,836,281	86%
Tamarron West Sec. 16 - utilities & paving	1,850,000	20%
Tamarron West Sec. 9 - utilities & paving	2,631,896	46%
Tamarron West Sec. 8 - utilities	1,674,212	66%
Tamarron West Sec. 5 and Tamarron Point St. Ded. Sec 7 - utilities & paving	2,683,303	29%
	<u>\$ 24,537,488</u>	

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 6 – Lease Obligations

On April 5, 2023, the District entered into a 60-month lease agreement for an interim wastewater treatment plant with monthly payments of \$18,800 expected to commence March 1, 2024. This lease has an implicit interest rate of 9% and includes an option to purchase the equipment for \$1,142,541 upon expiration of the lease term, which the District intends to exercise. The District recognized a lease liability and an intangible right-to-use leased asset in the amount of \$1,629,949, which is measured at the present value of future payments, including the purchase option. Since the District has not made any payments, the balance of the liability at June 30, 2023, is \$1,629,949.

Assuming that the lease commences in March 2024 as planned, future minimum leases payments, including the lease buyout, as of June 30, 2023 are as follows:

<u>Year Ended</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2024	\$ 26,597	\$ 48,603	\$ 75,200
2025	84,731	140,869	225,600
2026	92,680	132,920	225,600
2027	101,375	124,225	225,600
2028	110,883	114,717	225,600
2029	1,213,683	79,258	1,292,941
	<u>\$ 1,629,949</u>	<u>\$ 640,592</u>	<u>\$ 2,270,541</u>
Due within one year	<u>\$ 26,597</u>	<u>\$ 48,603</u>	<u>\$ 75,200</u>

Note 7 – Long-Term Debt

Long-term debt is comprised of the following:

Bonds payable	<u>\$ 4,910,000</u>
Due within one year	<u>\$ -</u>

The District’s bonds payable at June 30, 2023, consists of unlimited tax bonds as follows:

Series	Amounts Outstanding	Original Issue	Interest Rates	Maturity Date, Serially, Beginning/ Ending	Interest Payment Dates	Call Dates
2023 Road	\$ 4,910,000	\$ 4,910,000	4.00% - 5.00%	July 1, 2025/2048	January 1, July 1	July 1, 2029

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

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 7 – Long-Term Debt (continued)

At June 30, 2023, the District had \$800,000,000 unlimited tax bonds authorized, but unissued for the purposes of acquiring, constructing and improving the water, sanitary sewer and drainage systems within the District and \$400,000,000 for the refunding of such bonds; \$333,090,000 for road improvements and \$169,000,000 for the refunding of such bonds and \$63,000,000 for parks and recreational facilities and \$31,500,000 for the refunding of such bonds.

On February 17, 2023, the District issued its \$4,910,000 Series 2023 Unlimited Tax Road Bonds at a net effective interest rate of 4.78076%. Proceeds of the bonds were used to reimburse the developer for the cost of capital assets constructed within the District plus interest expense at the net effective interest rate of the bonds and to pay capitalized interest into the Debt Service Fund.

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

Bonds payable, beginning of year	\$	-
Bonds issued		4,910,000
Bonds payable, end of year	\$	<u>4,910,000</u>

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 7 – Long-Term Debt (continued)

As of June 30, 2023, annual debt service requirements on bonds outstanding are as follows:

Year	Principal	Interest	Totals
2024	\$ -	\$ 227,925	\$ 227,925
2025	95,000	227,925	322,925
2026	100,000	223,175	323,175
2027	110,000	218,175	328,175
2028	115,000	212,675	327,675
2029	120,000	206,925	326,925
2030	130,000	200,925	330,925
2031	135,000	194,425	329,425
2032	145,000	189,025	334,025
2033	155,000	183,225	338,225
2034	165,000	177,025	342,025
2035	175,000	170,013	345,013
2036	185,000	162,575	347,575
2037	195,000	154,250	349,250
2038	205,000	145,475	350,475
2039	220,000	136,250	356,250
2040	230,000	126,350	356,350
2041	245,000	115,425	360,425
2042	260,000	103,787	363,787
2043	275,000	91,438	366,438
2044	290,000	78,375	368,375
2045	310,000	64,600	374,600
2046	330,000	49,875	379,875
2047	350,000	34,200	384,200
2048	370,000	17,575	387,575
	<u>\$ 4,910,000</u>	<u>\$ 3,711,613</u>	<u>\$ 8,621,613</u>

Note 8 – Property Taxes

On November 12, 2021, the voters of the District authorized the District’s Board of Directors to levy taxes annually for use in financing general operations limited to \$1.50 per \$100 of assessed value, a road maintenance tax limited to \$1.50 per \$100 of assessed value and a park maintenance tax limited to \$0.10 per \$100 of assessed value. The District’s bond resolutions require that property taxes be levied for use in paying interest and principal on long-term debt and for use in paying the cost of assessing and collecting taxes. Taxes levied to finance debt service requirements on long-term debt are without limitation as to rate or amount.

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 8 – Property Taxes (continued)

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

Property taxes are collected based on rates adopted in the year of the levy. The District’s 2023 fiscal year was financed through the 2022 tax levy, pursuant to which the District levied property taxes of \$1.17 per \$100 of assessed value, all of which was allocated to maintenance and operations. The resulting tax levy was \$356,754 on the adjusted taxable value of \$30,491,790.

Note 9 – Transfers to Other Governments

Fort Bend County assumes responsibility for the maintenance of public roads constructed within the county limits. Accordingly, road facilities are considered to be capital assets of Fort Bend County, not the District and are recorded as transfers to other governments on the *Statement of Activities* upon completion of construction. This cost is trued-up when the developer is subsequently reimbursed. For the year ended June 30, 2023, the District recorded transfers to other governments in the amount of \$9,503,807 for road facilities constructed by the developer within the District.

Note 10 – Utility Agreement with the City of Fulshear

On December 18, 2020, the developers entered into a Water and Wastewater Facilities Agreement (the Utility Agreement”) with the City of Fulshear (the “City”), which was assigned to the District on August 16, 2021. Pursuant to the Utility Agreement, wholesale water supply is provided to the District by the City, and the City has the option to provide wholesale wastewater supply to the District upon eighteen (18) months’ notice. The costs of constructing water supply facilities (or wastewater treatment facilities should the City exercise its option) are payable by the District to the City in the form of impact fees. The City has agreed to timely provide the wholesale water services needed to serve the District and to expand the City’s water supply facilities from time to time; however, if the City is unable to timely provide the wholesale water services needed by the District to serve its customers, the District may construct such water supply facilities for conveyance to the City for maintenance and operation and receive a credit towards water impact fees payable to the City. The City has provided commitments to provide water supply capacity adequate to serve 1,000 equivalent single-family connections (“ESFCs”). Should the City exercise its option to provide wholesale wastewater service to the District, the District will convey all of its wastewater treatment facilities to the City for maintenance and operation and receive a credit for the construction costs of such facilities towards impact fees payable to the City. Pursuant to the terms of the Utility Agreement, the City bills the District directly for water supply services and the District bills residents and customers at retail rates.

Fort Bend County Municipal Utility District No. 222
Notes to Financial Statements
June 30, 2023

Note 10 – Utility Agreement with the City of Fulshear (continued)

As of June 30, 2023, the City and the District have not agreed upon the wholesale water rate. The City has invoiced the District for wholesale water at a rate based on 1.5 times the in-city retail rate. The District has filed a petition with the Public Utility Commission on August 23, 2023 and is appealing the proposed rates under Docket No. 55274. The District has agreed to pay the City for North Fort Bend Water Authority fees until this matter is resolved. The matter was resolved subsequent to fiscal year end and both parties agreed that the District would pay 110% of the City's retail water rates on a per connection basis.

Note 11 – Risk Management

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

Note 12 – Economic Dependency

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

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Required Supplementary Information

*Fort Bend County Municipal Utility District No. 222
Required Supplementary Information - Budgetary Comparison Schedule - General Fund
For the Year Ended June 30, 2023*

	Original and Final Budget	Actual	Variance Positive (Negative)
Revenues			
Water service	\$ -	\$ 91,887	\$ 91,887
Sewer service		105,111	105,111
Property taxes		471,187	471,187
Penalties and interest		18,969	18,969
Tap connection and inspection		829,278	829,278
Regional water authority fees		157,419	157,419
Miscellaneous		938	938
Investment earnings		4,243	4,243
Total Revenues	<u>-</u>	<u>1,679,032</u>	<u>1,679,032</u>
Expenditures			
Current service operations			
Purchased services		232,340	(232,340)
Professional fees	90,000	108,749	(18,749)
Contracted services	9,000	754,100	(745,100)
Repairs and maintenance		432,229	(432,229)
Utilities		8,341	(8,341)
Administrative	21,125	42,295	(21,170)
Other		1,955	(1,955)
Capital outlay			
Right-to-use leased asset		1,629,949	(1,629,949)
Total Expenditures	<u>120,125</u>	<u>3,209,958</u>	<u>(3,089,833)</u>
Revenues Under Expenditures	(120,125)	(1,530,926)	(1,410,801)
Other Financing Sources			
Developer advances	120,125		(120,125)
Lease financing		1,629,949	1,629,949
Net Change in Fund Balance	-	99,023	99,023
Fund Balance			
Beginning of the year	202,107	202,107	
End of the year	<u>\$ 202,107</u>	<u>\$ 301,130</u>	<u>\$ 99,023</u>

Fort Bend County Municipal Utility District No. 222
Notes to Required Supplementary Information
June 30, 2023

Budgets and Budgetary Accounting

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

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Texas Supplementary Information

Fort Bend County Municipal Utility District No. 222
TSI-1. Services and Rates
June 30, 2023

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

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> Retail Water | <input type="checkbox"/> Wholesale Water | <input checked="" type="checkbox"/> Solid Waste / Garbage | <input checked="" type="checkbox"/> Drainage |
| <input checked="" type="checkbox"/> Retail Wastewater | <input type="checkbox"/> Wholesale Wastewater | <input type="checkbox"/> Flood Control | <input type="checkbox"/> Irrigation |
| <input type="checkbox"/> Parks / Recreation | <input type="checkbox"/> Fire Protection | <input checked="" type="checkbox"/> Roads | <input type="checkbox"/> Security |
| <input checked="" type="checkbox"/> Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect) | | | |
| <input type="checkbox"/> Other (Specify): _____ | | | |

2. Retail Service Providers

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

	<u>Minimum Charge</u>	<u>Minimum Usage</u>	<u>Flat Rate (Y / N)</u>	<u>Rate per 1,000 Gallons Over Minimum Usage</u>	<u>Usage Levels</u>
Water:	\$ 18.00	10,000	N	\$ 1.20	10,001 to 15,000
				\$ 1.50	15,001 to 20,000
				\$ 1.75	20,001 to 25,000
				\$ 2.00	25,001 to no limit
Wastewater:	\$ 32.50	-0-	Y		to _____
NFBWA fee:	\$ 5.01	-0-	N	\$ 5.01	0 to no limit

Total charges for first 10,000 gallons usage: Water \$ 68.05 Wastewater \$ 32.50

b. Water and Wastewater Retail Connections:

<u>Meter Size</u>	<u>Total Connections</u>	<u>Active Connections</u>	<u>ESFC Factor</u>	<u>Active ESFC'S</u>
Unmetered			x 1.0	
less than 3/4"	449	444	x 1.0	444
1"			x 2.5	
1.5"	1	1	x 5.0	5
2"	15	15	x 8.0	120
3"	1	1	x 15.0	15
4"			x 25.0	
6"			x 50.0	
8"			x 80.0	
10"			x 115.0	
Total Water	466	461		584
Total Wastewater	450	445	x 1.0	445

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-1. Services and Rates
June 30, 2023

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

*Gallons purchased into system:	<u>36,396,000</u>	Water Accountability Ratio:
Gallons billed to customers:	<u>36,709,000</u>	(Gallons billed / Gallons pumped)
		<u>100.86%</u>

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

Does the District have Debt Service standby fees? Yes No

If yes, Date of the most recent commission Order: _____

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

If yes, Date of the most recent commission Order: _____

5. Location of District:

Is the District located entirely within one county? Yes No

County(ies) in which the District is located: Fort Bend County

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

City(ies) in which the District is located: _____

Is the District located within a city's extra territorial jurisdiction (ETJ)?
 Entirely Partly Not at all

ETJs in which the District is located: City of Fulshear

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

If Yes, by whom? _____

*Purchased from the City of Fulshear

See accompanying auditor's report.

*Fort Bend County Municipal Utility District No. 222
 TSI-2. General Fund Expenditures
 For the Year Ended June 30, 2023*

Purchased services	<u>\$ 232,340</u>
Professional fees	
Legal	68,075
Engineering	<u>40,674</u>
	<u>108,749</u>
Contracted services	
Bookkeeping	15,300
Operator	28,061
Tax assessor/collector fees	3,715
Appraisal district fees	730
Garbage collection	20,274
Tap connection and inspection	478,140
Sludge removal	<u>207,880</u>
	<u>754,100</u>
Repairs and maintenance	<u>432,229</u>
Utilities	<u>8,341</u>
Administrative	
Directors fees	4,588
Printing and office supplies	34,912
Insurance	2,292
Other	<u>503</u>
	<u>42,295</u>
Other	<u>1,955</u>
Capital outlay	
Right-to-use leased asset	<u>1,629,949</u>
Total expenditures	<u><u>\$ 3,209,958</u></u>

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-3. Investments
June 30, 2023

<u>Fund</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Balance at End of Year</u>
General			
TexSTAR	Variable	N/A	\$ 1,178
Debt Service			
TexSTAR	Variable	N/A	145,774
Capital Projects			
TexSTAR	Variable	N/A	<u>17,436</u>
Total - All Funds			<u><u>\$ 164,388</u></u>

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-4. Taxes Levied and Receivable
June 30, 2023

	Maintenance Taxes	
Taxes Receivable, Beginning of Year	\$	-
Adjustments to Prior Year Tax Levy		116,970
Adjusted Receivable		<u>116,970</u>
2022 Original Tax Levy		232,227
Adjustments		124,527
Adjusted Tax Levy		<u>356,754</u>
Total to be accounted for		<u>473,724</u>
Tax collections:		
Current year		354,218
Prior years		116,970
Total Collections		<u>471,188</u>
Taxes Receivable, End of Year	\$	<u>2,536</u>
Taxes Receivable, By Years		
2022	\$	<u>2,536</u>
	<u>2022</u>	<u>2021</u>
Property Valuations:		
Land	\$ 32,690,764	\$ 17,302,078
Improvements	485,000	10,553,740
Personal Property	137,480	
Exemptions	(2,821,454)	(9,985,390)
Total Property Valuations	<u>\$ 30,491,790</u>	<u>\$ 17,870,428</u>
Tax Rates per \$100 Valuation:		
Maintenance tax rates	<u>\$ 1.17</u>	<u>\$ 1.27</u>
Adjusted Tax Levy:	<u>\$ 356,754</u>	<u>\$ 226,954</u>
Percentage of Taxes Collected to Taxes Levied **	<u>99.29%</u>	<u>100.00%</u>

* Maximum Maintenance Tax Rate Approved by Voters: \$1.50 on November 12, 2021

* Maximum Road Maintenance Tax Rate Approved by Voters: \$1.50 on November 12, 2021

* Maximum Parks and Recreational Maintenance Tax Rate Approved by Voters: \$0.10 on November 12, 2021

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

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-5. Long-Term Debt Service Requirements
Series 2023 Road--by Years
June 30, 2023

Due During Fiscal Years Ending	Principal Due July 1	Interest Due January 1, July 1	Total
2024	\$ -	\$ 227,925	\$ 227,925
2025	95,000	227,925	322,925
2026	100,000	223,175	323,175
2027	110,000	218,175	328,175
2028	115,000	212,675	327,675
2029	120,000	206,925	326,925
2030	130,000	200,925	330,925
2031	135,000	194,425	329,425
2032	145,000	189,025	334,025
2033	155,000	183,225	338,225
2034	165,000	177,025	342,025
2035	175,000	170,013	345,013
2036	185,000	162,575	347,575
2037	195,000	154,250	349,250
2038	205,000	145,475	350,475
2039	220,000	136,250	356,250
2040	230,000	126,350	356,350
2041	245,000	115,425	360,425
2042	260,000	103,787	363,787
2043	275,000	91,438	366,438
2044	290,000	78,375	368,375
2045	310,000	64,600	374,600
2046	330,000	49,875	379,875
2047	350,000	34,200	384,200
2048	370,000	17,575	387,575
	<u>\$ 4,910,000</u>	<u>\$ 3,711,613</u>	<u>\$ 8,621,613</u>

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-6. Change in Long-Term Bonded Debt
June 30, 2023

	<u>Bond Issue</u> <u>Series 2023</u> <u>Road</u>
Interest rate	4.00% - 5.00%
Dates interest payable	1/1; 7/1
Maturity dates	7/1/25 - 7/1/48
Beginning bonds outstanding	\$ -
Bonds issued	<u>4,910,000</u>
Ending bonds outstanding	<u>\$ 4,910,000</u>
Interest paid during fiscal year	<u>\$ 84,839</u>
Paying agent's name and city Series 2023 Road	<u>Regions Bank, Houston, Texas</u>

	<u>Water, Sewer and Drainage Bonds</u>	<u>Road Bonds</u>	<u>Parks Facilities Bonds</u>
Bond Authority:			
Amount Authorized by Voters	\$ 800,000,000	\$ 338,000,000	\$ 63,000,000
Amount Issued		(4,910,000)	
Remaining To Be Issued	<u>\$ 800,000,000</u>	<u>\$ 333,090,000</u>	<u>\$ 63,000,000</u>

	<u>Water, Sewer and Drainage Refunding Bonds</u>	<u>Road Refunding Bonds</u>	<u>Parks Facilities Refunding Bonds</u>
Bond Authority:			
Amount Authorized by Voters	\$ 400,000,000	\$ 169,000,000	\$ 31,500,000
Amount Issued			
Remaining To Be Issued	<u>\$ 400,000,000</u>	<u>\$ 169,000,000</u>	<u>\$ 31,500,000</u>

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

Debt Service Fund cash and investments balance as of June 30, 2023: \$ 145,774

Average annual debt service payment (principal and interest) for remaining term of all debt: \$ 344,865

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222

TSI-7a. Comparative Schedule of Revenues and Expenditures - General Fund

For the Last Two Fiscal Years

	Amounts		Percent of Fund Total Revenues	
	2023	2022**	2023	2022**
Revenues				
Water service	\$ 91,887	\$ -	5%	
Sewer service	105,111		6%	
Property taxes	471,187	120,249	28%	41%
Penalties and interest	18,969		1%	
Surface water fees	157,419		9%	
Tap connection and inspection	829,278	171,363	50%	59%
Miscellaneous	938		*	
Investment earnings	4,243	2	*	*
Total Revenues	<u>1,679,032</u>	<u>291,614</u>	<u>99%</u>	<u>100%</u>
Expenditures				
Current service operations				
Purchased services	232,340		14%	
Professional fees	108,749	79,864	6%	27%
Contracted services	754,100	78,541	45%	27%
Repairs and maintenance	432,229	25,785	26%	9%
Utilities	8,341		*	
Administrative	42,295	13,317	3%	5%
Other	1,955		*	
Capital outlay				
Right-to-use lease asset	1,629,949		97%	
Total Expenditures	<u>3,209,958</u>	<u>197,507</u>	<u>191%</u>	<u>68%</u>
Revenues Over/(Under) Expenditures	<u>\$ (1,530,926)</u>	<u>\$ 94,107</u>	<u>(92%)</u>	<u>32%</u>
Total Active Retail Water Connections	<u>461</u>	<u>N/A</u>		
Total Active Retail Wastewater Connections	<u>445</u>	<u>N/A</u>		

*Percentage is negligible

** Unaudited

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-7b. Comparative Schedule of Revenues and Expenditures - Debt Service Fund
For the Current Fiscal Period

	<u>Amounts</u>	<u>Percent of</u> <u>Fund Total</u>
	<u>2023</u>	<u>Revenues</u> <u>2023</u>
Revenues		
Investment earnings	<u>\$ 2,688</u>	<u>100%</u>
Expenditures		
Debt service		
Interest and fees	<u>84,839</u>	<u>3156%</u>
Revenues Under Expenditures	<u><u>\$ (82,151)</u></u>	<u><u>(3056%)</u></u>

*Percentage is negligible

See accompanying auditor's report.

Fort Bend County Municipal Utility District No. 222
TSI-8. Board Members, Key Personnel and Consultants
For the Year Ended June 30, 2023

Complete District Mailing Address: 9 Greenway Plaza, Suite 1100, Houston, Texas 77046
District Business Telephone Number: (713) 651-0111
Submission Date of the most recent District Registration Form
(TWC Sections 36.054 and 49.054): November 12, 2021
Limit on Fees of Office that a Director may receive during a fiscal year: \$ 7,200
(Set by Board Resolution -- TWC Section 49.060)

Names:	Term of Office (Elected or Appointed) or Date Hired	Fees of Office Paid *	Expense Reimburse- ments	Title at Year End
Board Members				
Tim Williamson	05/22 to 05/26	\$ 600	\$ -	President
Scott Hooper	08/21 to 05/24	750	39	Vice President
Sarah Hall	08/21 to 05/24	600	30	Secretary
Travis Smith	05/22 to 05/26	900		Assistant Secretary
Donaimian Hankston	08/21 to 05/24	900		Assistant Secretary
Consultants				
Coats Rose, P.C.	2021	<u>Amounts Paid</u>		Attorney
<i>General legal fees</i>		\$ 57,270		
<i>Bond counsel</i>		111,091		
Si Environmental, LLC	2021	1,134,102		Operator
Myrtle Cruz, Inc.	2021	17,249		Bookkeeper
Assessments of the Southwest	2021	3,370		Tax Collector
Fort Bend Central Appraisal District	Legislation	730		Property Valuation
Coats Rose, P.C.	2021			Delinquent Tax Attorney
Quiddity Engineering	2021	35,820		Engineer
McGrath & Co., PLLC	2021	6,800		Auditor
Tierra Financial Advisors, LLC	2021	67,593		Financial Advisor

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

APPENDIX B
SPECIMEN MUNICIPAL BOND INSURANCE POLICY



MUNICIPAL BOND INSURANCE POLICY

ISSUER:

Policy No.: -N

BONDS: \$ in aggregate principal amount of

Effective Date:

Premium: \$

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

On the later of the day on which such principal and interest becomes Due for Payment or the Business Day next following the Business Day on which AG shall have received Notice of Nonpayment, AG will disburse to or for the benefit of each Owner of a Bond the face amount of principal of and interest on the Bond that is then Due for Payment but is then unpaid by reason of Nonpayment by the Issuer, but only upon receipt by AG, in a form reasonably satisfactory to it, of (a) evidence of the Owner's right to receive payment of the principal or interest then Due for Payment and (b) evidence, including any appropriate instruments of assignment, that all of the Owner's rights with respect to payment of such principal or interest that is Due for Payment shall thereupon vest in AG. A Notice of Nonpayment will be deemed received on a given Business Day if it is received prior to 1:00 p.m. (New York time) on such Business Day; otherwise, it will be deemed received on the next Business Day. If any Notice of Nonpayment received by AG is incomplete, it shall be deemed not to have been received by AG for purposes of the preceding sentence and AG shall promptly so advise the Trustee, Paying Agent or Owner, as appropriate, who may submit an amended Notice of Nonpayment. Upon disbursement in respect of a Bond, AG shall become the owner of the Bond, any appurtenant coupon to the Bond or right to receipt of payment of principal of or interest on the Bond and shall be fully subrogated to the rights of the Owner, including the Owner's right to receive payments under the Bond, to the extent of any payment by AG hereunder. Payment by AG to the Trustee or Paying Agent for the benefit of the Owners shall, to the extent thereof, discharge the obligation of AG under this Policy.

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

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

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

This Policy sets forth in full the undertaking of AG, and shall not be modified, altered or affected by any other agreement or instrument, including any modification or amendment thereto. Except to the extent expressly modified by an endorsement hereto, (a) any premium paid in respect of this Policy is nonrefundable for any reason whatsoever, including payment, or provision being made for payment, of the Bonds prior to maturity and (b) this Policy may not be canceled or revoked. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW.

In witness whereof, ASSURED GUARANTY INC. has caused this Policy to be executed on its behalf by its Authorized Officer.

ASSURED GUARANTY INC.

By _____
Authorized Officer

1633 Broadway, New York, N.Y. 10019

(212) 974-0100

Form 500 (8/24)