OFFICIAL STATEMENT DATED OCTOBER 17, 2024

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

The Bonds have been designated as "qualified tax-exempt obligations" for financial institutions.

NEW ISSUE—Book Entry Only **NOT RATED**

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

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

$3,690,000 UNLIMITED TAX BONDS SERIES 2024	$1,630,000 UNLIMITED TAX ROAD BONDS SERIES 2024

Dated: November 1, 2024 **Due: September 1, as shown on inside cover**
Interest Accrues from: Date of Delivery

The $3,690,000 Unlimited Tax Bonds, Series 2024 (the "Utility Bonds") and the $1,630,000 Unlimited Tax Road Bonds, Series 2024 (the "Road Bonds," and together with the Utility Bonds, the "Bonds"), are obligations of Brazoria County Municipal Utility District No. 44 (the "District") and are not obligations of the State of Texas; Brazoria County, Texas; the Village of Bonney, 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; Brazoria County, Texas; the Village of Bonney, 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/registrar, initially, BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"). Interest accrues from the initial date of delivery (expected on or about November 22, 2024) (the "Date of Delivery"), and is payable March 1, 2025, and on each September 1 and March 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or redemption. Interest on the Bonds will be payable by check dated as of the Interest Payment Date and mailed by the Paying Agent/Registrar to registered owners 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 will, in turn, remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Bonds as described herein. See "THE BONDS—Book-Entry-Only System."

See "PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS" on inside cover page.

The Utility Bonds are the first series of bonds issued by the District out of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, wastewater and drainage facilities to serve the District (the "Utility System") and the Road Bonds are the second series of bonds issued by the District out of an aggregate of $32,000,000 principal amount of unlimited tax bonds authorized by the voters of the District for the purpose of acquiring or constructing road improvements to serve the District (the "Road System"). The voters of the District have also authorized the issuance of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds; $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds; $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District (the "Park System"); and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds. Following the issuance of the Bonds, $63,010,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, $23,510,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System, $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds, $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds, $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System, and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds will remain authorized but unissued. See "THE BONDS—Authority for Issuance."

The Bonds, when issued, will constitute valid and binding obligations of the District and will be payable from the proceeds of two separate continuing direct annual ad valorem taxes, each without legal limitation as to rate or amount, levied upon all taxable property within the District, as further described herein. See "THE BONDS—Source of Payment." Investment in the Bonds is subject to special risk factors as described herein. See "RISK FACTORS."

The Bonds are offered when, as and if issued by the District and accepted by the winning bidders for the Bonds (the "Initial Purchasers"), and subject to the approval of the Attorney General of Texas and of Allen Boone Humphries Robinson LLP, Bond Counsel. Delivery of the Bonds is expected on or about November 22, 2024.

PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS
$3,690,000 Unlimited Tax Bonds, Series 2024

Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 10607Y (b)	Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 10607Y (b)
2026	$75,000	6.500%	4.000%	BA8	2029	$90,000	6.500%	4.000%	BD2
2027	80,000	6.500%	4.000%	BB6	2030	95,000	6.500%	4.000%	BE0
2028	85,000	6.500%	4.000%	BC4	2031 (c)	100,000	6.500%	4.000%	BF7

$1,025,000 Term Bond due September 1, 2039 (c,d), 10607Y BP5 (b), 4.000% Interest Rate, 4.150% Yield (a)
$1,140,000 Term Bond due September 1, 2045 (c,d), 10607Y BV2 (b), 4.125% Interest Rate, 4.300% Yield (a)
$1,000,000 Term Bond due September 1, 2049 (c,d), 10607Y BZ3 (b), 4.125% Interest Rate, 4.400% Yield (a)

$1,630,000 Unlimited Tax Road Bonds, Series 2024

Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 10607Y (b)	Maturity (September 1)	Principal Amount	Interest Rate	Initial Reoffering Yield (a)	CUSIP No. 10607Y (b)
2026	$35,000	6.625%	4.000%	CA7	2028	$40,000	6.625%	4.000%	CC3
2027	35,000	6.625%	4.000%	CB5	2029	40,000	6.625%	4.000%	CD1

$130,000 Term Bond due September 1, 2032 (c,d), 10607Y CG4 (b), 6.625% Interest Rate, 4.000% Yield (a)
$100,000 Term Bond due September 1, 2034 (c,d), 10607Y CJ8 (b), 5.000% Interest Rate, 4.000% Yield (a)
$115,000 Term Bond due September 1, 2036 (c,d), 10607Y CL3 (b), 4.125% Interest Rate, 4.125% Yield (a)
$125,000 Term Bond due September 1, 2038 (c,d), 10607Y CN9 (b), 4.125% Interest Rate, 4.150% Yield (a)
$1,010,000 Term Bond due September 1, 2049 (c,d), 10607Y CZ2 (b), 4.125% Interest Rate, 4.400% Yield (a)

(a) Information with respect to the initial reoffering yields of the Bonds is the responsibility of the Initial Purchasers. Initial reoffering yields represent the initial offering price, which may be changed for subsequent purchasers. The initial yield indicated above represents 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.
(c) The Bonds maturing on September 1, 2031, and thereafter, shall be subject to redemption and payment at the option of the District, in whole, or from time to time in part, on September 1, 2030, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS—Redemption of the Bonds—*Optional Redemption.*"
(d) Subject to mandatory redemption by lot or other customary method of random selection on September 1 in the years and in the amounts set forth under "THE BONDS—Redemption of the Bonds—*Mandatory Redemption*."

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USE OF INFORMATION IN OFFICIAL STATEMENT

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

All of the summaries of the statutes, resolutions, orders, contracts, audited financial statements, engineering and other related reports set forth in this Official Statement are made subject to all of the provisions of such documents. These summaries do not purport to be complete statements of such provisions and reference is made to such documents, copies of which are available from Bond Counsel (herein defined), for further information.

The Financial Advisor (herein defined) has provided the following sentence for inclusion in this Official Statement. The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibility 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.

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

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 Purchasers and thereafter only as specified in "OFFICIAL STATEMENT—Updating of Official Statement."

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

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SALE AND DISTRIBUTION OF THE BONDS

Award of the Bonds

After requesting competitive bids for the Utility Bonds, the District has accepted the bid resulting in the lowest net effective interest rate to the District, which was tendered by SAMCO Capital Markets, Inc. (the "Utility Bonds Initial Purchaser") to purchase the Utility Bonds bearing the interest rates shown under "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS" at a price of 97.003199% of the par value thereof, which resulted in a net effective interest rate of 4.383183%, as calculated pursuant to Chapter 1204 of the Texas Government Code.

After requesting competitive bids for the Road Bonds, the District has accepted the bid resulting in the lowest net effective interest rate to the District, which was tendered by SAMCO Capital Markets, Inc. (the "Road Bonds Initial Purchaser") to purchase the Road Bonds bearing the interest rates shown under "MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND INITIAL REOFFERING YIELDS" at a price of 97.000650% of the par value thereof, which resulted in a net effective interest rate of 4.480373%, as calculated pursuant to Chapter 1204 of the Texas Government Code.

Throughout this Official Statement, the term "Initial Purchasers" refers to the Utility Bonds Initial Purchaser in its capacity as the purchaser of the Utility Bonds and the Road Bonds Initial Purchaser in its capacity as the purchaser of the Road Bonds.

Prices and Marketability

Subject to certain hold-the-offering-price requirements described in the Official Notices of Sale (defined herein), 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.

Subject to certain hold-the-offering-price requirements described in the Official Notices of Sale, the prices and other terms with respect to the offering and sale of the Bonds may be changed from time-to-time by the Initial Purchasers after the Bonds are released for sale, and the Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers who may sell the Bonds into investment accounts.

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

Securities Laws

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

MUNICIPAL BOND INSURANCE AND RATING

The District made applications for a commitment to provide municipal bond insurance on the Bonds, but did not qualify. However, the District has not made an application for a rating on the Bonds. Furthermore, it is not expected that the District would have been successful in receiving an investment grade rating on the Bonds.

OFFICIAL STATEMENT SUMMARY

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

THE BONDS

The District............	Brazoria County Municipal Utility District No. 44 (the "District"), a political subdivision of the State of Texas, is located in Brazoria County, Texas. See "THE DISTRICT."
The Bonds............	The District is issuing $3,690,000 Unlimited Tax Bonds, Series 2024 (the "Utility Bonds") and $1,630,000 Unlimited Tax Road Bonds, Series 2024 (the "Road Bonds"). The Utility Bonds and the Road Bonds are herein referred to collectively as the "Bonds." The Bonds are dated November 1, 2024, and mature on September 1 in each of the years and in the principal amounts as shown on the inside cover page. Interest on the Bonds accrues from the initial date of delivery (expected on or about November 22, 2024) (the "Date of Delivery"), at the rates set forth on the inside cover page and is payable March 1, 2025, and each September 1 and March 1 thereafter until the earlier of stated maturity or redemption. See "THE BONDS."
Redemption	The Bonds that mature on and after September 1, 2031, are subject to redemption, in whole or from time to time in part, on September 1, 2030, or on any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption. See "THE BONDS—Redemption of the Bonds—*Optional Redemption*." The Utility Bonds maturing on September 1, 2026, through September 1, 2031, both inclusive, are serial bonds. The Utility Bonds maturing on September 1 in the years 2039, 2045 and 2049 are term bonds (the "Utility Term Bonds") that are also subject to mandatory sinking fund redemption provisions as set out herein under "THE BONDS—Redemption of the Bonds—*Mandatory Redemption*." The Road Bonds maturing on September 1, 2026, through September 1, 2029, both inclusive, are serial bonds. The Road Bonds maturing on September 1 in the years 2032, 2034, 2036, 2038, and 2049 are term bonds (the "Road Term Bonds," and together with the Utility Term Bonds, the "Term Bonds") that are also subject to mandatory sinking fund redemption provisions as set out herein under "THE BONDS—Redemption of the Bonds—*Mandatory Redemption*."
Book-Entry-Only System............	The Bonds will be initially registered and delivered only to Cede & Co., the nominee of The Depository Trust Company, New York, New York ("DTC"), pursuant to the Book-Entry-Only System described herein. Beneficial ownership of the Bonds may be acquired in principal denominations of $5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the Beneficial Owners (herein defined) thereof. Principal of and interest on the Bonds will be payable by BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"), to Cede & Co., which will make distribution of the amounts so paid to the participating members of DTC for subsequent payment to the Beneficial Owners of the Bonds. See "THE BONDS—Book-Entry-Only System."

Authority for Issuance .... The Utility Bonds are the first series of bonds issued by the District out of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, wastewater and drainage facilities to serve the District (the "Utility System") and the Road Bonds are the second series of bonds issued by the District out of an aggregate of $32,000,000 principal amount of unlimited tax bonds authorized by the voters of the District for the purpose of acquiring or constructing road improvements to serve the District (the "Road System"). The voters of the District have also authorized the issuance of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds; $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds; $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District (the "Park System") and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds.

Following the issuance of the Bonds, $23,510,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System, $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds, $63,010,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds, $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System, and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds will remain authorized but unissued.

The Utility Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution, Chapter 8153, Special District Local Laws Code, Chapters 49 and 54 of the Texas Water Code, as amended, the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas, an election held within the District on May 7, 2022, a resolution authorizing the issuance of the Utility Bonds adopted by the Board of Directors (the "Board") of the District on the date of sale of the Utility Bonds (the "Utility Bond Resolution"); and an order of the Texas Commission on Environmental Quality ("TCEQ").

The Road Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution, Chapter 8153, Special District Local Laws Code, Chapters 49 and 54 of the Texas Water Code, as amended, the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas, a resolution authorizing the issuance of the Road Bonds adopted by the Board on the date of the sale of the Road Bonds (the "Road Bond Resolution"), and an election held within the boundaries of the District on May 7, 2022.

The Utility Bond Resolution and the Road Bond Resolution are herein referred to collectively as the "Bond Resolutions."

Source of Payment .... The Bonds of the respective series are payable from the proceeds of two (2) separate continuing direct ad valorem taxes, each without legal limit as to rate or amount, levied annually by the District against all taxable property located within the District. The Bonds are obligations of the District and are not obligations of the State of Texas; Brazoria County, Texas; the Village of Bonney, Texas; or any entity other than the District. See "THE BONDS—Source of Payment."

Outstanding Bonds .... The District has previously issued its $6,860,000 Unlimited Tax Road Bonds, Series 2023, all of which remains outstanding (the "Outstanding Bonds"). See "THE BONDS – Outstanding Bonds."

Payment Record .... The Utility Bonds represent the first series of unlimited tax bonds issued for the Utility System and the Road Bonds represent the second series of unlimited tax bonds issued by the District for the Road System. The District has never defaulted on the timely payment of principal and interest on its Outstanding Bonds. See "THE BONDS—Source of Payment."

Use of Proceeds of the Utility Bonds .... Proceeds of the Utility Bonds will be used to reimburse Wan Bridge Land LLC for the costs set out herein under "THE BONDS—Use and Distribution of Proceeds of the Utility Bonds." Additionally, proceeds of the Utility Bonds will be used to pay eighteen (18) months of capitalized interest, and to pay developer interest and other costs associated with the issuance of the Utility Bonds.

Use of Proceeds of the Road Bonds .... Proceeds of the Road Bonds will be used to reimburse Wan Bridge Land LLC for the costs set out herein under "THE BONDS—Use and Distribution of Proceeds of the Road Bonds." Additionally, proceeds of the Road Bonds will be used to pay twelve (12) months of capitalized interest, and to pay developer interest and other costs associated with the issuance of the Road Bonds.

Qualified Tax-Exempt Obligations .... The Bonds are designated as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended. See "TAX MATTERS—Qualified Tax-Exempt Obligations."

Municipal Bond Insurance and Rating .... The District made applications for a commitment to provide municipal bond insurance on the Bonds, but did not qualify. However, the District has not made an application for a rating on the Bonds. Furthermore, it is not expected that the District would have been successful in receiving an investment grade rating on the Bonds. See "MUNICIPAL BOND INSURANCE AND RATING."

Bond Counsel .... Allen Boone Humphries Robinson LLP, Houston, Texas.

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

Financial Advisor .... Robert W. Baird & Co. Incorporated, Houston, Texas.

THE DISTRICT

Description .... The District is a political subdivision of the State of Texas, located approximately 38 miles south of the central business district of the City of Houston, Texas. The District lies entirely within the extraterritorial jurisdiction of the Village of Bonney, Texas. The District is a municipal utility district created by Chapter 8153, Special District Local Laws Code (Acts of the 79th Legislature, Regular Session, 2005) in accordance with Section 59, Article XVI of the Texas Constitution. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code, as amended, and other statutes of Texas applicable to municipal utility districts. The District consists of approximately 245 acres. See "THE DISTRICT."

Development within the District .... The District is being developed as a single-family residential rental community known as Pradera Oaks. To date, approximately 157 acres (643 lots) within the District have been developed as the residential subdivision of Pradera Oaks, Sections 1 through 6 and 8 through 11. Additionally, approximately 24 acres (169 lots) have been designed as Pradera Oaks, Section 12 but construction of utility facilities has not yet commenced.

As of September 1, 2024, there were 340 completed homes (162 leased), 43 homes under construction and 260 vacant developed lots. The remaining land within the District consists of approximately 61 undeveloped but developable acres (including the 24 acres designed as Pradera Oaks, Section 12) and approximately 27 undevelopable acres consisting of easements, rights of way and greenbelts. See "PRINCIPAL LANDOWNERS/DEVELOPER," "DEVELOPMENT OF THE DISTRICT," and "THE DISTRICT."

Developer/Principal Landowners............................... Land within the District is being developed by W Land Development Management LLC, a Texas limited liability company (the "Developer"). The Developer was created for the sole purpose of developing land in the District and has determined the overall development plan for such land. The undeveloped land within the District is owned by WB Pradera Oaks 1 LLC, a Texas limited liability company ("WB Pradera Oaks 1"), which was formed for the purpose of acquiring and holding for investment and sale tracts of land within the District. The Developer is responsible for constructing the utility, road, and park improvements to serve the District and developing the land for single-family residential use. The Developer then delivers finished lots to the sole homebuilder within the District, Wan Pacific Real Estate Development, LLC, a Texas limited liability company ("Wan Pacific"). Once the construction of homes within the District is complete, Wan Bridge Land LLC, a Texas limited liability company ("Wan Bridge Land"), acting as the fee developer within the District, sells the completed homes to individual investors, which are then leased to tenants. While the Developer is responsible for constructing the utility, road, and park improvements, Wan Bridge Land LLC provided the financing and is being reimbursed for such costs from proceeds of the Bonds.

Additionally, WB Pradera Oaks 2 and 3 Holding LLC, a Texas limited liability company ("WB Pradera Oaks 2 and 3"), WB Pradera Oaks 4 and 5 LP, a Texas limited partnership ("WB Pradera Oaks 4 and 5"), and WB Churchill II LLC, a Texas limited liability company ("WB Churchill") own existing inventory of completed homes or homes currently under construction that have not yet been sold to individual investors.

The Developer, WB Pradera Oaks 1, Wan Pacific, Wan Bridge Land, WB Pradera Oaks 2 and 3, WB Pradera Oaks 4 and 5, WB Churchill, WB Pradera Oaks Land 1, LLC and TBD Management (defined below) (collectively referred to herein as the "Affiliated Entities"), are all affiliated entities under common ownership and control. See "DEVELOPMENT OF THE DISTRICT," "PRINCIPAL LANDOWNERS/DEVELOPER," and "TAX DATA—Principal Taxpayers."

Homebuilder Within the District................................ Wan Pacific is the sole homebuilder within the District and the fee builder for the District. Homes within the District are sold to individual investors, which are then leased to tenants. The completed homes are managed by TBD Management LLC ("TBD Management"), a professional management company, which is under common ownership and control with the other Affiliated Entities. Prices of new homes being sold to individuals for the purpose of being leased to tenants in the District are approximately $320,000. See "RISK FACTORS—Rental Homes" and "PRINCIPAL LANDOWNERS/DEVELOPER."

RISK FACTORS

THE DISTRICT'S TAX IS LEVIED ONLY ON THE PROPERTY LOCATED WITHIN THE DISTRICT. THEREFORE, THE INVESTMENT SECURITY AND QUALITY OF THE BONDS IS DEPENDENT UPON THE SUCCESSFUL DEVELOPMENT OF PROPERTY LOCATED WITHIN THE DISTRICT AND THE PAYMENT AND COLLECTION OF TAXES LEVIED THEREON.

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

SELECTED FINANCIAL INFORMATION (UNAUDITED)

2024 Certified Taxable Assessed Valuation	$ 78,057,862	(a)
Estimated Taxable Assessed Valuation as of July 1, 2024	$ 121,819,560	(b)
Direct Debt:		
The Outstanding Bonds	$ 6,860,000	
The Utility Bonds	$ 3,690,000	
The Road Bonds	$ 1,630,000	
Total	$ 12,180,000	
Estimated Overlapping Debt	$ 2,470,954	(c)
Total Direct and Estimated Overlapping Debt	$ 14,650,954	(c)
Direct Debt Ratios:		
As a percentage of the 2024 Certified Taxable Assessed Valuation	15.60	%
As a percentage of the Estimated Taxable Assessed Valuation as of July 1, 2024	10.00	%
Direct and Estimated Overlapping Debt Ratios:		
As a percentage of the 2024 Certified Taxable Assessed Valuation	18.77	%
As a percentage of the Estimated Taxable Assessed Valuation as of July 1, 2024	12.03	%
Utility System Debt Service Fund Balance (as of the Date of Delivery)	$ 318,263	(d)
Road System Debt Service Fund Balance (as of September 19, 2024)	$ 91,454	(e)
General Fund Balance (as of September 19, 2024)	$ 546,399	
Road Capital Projects Fund Balance (as of September 19, 2024)	$ 173,513	(f)
2024 Tax Rate per $100 of Taxable Assessed Valuation		
Utility Debt Service	$ 0.25	
Road Debt Service	0.64	
Maintenance and Operations	0.61	
Total	$ 1.50	
Average Annual Debt Service Requirement (2025-2049)	$ 864,902	(g)
Maximum Annual Debt Service Requirement (2048)	$ 915,450	(g)
Debt Service Tax Rate per $100 of Taxable Assessed Valuation Required to Pay the Average Annual Debt Service Requirement (2025-2049) at 95% Tax Collections:		
Based on the 2024 Certified Taxable Assessed Valuation	$ 1.17	
Based on the Estimated Taxable Assessed Valuation as of July 1, 2024	$ 0.75	
Debt Service Tax Rate per $100 of Taxable Assessed Valuation Required to Pay the Maximum Annual Debt Service Requirement (2048) at 95% Tax Collections:		
Based on the 2024 Certified Taxable Assessed Valuation	$ 1.24	
Based on the Estimated Taxable Assessed Valuation as of July 1, 2024	$ 0.80	
Single-Family Homes (including 43 under construction) as of September 1, 2024	383	

(a) As certified by the Brazoria County Appraisal District (the "Appraisal District") as of January 1, 2024. See "TAXING PROCEDURES."
(b) Provided by the Appraisal District for information purposes only. Represents new construction within the District as of July 1, 2024. This estimate is based upon the same unit value used in the taxable assessed valuation. No taxes will be levied on this estimate. See "TAXING PROCEDURES."
(c) See "DISTRICT DEBT—Estimated Direct and Overlapping Debt Statement."
(d) The amount shown above includes eighteen (18) months of capitalized interest that will be deposited into the District's Utility System Debt Service Fund on the Date of Delivery. Amounts on deposit in the Utility System Debt Service Fund are to be used for bonds issued for the purpose of constructing or acquiring the Utility System (including the Utility Bonds) or bonds issued for the purpose of refunding such bonds or bonds issued for the purposes of constructing or acquiring the Park System and for refunding of such bonds and may not be used to pay debt service on bonds issued by the District for the Road System (including the Road Bonds). Neither Texas law nor the Utility Bond Resolution requires that the District maintain any particular sum in the Utility System Debt Service Fund.
(e) An amount equal to twelve (12) months of capitalized interest will be deposited into the District's Road System Debt Service Fund on the Date of Delivery, and such amount is not included in the above balance. Amounts on deposit in the Road System Debt Service Fund are to be used for bonds issued for the purpose of constructing or acquiring the Road System (including the Road Bonds) or bonds issued for the purpose of refunding such bonds and may not be used to pay debt service on bonds issued by the District for the Utility System or Park System. Neither Texas law nor the Road Bond Resolution requires that the District maintain any particular sum in the Road System Debt Service Fund.
(f) It is expected that $170,000 of such fund balance will be applied towards the issuance of the Road Bonds. See "THE BONDS – Use and Distribution of Proceeds of the Road Bonds."
(g) Debt service on the Outstanding Bonds and the Bonds. See "DISTRICT DEBT—Debt Service Requirement Schedule."

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

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

$3,690,000 **UNLIMITED TAX BONDS** **SERIES 2024**	**$1,630,000** **UNLIMITED TAX ROAD BONDS** **SERIES 2024**

INTRODUCTION

This Official Statement provides certain information in connection with the issuance by Brazoria County Municipal Utility District No. 44 (the "District") of its $3,690,000 Unlimited Tax Bonds, Series 2024 (the "Utility Bonds") and $1,630,000 Unlimited Tax Road Bonds, Series 2024 (the "Road Bonds"). The Utility Bonds and the Road Bonds are herein referred to collectively as the "Bonds."

The Utility Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution, Chapter 8153, 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, an election held within the District on May 7, 2022, a resolution authorizing the issuance of the Utility Bonds adopted by the Board of Directors (the "Board") of the District on the date of sale of the Utility Bonds (the "Utility Bond Resolution"); and an order of the Texas Commission on Environmental Quality ("TCEQ").

The Road Bonds are issued pursuant to Article III, Section 52 of the Texas Constitution, Chapter 8153, Special District Local Laws Code, Chapters 49 and 54 of the Texas Water Code, as amended, the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas, a resolution authorizing the issuance of the Road Bonds (the "Road Bond Resolution") adopted by the Board, and an election held within the boundaries of the District on May 7, 2022.

The Utility Bond Resolution and the Road Bond Resolution are herein referred to collectively as the "Bond Resolutions."

Certain capitalized terms used in this Official Statement have the same meanings assigned to such terms in the Bond Resolutions, except as otherwise indicated herein.

There follow in this Official Statement descriptions of the Bonds, the Developer (herein defined), the Bond Resolutions and certain information about the District and its finances. All descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas, 77027, upon payment of the costs of duplication therefor.

RISK FACTORS

General

The Bonds, which are obligations of the District and not of the State of Texas (the "State"), Brazoria County, Texas (the "County"); the Village of Bonney, Texas (the "Village"); or any political subdivision other than the District, will be secured by two separate continuing direct annual ad valorem taxes, each 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."

Rental Homes

All of the land in the District is being developed as a single-family residential rental community known as Pradera Oaks. To date, approximately 157 acres (643 lots) within the District have been developed as the residential subdivision of Pradera Oaks, Sections 1 through 6 and 8 through 11. Once the construction of homes within the District is complete, Wan Bridge Land LLC, a Texas limited liability company ("Wan Bridge Land"), acting as the fee developer within the District, sells the completed homes to individual investors, which are then leased to tenants. Individual investors agree to engage TBD Management, LLC, a Texas limited liability company ("TBD Management") as the property manager pursuant to the terms of the new home agreement between Wan Bridge Land and the respective investor. Wan Bridge Land guarantees each individual investor a net rental return of five percent (5%) of the total sales price of the home as stated in the sale agreement, payable semi-annually after the closing date for a period of three (3) years. TBD Management is under common ownership and control with the other Affiliated Entities (defined herein) in the District. Prices of new homes in the District being sold to individual investors for the purpose of being leased to tenants are approximately $320,000. Wan Bridge Land has represented that a majority of the individual investors that own property within the District are foreign investors, which could create additional challenges and risks regarding the District's ability to collect ad valorem taxes from such individuals.

While the Developer has represented that it is intended that Pradera Oaks will be a rental community, the property management contracts are for a term of three (3) years, after which the property owner is not required to engage TBD Management or any other property manager. All of the residents in the District and all future residents are anticipated to be tenants of a landlord, most of which are individuals who own one or more properties in the District. In each of the occupied homes, tenants are responsible for their own water and sewer bills, but are not responsible for paying ad valorem taxes. The rental housing market in the greater Houston area is very competitive, but the District can give no assurance that the leasing programs which are marketed by TBD Management LLC will be continued or completed.

Ocean HOU 1 Global Investment Inc. ("Ocean HOU"), a top principal taxpayer in the District, is a large retail investor of rental homes in the District and owns approximately 50 homes in Pradera Oaks. It is anticipated that Ocean HOU will continue to own such rental homes and will continue to be a principal taxpayer. On the 2024 certified tax roll, such taxpayer represents a total of $12,665,229 or approximately 16.23% of the 2024 Taxable Assessed Valuation of $78,057,862. See "TAX DATA—Principal Taxpayers."

Undeveloped Acreage and Vacant Developed Lots

There are 260 vacant developed single-family lots and approximately 61 developable acres of land within the District that have not been fully provided with road, water, sewer and storm drainage and detention facilities necessary for the construction of taxable improvements. The District makes no representation as to when or if development of this acreage will occur or if the homebuilding program will be successful. See "DEVELOPMENT OF THE DISTRICT."

Factors Affecting Taxable Values and Tax Payments

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

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

Dependence on Principal Taxpayers: The ability of any principal landowner to make full and timely payments of taxes levied against its property by the District and similar taxing authorities will directly affect the District's ability to meet its debt service obligations. As illustrated in this Official Statement under the caption "TAX DATA—Principal Taxpayers," the District's principal taxpayers in 2024 own approximately 67.18% of the District's total 2024 Certified Taxable Assessed Valuation of property located within the District. WB Pradera Oaks 1 LLC, WB Pradera Oaks 2 and 3, WB Pradera Oaks Land 1 LLC, WB Churchill II LLC, and WB Pradera Oaks 4 and 5 LP, all of which are affiliated with W Land Development Management LLC (the "Developer") and are under common ownership and control, own approximately 42.06% of the District's total 2024 Certified Taxable Assessed Valuation of property located within the District. In the event that any of the Developer's associated entities, any taxpayer, or any combination of taxpayers, should default in the payment of taxes in an amount which exceeds the surplus in the District's debt service fund, the ability of the District to make timely payment of debt service on the Bonds will be dependent on its ability to enforce and liquidate its tax liens, which is a time-consuming process. Failure to recover or borrow funds in a timely fashion could result in an excessive District tax rate. The District is not required by law or the Bond Resolutions to maintain any specified amount of surplus in its interest and sinking fund. See "PRINCIPAL LANDOWNERS/DEVELOPER," "TAX DATA—Principal Taxpayers," "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 2024 Certified Taxable Assessed Valuation as of January 1, 2024, is $78,057,862 and the Estimated Taxable Assessed Valuation as of July 1, 2024, is $121,819,560. After issuance of the Bonds, the maximum annual debt service requirement on the Outstanding Bonds and the Bonds is $915,450 (2048) and the average annual debt service requirement on the Outstanding Bonds and the Bonds is $864,902 (2025-2049). Assuming no increase to nor decrease from the 2024 Certified Taxable Assessed Valuation, tax rates of $1.24 and $1.17 per $100 of taxable assessed valuation at a 95% tax collection rate would be necessary to pay the maximum annual debt service requirement and the average annual debt service requirement, respectively. Assuming no increase to nor decrease from the Estimated Taxable Assessed Valuation as of July 1, 2024, tax rates of $0.80 and $0.75 per $100 of taxable 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.

Competitive Nature of Residential Housing Market

The housing industry in the greater Houston area is very competitive, but the District can give no assurance that the building programs which are planned by any home builder(s) will be continued or completed. The respective competitive position of the homebuilder 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 Limitations

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

Registered Owners' Remedies and Bankruptcy

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

Potential Effects of Oil Price Fluctuations on the Houston Area

The economy of the Houston area has, in the past, been particularly affected by adverse conditions in the oil and gas industry, and such conditions and their spillover effects into other industries could result in declines in the demand for residential and commercial property in the Houston area and could reduce or negatively affect property values within the District. The District cannot predict the impact that negative conditions in the oil industry could have on property values in the District.

Marketability

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

Future Debt

The District reserves in the Bond Resolutions the right to issue the remaining $63,010,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing water, wastewater and drainage facilities to serve the District (the "Utility System") and the remaining $23,510,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing road improvements to serve the District (the "Road System"). The District also has the right to issue $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds, $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds, $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District (the "Park System"), and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds. See "THE BONDS—Issuance of Additional Debt." The District has also reserved the right to issue certain other additional bonds, special project bonds, and other obligations described in the Bond Resolutions authorized by the voters of the District, which may be issued by the District from time to time as needed. Issuance of the $66,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, as well as the $32,500,000 principal amount of unlimited tax bonds for the acquiring or constructing the Park System is subject to approval by the TCEQ. Further, the principal amount of bonds issued by the District for the Park System may not exceed one percent of the District's certified taxable assessed valuation, unless 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 exceed an amount equal to one percent but not greater than three percent of the value of the taxable property in the District.

As of September 15, 2024, after reimbursement to Wan Bridge Land with proceeds of the Bonds, the District will owe Wan Bridge Land approximately $14,600,000 for expenditures relating to the acquisition or construction of the Utility System, the Road System and parks and recreational facilities serving the District. 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. See "THE BONDS—Issuance of Additional Debt."

Continuing Compliance with Certain Covenants

The Bond Resolutions 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."

Environmental Regulations

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

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

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

Air Quality Issues: Air quality control measures required by the United States Environmental Protection Agency (the "EPA") and the TCEQ may impact new industrial, commercial and residential development in the Houston area. Under the Clean Air Act ("CAA") Amendments of 1990, the eight-county Houston-Galveston-Brazoria area ("HGB Area")—Harris, Galveston, Brazoria, Chambers, Fort Bend, Waller, Montgomery and Liberty Counties—has been designated a nonattainment area under two separate federal ozone standards: the eight-hour ozone standard of 75 ppb promulgated by the EPA in 2008 (the "2008 Ozone Standard"), and the EPA's most-recent promulgation of an even lower, 70 ppb eight-hour ozone standard in 2015 (the "2015 Ozone Standard"). While the State of Texas has been able to demonstrate steady progress and improvements in air quality in the HGB Area, the HGB Area remains subject to CAA nonattainment requirements.

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

The HGB Area is currently designated as a "serious" nonattainment area under the 2015 Ozone Standard, with an attainment deadline of August 3, 2027. 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. Further, the EPA has established a NPDWR for six (6) Per- and Polyflouroalkyl Substances ("PFAS"), which requires public water systems to perform certain monitoring and remediation measures. Public water systems may be subject to additional PFAS regulation in the future, which could increase the cost of constructing, operating, and maintaining water production and distribution facilities.

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 August 15, 2024. 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.

In 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. Subsequently, the EPA and USACE issued a final rule amending the definition of "waters of the United States" under the CWA to conform with the Supreme Court's decision.

While the *Sackett* decision and subsequent regulatory action 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.

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.

Potential Impact of Natural Disaster

The District is located near the Texas Gulf Coast and, as it has in the past, could be impacted by wide-spread fires, earthquakes, or weather events such as hurricanes, tornadoes, 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. See "TAXING PROCEDURES – Valuation of Property for Taxation."

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 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.

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.

THE BONDS

General

The following is a description of some of the terms and conditions of the Bonds, which description is qualified in its entirety by reference to the Bond Resolutions.

The Bonds are dated November 1, 2024, and will accrue interest from the initial date of delivery (expected on or about November 22, 2024) with interest payable March 1, 2025, and each September 1 and March 1 thereafter (each an "Interest Payment Date") until the earlier of maturity or redemption. The Bonds are fully-registered bonds maturing on September 1 of the years shown under "PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES AND INITIAL REOFFERING YIELDS" on the inside cover page of this Official Statement. Principal of the Bonds will be payable to the Registered Owners at maturity or redemption upon presentation at the principal payment office of the paying agent/registrar, initially, BOKF, NA, Dallas, Texas (the "Paying Agent/Registrar"). Interest on the Bonds will be payable by check, dated as of the Interest Payment Date, and mailed by the Paying Agent/Registrar to Registered Owners as shown on the records of the Paying Agent/Registrar at the close of business on the 15th calendar day of the month next preceding the Interest Payment Date (the "Record Date") or by such other customary banking arrangements as may be agreed upon by the Paying Agent/Registrar and a Registered Owner at the risk and expense of such Registered Owner.

Book-Entry-Only System

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 The Depository Trust Company, New York, New York ("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 certificate will be issued for each maturity of each series of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a rating of "AA+" from S&P Global Ratings. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

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 Securities, 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 Securities 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 Securities 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 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, 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 Paying Agent/Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

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

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

The information in the section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

Successor Paying Agent/Registrar

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

Registration, Transfer and Exchange

In the event the Book-Entry-Only System is discontinued, the Bonds are transferable only on the bond register kept by the Paying Agent/Registrar upon surrender at the corporate trust office of the Paying Agent/Registrar in Dallas, Texas. A Bond may be assigned by the execution of an assignment form on the Bonds or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. At any time after the date of initial 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 Initial Purchasers.

The Bonds are exchangeable upon presentation at the designated office(s) of the Paying Agent/Registrar, for an equal principal amount of Bonds of the same maturity in authorized denominations. To the extent possible, new Bonds issued in exchange or transfer of Bonds will be delivered to the Registered Owner or assignee of the Registered Owner within not more than three (3) business days after the receipt by the Paying Agent/Registrar of the request in proper form to transfer or exchange the Bonds. New Bonds registered and delivered in an exchange or transfer shall be in the denomination of $5,000 in principal amount for a Bond, or any integral multiple thereof for any one maturity and shall bear interest at the same rate and be for a like aggregate principal or maturity amount as the Bond or Bonds surrendered for exchange or transfer. Neither the Paying Agent/Registrar nor the District is required to issue, transfer, or exchange any Bond during a period beginning at the opening of business on a Record Date and ending at the close of business on the next succeeding Interest Payment Date or to transfer or exchange any Bond selected for redemption, in whole or in part, beginning fifteen (15) calendar days prior to, and ending on the date of the mailing of notice of redemption, or where such redemption is scheduled to occur within thirty (30) calendar days. No service charge will be made for any transfer or exchange, but the District or Paying Agent/Registrar may require payment of a sum sufficient to cover any tax or governmental charge payable in connection therewith.

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Redemption of the Bonds

Optional Redemption

The Bonds maturing on September 1, 2031, and thereafter shall be subject to redemption and payment at the option of the District, in whole or from time to time in part, on September 1, 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 Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the bond register. If less than all of the Bonds are redeemed at any time, the maturities of the Bonds to be redeemed shall be selected by the District. If less than all of the Bonds of a certain maturity are to be redeemed, the particular Bonds or portions thereof to be redeemed will be selected by the Paying Agent/Registrar prior to the redemption date by such random method as the Paying Agent/Registrar deems fair and appropriate in integral multiples of $5,000 within any one maturity.

Mandatory Redemption

The Utility Bonds maturing on September 1, 2039, 2045 and 2049 (the "Utility Term Bonds"), shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption on September 1 in each of the years, and in the principal amount set forth in the following schedule (with each such scheduled amount reduced by the principal amount as may have been previously redeemed through the exercise of the District's reserved right of optional redemption, as provided under "Optional Redemption" above):

$1,025,000 Utility Term Bond Maturing on September 1, 2039

Mandatory Redemption Date	Principal Amount
September 1, 2032	$ 105,000
September 1, 2033	$ 110,000
September 1, 2034	$ 115,000
September 1, 2035	$ 125,000
September 1, 2036	$ 130,000
September 1, 2037	$ 140,000
September 1, 2038	$ 145,000
September 1, 2039 (Maturity)	$ 155,000

$1,140,000 Utility Term Bond Maturing on September 1, 2045

Mandatory Redemption Date	Principal Amount
September 1, 2040	$ 165,000
September 1, 2041	$ 175,000
September 1, 2042	$ 185,000
September 1, 2043	$ 195,000
September 1, 2044	$ 205,000
September 1, 2045 (Maturity)	$ 215,000

$1,000,000 Utility Term Bond Maturing on September 1, 2049

Mandatory Redemption Date	Principal Amount
September 1, 2046	$ 230,000
September 1, 2047	$ 245,000
September 1, 2048	$ 255,000
September 1, 2049 (Maturity)	$ 270,000

The Road Bonds maturing on September 1, 2032, 2034, 2036, 2038, and 2049 (the "Road Term Bonds"), shall be redeemed, at a price equal to the principal amount thereof, plus accrued interest to the date fixed for redemption on September 1 in each of the years, and in the principal amount set forth in the following schedule (with each such scheduled amount reduced by the principal amount as may have been previously redeemed through the exercise of the District's reserved right of optional redemption, as provided under "Optional Redemption" above):

$130,000 Road Term Bond Maturing on September 1, 2032

Mandatory Redemption Date	Principal Amount
September 1, 2030	$ 40,000
September 1, 2031	$ 45,000
September 1, 2032 (Maturity)	$ 45,000

$100,000 Road Term Bond Maturing on September 1, 2034

Mandatory Redemption Date	Principal Amount
September 1, 2033	$ 50,000
September 1, 2034 (Maturity)	$ 50,000

$115,000 Road Term Bond Maturing on September 1, 2036

Mandatory Redemption Date	Principal Amount
September 1, 2035	$ 55,000
September 1, 2036 (Maturity)	$ 60,000

$125,000 Road Term Bond Maturing on September 1, 2038

Mandatory Redemption Date	Principal Amount
September 1, 2037	$ 60,000
September 1, 2038 (Maturity)	$ 65,000

$1,010,000 Road Term Bond Maturing on September 1, 2049

Mandatory Redemption Date	Principal Amount
September 1, 2039	$ 70,000
September 1, 2040	$ 75,000
September 1, 2041	$ 75,000
September 1, 2042	$ 80,000
September 1, 2043	$ 85,000
September 1, 2044	$ 90,000
September 1, 2045	$ 95,000
September 1, 2046	$ 100,000
September 1, 2047	$ 105,000
September 1, 2048	$ 115,000
September 1, 2049 (Maturity)	$ 120,000

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

Mutilated, Lost, Stolen or Destroyed Bonds

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

Authority for Issuance

The Utility Bonds are the first series of bonds issued by the District out of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System and the Road Bonds are the second series of bonds issued by the District out of an aggregate of $32,000,000 principal amount of unlimited tax bonds authorized by the voters of the District for the purpose of acquiring or constructing the Road System. The voters of the District have also authorized the issuance of an aggregate of $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds; $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds; $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds. Following the issuance of the Bonds, $63,010,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, $23,510,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System, $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds, $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds, $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System, and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds will remain authorized but unissued.

The Utility Bonds are issued pursuant to Article XVI, Section 59 of the Texas Constitution and the general laws of the State of Texas, including particularly Chapters 49 and 54 of the Texas Water Code, as amended, an election held within the District on May 7, 2022, the Utility Bond Resolution authorizing the issuance of the Utility Bonds adopted by the Board of the District on the date of sale of the Utility Bonds; and an order of the TCEQ.

The Road Bonds are issued by the District pursuant to the terms and conditions of the Road Bond Resolution; Article III, Section 52 of the Texas Constitution; Chapters 49 and 54 of the Texas Water Code, as amended; the general laws of the State of Texas relating to the issuance of bonds by political subdivisions of the State of Texas; and an election held within the boundaries of the District on May 7, 2022, the Road Bond Resolution authorizing the issuance of the Road Bonds adopted by the Board of the District on the date of sale of the Bonds.

Issuance of Additional Debt

The District's voters have authorized the issuance of an aggregate of $32,000,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System and $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds. The District's voters have authorized an aggregate of $66,700,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System and $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds. The District's voters have also authorized an aggregate of $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System to serve the District and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds. The District could authorize additional amounts of each. The Utility Bonds are the first series of bonds issue by the District for the purpose of acquiring or constructing the Utility System and the Road Bonds are the second series of bonds issued by the District for the purpose of acquiring or constructing the Road System. Following the issuance of the Bonds, $23,510,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Road System and $32,000,000 principal amount of unlimited tax bonds for the refunding of Road System bonds, $63,010,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Utility System, $66,700,000 principal amount of unlimited tax bonds for the refunding of Utility System bonds, $32,500,000 principal amount of unlimited tax bonds for the purpose of acquiring or constructing the Park System, and $16,250,000 principal amount of unlimited tax bonds for the refunding of Park System bonds will remain authorized but unissued. The Bond Resolutions impose no limitation on the amount of additional parity bonds which may be issued by the District (if authorized by the District's voters and approved by the TCEQ as needed).

As of September 15, 2024 and after reimbursement to Wan Bridge Land with proceeds of the Bonds, the District will owe Wan Bridge Land approximately $14,600,000 for expenditures relating to the acquisition or construction of the Utility System, the Road System and the Park System serving the District. 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.

The District is also authorized by statute to engage in fire-fighting activities, including the issuing of bonds payable from taxes for such purposes. Before the District could issue such bonds, the following actions would be required: (a) authorization of a detailed fire protection plan; (b) approval of the fire plan by the TCEQ; (c) approval of the fire plan by the voters of the District; and (d) approval of bonds, if any, by the Attorney General of Texas. The Board has adopted neither a fire plan nor called an election for such purposes. If additional debt obligations are issued in the future by the District, such issuance may increase gross debt/property valuation ratios and might adversely affect the investment security of the Bonds.

The District is authorized by statute to develop parks and recreational facilities, including the issuing of bonds payable from taxes for such purpose. The District prepared a parks master plan, and on May 7, 2022, the District's voters authorized an aggregate of $32,500,000 in unlimited tax bonds for the purpose of acquiring or constructing parks and recreational facilities to serve the District and an aggregate of $16,250,000 in unlimited tax bonds for the refunding of such bonds. 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 principal amount of outstanding park bonds issued by the District may not exceed one percent (1 %) of the District's taxable assessed valuation unless 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 exceed an amount equal to one percent (1 %) but not more than three percent (3 %) of the value of the taxable property in the District. The District has not considered the preparation of a parks bond application at this time.

Outstanding Bonds

The District has previously issued its $6,860,000 Unlimited Tax Road Bonds, Series 2023, all of which remains outstanding (the "Outstanding Bonds") as of the date hereof.

Source of Payment

The Bonds of the respective series are payable from the proceeds of two (2) separate continuing direct ad valorem taxes, each without legal limit as to rate or amount, levied annually by the District against all taxable property located within the District.

In the Road Bond Resolution, the District covenants to levy a sufficient tax to pay principal of and interest on the Road Bonds, with full allowance being made for delinquencies, costs of collections, Paying Agent/Registrar fees, and fees of the Brazoria County Appraisal District (the "Appraisal District"). Tax proceeds, after deduction for collection costs, will be placed in the Road System Debt Service Fund (herein defined) and used solely to pay principal of and interest on the Road Bonds and the Outstanding Bonds, any additional bonds payable from taxes which may be issued for the Road System, and fees of the Paying Agent/Registrar. Amounts on deposit in the Road System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Utility System or Park System, including the Utility Bonds.

In the Utility Bond Resolution, the District covenants to levy a sufficient tax to pay principal of and interest on the Utility Bonds, with full allowance being made for delinquencies, costs of collections, Paying Agent/Registrar fees, and fees of the Appraisal District. Tax proceeds, after deduction for collection costs, will be placed in the Utility System Debt Service Fund (herein defined) and used solely to pay principal of and interest on the Utility Bonds, any additional bonds payable from taxes which may be issued for the Utility System, and fees of the Paying Agent/Registrar. Amounts on deposit in the Utility System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Road System, including the Bonds.

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

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Funds

The Utility Bond Resolution creates the District's fund for debt service on the Utility Bonds issued for the Utility System, and any additional unlimited tax bonds issued by the District for the Utility System (the "Utility System Debt Service Fund"). Eighteen (18) months of capitalized interest on the Utility Bonds will be deposited from the proceeds of the sale of the Utility Bonds into the Utility System Debt Service Fund. The Utility System Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Utility Bonds for the Utility System, and any additional unlimited tax bonds issued by the District for the Utility System, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Utility Bonds and any of the District's other duly authorized bonds issued for the Utility System payable in whole or in part from taxes. Amounts on deposit in the Utility System Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Utility Bonds and any additional bonds for the Utility System payable in whole or in part from taxes, and to pay any tax anticipation notes issued, together with interest thereon, as such tax anticipation notes become due. Amounts on deposit in the Utility System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Road System, including the Road Bonds.

The Road Bond Resolution confirms the District's fund for debt service on the Road Bonds issued for the Road System, and any additional unlimited tax bonds issued by the District for the Road System (the "Road System Debt Service Fund"). Twelve (12) months of capitalized interest on the Road Bonds will be deposited from the proceeds of the sale of the Road Bonds into the Road System Debt Service Fund. The Road System Debt Service Fund, which constitutes a trust fund for the benefit of the owners of the Road Bonds issued for the Road System, the Outstanding Bonds issued for the Road System, and any additional unlimited tax bonds issued by the District for the Road System, is to be kept separate from all other funds of the District, and is to be used for payment of debt service on the Road Bonds, the Outstanding Bonds issued for the Road System, and any of the District's other duly authorized bonds issued for the Road System payable in whole or in part from taxes. Amounts on deposit in the Road System Debt Service Fund may also be used to pay the fees and expenses of the Paying Agent/Registrar, to defray the expenses of assessing and collecting taxes levied for payment of interest on and principal of the Road Bonds, the Outstanding Bonds

issued for the Road System, and any additional bonds for the Road System payable in whole or in part from taxes, and to pay any tax anticipation notes issued, together with interest thereon, as such tax anticipation notes become due. Amounts on deposit in the Road System Debt Service Fund may not be used to pay debt service on bonds issued by the District for the Utility System, including the Utility Bonds.

No Arbitrage

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

Annexation

Under existing Texas law, since the District lies wholly within the extraterritorial jurisdiction ("ETJ") of the Village, the District must conform to a Village consent ordinance. Generally, the District may be annexed by the Village without the District's consent, and the Village cannot annex territory within the District unless it annexes the entire District; however, the Village may not annex the District unless (i) such annexation has been approved by a majority of those voting in an election held for that purpose within the area to be annexed, and (ii) if the registered voters in the area to be annexed do not own more than 50 percent of the land in the area, a petition has been signed by more than 50 percent of the landowners consenting to the annexation. Notwithstanding the preceding sentence, the described election and petition process does not apply during the term of a strategic partnership agreement ("SPA") between the Village and the District specifying the procedures for full purpose annexation of all or a portion of the District. The District does not currently have a SPA with the Village.

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

Consolidation

The District has the legal authority to consolidate with other districts and, in connection therewith, to provide for the consolidation of its assets (such as cash and the Road System and the Utility System) and liabilities (such as the Bonds), with the assets and liabilities of districts with which it is consolidating. Although no consolidation is presently contemplated by the District, no representation is made concerning the likelihood of consolidation in the future.

Defeasance

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

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

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

Legal Investment and Eligibility to Secure Public Funds in Texas

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

> "(a) All bonds, notes, and other obligations issued by a district shall be legal and authorized investments for all banks, trust companies, building and loan associations, savings and loan associations, insurance companies of all kinds and types, fiduciaries, and trustees, and for all interest and sinking funds and other public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic.
>
> (b) A district's bonds, notes, and other obligations are eligible and lawful security for all deposits of public funds of the state, and all agencies, subdivisions, and instrumentalities of the state, including all counties, cities, towns, villages, school districts, and all other kinds and types of districts, public agencies, and bodies politic, to the extent of the market value of the bonds, notes, and other obligations when accompanied by any unmatured interest coupons attached to them."

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

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

Registered Owners' Remedies

Pursuant to Texas law, the Bond Resolutions provide that, in the event the District defaults in the payment of the principal of or interest on any of the Bonds when due, fails to make payments required by the Bond Resolutions into the respective debt service fund, or defaults in the observance or performance of any of the other covenants, conditions or obligations set forth in the Bond Resolutions, any Registered Owner shall be entitled to seek a writ of mandamus from a court of competent jurisdiction compelling and requiring the District to make such payments or to observe and perform such covenants, obligations or conditions. Such right is in addition to other rights the Registered Owners may be provided by the laws of the State of Texas.

In the event of default in the payment of principal of or interest on the Bonds, the Registered Owners may seek a writ of mandamus requiring the District to levy adequate taxes to make such payments. Except for the remedy of mandamus, the Bond Resolutions do not specifically provide for remedies to a Registered Owner 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 Registered Owners. There is no acceleration of maturity of the Bonds in the event of default and, consequently, the remedy of mandamus may have to be relied upon from year to year. Although the Registered Owners could obtain a judgment against the District, such a judgment could not be enforced by direct levy and execution against the District's property. Further, the Registered Owners cannot themselves foreclose on the property of the District or sell property within the District in order to pay the principal of or interest on the Bonds. The enforceability of the rights and remedies of the Registered Owners may be further limited by laws relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as the District. For example, a Chapter 9 bankruptcy proceeding by the District could delay or eliminate payment of principal or interest to the Registered Owners.

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Use and Distribution of Proceeds of the Utility Bonds

The construction costs below were compiled by Gannett Fleming, (the "Engineer"). Non-construction costs are based upon either contract amounts, or estimates of various costs by the Engineer and Robert W. Baird & Co. Incorporated (the "Financial Advisor"). Proceeds of the Utility Bonds will be used to reimburse Wan Bridge Land for the construction costs below, eighteen (18) months of capitalized interest, developer interest and other costs associated with the issuance of the Utility Bonds.

I.	**CONSTRUCTION COSTS**		
	Water, Sewer & Drainage Facilities to Serve Pradera Oaks, Section 0	$	468,256
	Water, Sewer & Drainage Facilities to Serve Pradera Oaks, Section 1		946,830
	Engineering		282,718
	Land Acquisition Cost		760,931
	Total Construction Costs	**$**	**2,458,735**
II.	**NON-CONSTRUCTION COSTS**		
	Legal Fees	$	107,250
	Fiscal Agent Fees		73,800
	Interest:		
	a). Capitalized Interest (a)		245,100
	b). Developer Interest		324,087
	Bond Discount (a)		110,582
	Bond Issuance Expenses		42,576
	Bond Application Report Costs		50,000
	Operating Costs (Developer Advances)		164,000
	TCEQ Fee		9,225
	Attorney General Fee		3,690
	Contingency (a)		100,955
	Total Non-Construction Costs	**$**	**1,231,265**
	TOTAL UTILITY BOND ISSUE REQUIREMENT	**$**	**3,690,000**

(a) Represents the difference between the estimated and actual amounts of Bond discount and capitalized interest.

The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Utility Bonds and completion of agreed-upon procedures by the District's auditor. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used, limited, however, to the purposes for which the Utility Bonds were issued.

The Engineer has advised the District that proceeds of the sale of the Utility Bonds should be sufficient to pay the costs of the above-described facilities. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes. In the instance that actual costs exceed previously approved estimated amounts and contingencies, additional TCEQ approval and the issuance of additional bonds may be required.

Use and Distribution of Proceeds of the Road Bonds

The construction costs below were compiled by the Engineer. Non-construction costs are based upon either contract amounts, or estimates of various costs by the Engineer and the Financial Advisor. Proceeds of the Road Bonds will be used to reimburse Wan Bridge Land for the construction costs below, twelve (12) months of capitalized interest, developer interest and other costs associated with the issuance of the Road Bonds.

I. CONSTRUCTION COSTS		
Pradera Oaks, Sections 10 and 11 Paving	$	451,024
Engineering		528,550
Land Acquisition Cost		297,355
Less: Surplus Funds Applied		(170,000)
Total Construction Costs	**$**	**1,106,929**
II. NON-CONSTRUCTION COSTS		
Legal Fees	$	48,900
Fiscal Agent Fees		32,600
Interest:		
a). Capitalized Interest (a)		75,113
b). Developer Interest (Estimated)		227,052
Bond Discount (a)		48,889
Bond Issuance Expenses		42,114
Bond Report Costs		20,000
Attorney General Fee		1,630
Contingency (a)		26,774
Total Non-Construction Costs	**$**	**523,071**
TOTAL ROAD BOND ISSUE REQUIREMENT	**$**	**1,630,000**

(a) Represents the difference between the estimated and actual amounts of Bond discount and capitalized interest.

The actual amounts to be reimbursed by the District and the non-construction costs will be finalized after the sale of the Road Bonds and completion of agreed-upon procedures by the District's auditor. The surplus funds, if any, may be expended for any lawful purpose for which surplus construction funds may be used, limited, however, to the purposes for which the Road Bonds were issued.

The Engineer has advised the District that proceeds of the sale of the Road Bonds should be sufficient to pay the costs of the above-described facilities. However, the District cannot and does not guarantee the sufficiency of such funds for such purposes.

THE DISTRICT

Authority

The District is a municipal utility district created by Chapter 8153, Special District Local Laws Code (Acts of the 79th Legislature, Regular Session, 2005) in accordance with Section 59, Article XVI of the Texas Constitution. The District operates in accordance with Chapters 49 and 54 of the Texas Water Code, as amended and other statutes of Texas applicable to municipal utility districts.

The District is empowered, among other things, to purchase, construct, operate, and maintain all works, improvements, facilities, and plants necessary for the supply of water; the collection, transportation, and treatment of wastewater; and the control and diversion of storm water.

The District also is authorized to acquire, construct, develop and maintain park and recreational facilities using operating revenues or by issuing bonds payable from taxes, and to construct roads. In addition, the District is authorized, upon TCEQ and voter approval, to establish, operate and maintain a fire department, independently or with one or more other conservation and reclamation districts, and provide such facilities and services to the customers of the District.

Description

The District encompasses approximately 245 acres and is located wholly within Brazoria County, approximately 38 miles south of the Central Business District of the City of Houston, Texas. The District lies approximately 12.5 miles south of the intersection of State Highway 6 and Highway 288. The District lies entirely within the extraterritorial jurisdiction of the Village of Bonney, Texas.

Management of the District

The District is governed by its 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 staggered, four-year terms. Elections are held in even-numbered years in May. The current members and officers of the Board are listed below:

Name	Title	Term Expires May
Joel Michael	President	2028
Melanie Folkert	Vice President	2026
Julie Roberts	Secretary	2026
Ryan Derong	Assistant Secretary	2028
Joseph Manning	Assistant Vice President	2026

Investment Policy

The District has adopted an Investment Policy (the "Investment Policy") as required by the Public Funds Investment Act, Chapter 2256, Texas Government Code (the "Act"). The District's goal is to preserve principal and maintain liquidity in a diversified portfolio while securing a competitive yield on its portfolio. Funds of the District are to be invested only in accordance with the Investment Policy. The Investment Policy states that the funds of the District may be invested in short term obligations of the U.S. or its agencies or instrumentalities, in certificates of deposits insured by the Federal Deposit Insurance Corporation ("FDIC") and secured by collateral authorized by the Act, and in TexPool and TexStar, which are public funds investment pools rated in the highest rating category by a nationally recognized rating service. The District does not currently own, nor does it anticipate, the inclusion of long term securities or derivative products in the portfolio.

Consultants

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

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

Bookkeeper: The District's bookkeeper is L & S District Services, Inc.

Utility System Operator: The District's water and sewer system is operated by Municipal District Services, LLC.

Auditor: As required by the Texas Water Code, the District retains an independent auditor to audit the District's financial statements annually, which annual audit is filed with the TCEQ. The District engaged McCall Gibson Swedlund Barfoot PLLC as its auditor for the fiscal year ended May 31, 2024, which audited financial statements are attached hereto as "APPENDIX A."

Engineer: The District's engineer is Gannett Fleming. Such firm acts as engineer for many residential and commercial developments in Texas.

Attorney: The District has engaged Allen Boone Humphries Robinson LLP, 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: The District has engaged McCall, Parkhurst & Horton L.L.P., Houston, Texas, as disclosure counsel ("Disclosure Counsel") to the District in connection with the issuance of the Bonds. The fees to be paid Disclosure Counsel in connection with the issuance of the Bonds are contingent upon the sale and delivery of the Bonds.

Financial Advisor: Robert W. Baird & Co. Incorporated serves as financial advisor ("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.

DEVELOPMENT OF THE DISTRICT

To date, approximately 157 acres (643 lots) within the District have been developed into the single-family residential rental subdivision Pradera Oaks, Sections 1 through 6 and 8 through 11. Additionally, approximately 24 acres (169 lots) have been designed as Pradera Oaks, Section 12, but construction has not yet commenced.

As of September 1, 2024, there were 340 completed homes (162 leased), 43 homes under construction and 260 vacant developed lots. The remaining land within the District consists of approximately 61 undeveloped but developable acres (including the 24 acres designed as Pradera Oaks, Section 12) and approximately 27 undevelopable acres consisting of easements, rights of way and greenbelts.

Status of Development within the District

The following is a status of construction of single-family housing within the District as of September 1, 2024:

			Homes		Remaining	Number	Number
Section	Acreage	Developed Lots	Under Construction	Complete	Vacant Lots	of Homes Leased	of Homes Occupied
Pradera Oaks,							
Section 1	19	61	0	61	0	59	59
Section 2	27	45	0	45	0	36	36
Section 3	11	42	0	42	0	39	39
Section 4	16	65	2	48	15	18	15
Section 5	13	57	2	55	0	10	9
Section 6	12	67	10	53	4	0	0
Section 8	20	80	0	0	80	0	0
Section 9	14	77	29	20	28	0	0
Section 10	9	52	0	16	36	0	0
Section 11	16	97	0	0	97	0	0
Residential Subtotal	157	643	43	340	260	162	158
Future							
Section 12	24	169					
Undeveloped, but developable	37						
Undevelopable	27						
District Total	245						

PRINCIPAL LANDOWNERS/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 of the cost of constructing certain of the water, wastewater and drainage facilities in a utility district pursuant to the rules of the TCEQ. The relative success or failure of a developer to perform such activities in development of the property within a utility district may have a profound effect on the security of the unlimited tax bonds issued by a district. A developer is generally under no obligation to a district to develop the property which it owns in a district. Furthermore, there is no restriction on a developer's right to sell any or all of the land which it owns within a district. In addition, a developer is ordinarily a major taxpayer within a municipal utility district during the development phase of the property.

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

Neither the Developer, nor any affiliate entity, is obligated to pay principal of or interest on the Bonds. Furthermore, none of the Developer or its affiliate entities has a binding commitment to the District to carry out any plan of development, and the furnishing of information relating to the proposed development by the Developer or its 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.

Principal Landowners/Developer

Land within the District is being developed by W Land Development Management LLC, a Texas limited liability company (the "Developer"). The Developer was created for the sole purpose of developing land in the District and has determined the overall development plan for such land, but does not own any land within the District. The undeveloped land within the District is owned by WB Pradera Oaks 1 LLC, a Texas limited liability company ("WB Pradera Oaks 1"), which was formed for the sole purpose of acquiring and holding for investment and sale tracts of land within the District. The Developer is responsible for constructing the utility, road, and park improvements to serve the District and developing the land for single-family residential use. While the Developer is responsible for constructing the utility, road, and park improvements, Wan Bridge Land LLC provided the financing and is being reimbursed for such costs from proceeds of the Bonds. The Developer then delivers finished lots to the sole homebuilder within the District, Wan Pacific Real Estate Development, LLC, a Texas limited liability company ("Wan Pacific"). Once the construction of homes within the District is complete, Wan Bridge Land LLC, a Texas limited liability company ("Wan Bridge Land"), acting as the fee developer within the District, sells the completed homes to individual investors, which are then leased to tenants. Individual investors agree to engage TBD Management as the property manager pursuant to the terms of the new home agreement between Wan Bridge Land and the respective investor. Wan Bridge Land guarantees each individual investor a net rental return of five percent (5%) of the total sales price of the home as stated in the sale agreement, payable semi-annually after the closing date for a period of three (3) years. See "RISK FACTORS—Rental Homes."

The Developer is also developing Preservation Creek, Pearl Cove at Balmoral, Section 27, Clearwater at Balmoral, Lago Mar, Pod 8, Enclave at Mason Creek, and Palm Bay in the Houston metropolitan area. Additionally, the Developer is developing Sonata Estates, Rayzor Ranch, Oak Pointe, and Joshua Creek in the Dallas metropolitan area.

Additionally, WB Pradera Oaks 2 and 3 Holding LLC, a Texas limited liability company ("WB Pradera Oaks 2 and 3"), WB Pradera Oaks 4 and 5 LP, a Texas limited partnership ("WB Pradera Oaks 4 and 5"), WB Pradera Oaks Land 1 LLC, a Texas limited liability company ("WB Pradera Oaks Land 1"), and WB Churchill II LLC, a Texas limited liability company ("WB Churchill") own existing inventory of completed homes or homes currently under construction that have not yet been sold to individual investors.

The Developer, WB Pradera Oaks 1, Wan Pacific, Wan Bridge Land, WB Pradera Oaks 2 and 3, WB Pradera Oaks 4 and 5, WB Pradera Oaks Land 1, WB Churchill, WB Pradera Oaks Land 1, LLC and TBD Management (collectively referred to herein as the "Affiliated Entities"), are all affiliated entities under common ownership and control. Each of the Affiliated Entities are single purpose entities.

Neither the Developer nor the Affiliated Entities obtained any third-party financing for the acquisition or development of property within the District.

Homebuilders within the District

Wan Pacific is the sole homebuilder within the District and the fee builder for the District. Homes within the District are sold to individual investors, which are then leased to tenants. The completed homes are managed by TBD Management, a professional management company, which is under common ownership and control with the other Affiliated Entities. Prices of new homes in the District are approximately $320,000.

THE UTILITY SYSTEM

Regulation

According to the Engineer, the water distribution and wastewater collection lines constructed by the District have been designed in accordance with accepted engineering practices and the requirements of all governmental agencies having regulatory or supervisory jurisdiction over the construction and operation of such facilities including, among others, the TCEQ, the Village of Bonney, Texas, and Brazoria County, Texas. According to the District's Engineer, the design of all such completed facilities has been approved by all required governmental agencies.

Operation of the District's waterworks and sewer treatment facilities is subject to regulation by, among others, the Environmental Protection Agency and the TCEQ. In many cases, regulations promulgated by these agencies have become effective only recently and are subject to further development and revisions.

Water, Sanitary Sewer and Drainage System

Wholesale treated water supply and wastewater treatment capacity is provided to the District by Metro Water Systems, Inc. ("Metro"). Metro, the District and Wan Bridge Land LLC, have entered into a Wholesale Water Supply and Wastewater Agreement (as amended, the "Wholesale Agreement") that provides the terms and conditions under which Metro will provide wholesale potable water supply and wastewater treatment to the District. Metro will provide sufficient water supply and wastewater treatment capacity to meet the District's total projected demand at full development. The District pays Metro wholesale rates as set forth in the Wholesale Agreement to provide service to the District. The District is the only customer of the Metro plants, which are located in the District.

Metro's water plant consists of 2 water wells with a capacity of 500 gallons per minute and one ground storage tank with a capacity of 240,000 gallons and one hydropneumatics tank with a capacity of 15,000 gallons. Metro owns and operates 0.135 million gallon per day wastewater treatment plant with the potential for future expansions. Metro is responsible for the cost of operating and maintaining its water plant and wastewater treatment plant.

The District is responsible for designing, constructing, operating and maintaining all internal facilities necessary for the distribution of water supplies received from Metro to its customers and for the collection of wastewater from its customers and delivery of such wastewater to Metro.

The District contracts with MDS to operate and maintain the District's water and wastewater facilities and bill District customers.

100 Year Flood Plain

According to the Federal Emergency Management Agency (FEMA) Flood Insurance Rate Map (FIRM) Panel No. 48039C0275K, all land in the District is located outside the 100-year flood plain.

THE ROAD SYSTEM

The Road System serves residents of the District by providing access to the major thoroughfares and collectors within the Pradera Oaks development and surrounding area. The major thoroughfares and collectors serving the District include SH288, County Road 51 & County Road 48. The District will finance, design and construct the Road System in phases as development progresses. The Road System will ultimately be owned, operated and maintained by Brazoria County, Texas as the phases are constructed and accepted by the County. The District does not intend to maintain or operate the roads once they are accepted by the County.

General Fund Operating Statement

The following statement sets forth in condensed form the historical results of operation of the District's Utility System. Such summary has been prepared by the Financial Advisor for inclusion herein, based upon information obtained from the District's audited financial statements for fiscal years ended May 31, 2022 through May 31, 2024. Reference is made to such statement for further and more complete information. See "APPENDIX A."

	Fiscal Year Ended May 31,		
Revenues	2024	2023	2022
Water Service	$379,895	$180,014	$ 10,934
Sewer Service	241,376	151,457	8,411
Property Taxes	639,453	68,019	34,631
Penalties and Interest	8,188	5,051	722
Tap Connection and Inspection Fees	232,233	199,239	95,917
Miscellaneous	11,775	433	263
Total	$1,512,920	$ 604,213	$ 150,878
Expenditures			
Professional Fees	$ 124,929	$ 104,849	$ 178,124
Contracted Services	41,516	36,843	11,565
Purchased Services	476,078	-	-
Repairs and Maintenance	218,716	45,480	8,687
Other	210,969	157,151	68,455
Total	$ 1,072,208	$ 344,323	$ 266,831
NET REVENUES (Deficit)	$ 440,712	$ 259,890	$ (115,953)
Other Financing Sources (Uses):			
Developer Advances	$ -	$ 43,000	$ 190,000
Beginning fund balance	$ 323,640	$ 20,750	($53,297)
Ending fund balance	$ 764,352	$ 323,640	$ 20,750

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AERIAL PHOTOGRAPH OF THE DISTRICT

(September 2024)

PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(September 2024)

PHOTOGRAPHS TAKEN WITHIN THE DISTRICT

(September 2024)

DISTRICT DEBT

Debt Service Requirement Schedule

The following schedule sets forth the debt service requirements of the Outstanding Bonds and the principal and interest requirements for the Utility Bonds and the Road Bonds.

		Plus: The Utility Bonds		Plus: The Road Bonds		
Year Ending 12/31	Outstanding Debt Service	Principal	Interest	Principal	Interest	Total Debt Service
2025	$ 533,275	$ -	$ 126,635	$ -	$ 58,212	$ 718,122
2026	530,775	75,000	163,400	35,000	75,113	879,288
2027	533,025	80,000	158,525	35,000	72,794	879,344
2028	534,775	85,000	153,325	40,000	70,475	883,575
2029	536,025	90,000	147,800	40,000	67,825	881,650
2030	536,775	95,000	141,950	40,000	65,175	878,900
2031	532,025	100,000	135,775	45,000	62,525	875,325
2032	536,775	105,000	129,275	45,000	59,544	875,594
2033	535,756	110,000	125,075	50,000	56,563	877,394
2034	534,225	115,000	120,675	50,000	54,063	873,963
2035	536,888	125,000	116,075	55,000	51,563	884,525
2036	533,763	130,000	111,075	60,000	49,294	884,131
2037	535,113	140,000	105,875	60,000	46,819	887,806
2038	534,988	145,000	100,275	65,000	44,344	889,606
2039	534,038	155,000	94,475	70,000	41,663	895,175
2040	532,263	165,000	88,275	75,000	38,775	899,313
2041	533,863	175,000	81,469	75,000	35,681	901,013
2042	529,313	185,000	74,250	80,000	32,588	901,150
2043	528,900	195,000	66,619	85,000	29,288	904,806
2044	526,400	205,000	58,575	90,000	25,781	905,756
2045	522,700	215,000	50,119	95,000	22,069	904,888
2046	517,800	230,000	41,250	100,000	18,150	907,200
2047	516,700	245,000	31,763	105,000	14,025	912,488
2048	514,100	255,000	21,656	115,000	9,694	915,450
2049	-	270,000	11,138	120,000	4,950	406,088
	$12,740,256	$3,690,000	$2,455,323	$1,630,000	$1,106,969	$21,622,547

Average Annual Debt Service Requirement (2025-2049)........ $ 864,902

Maximum Annual Debt Service Requirement (2048)........ $ 915,450

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Bonded Indebtedness

2024 Certified Taxable Assessed Valuation	$	78,057,862	(a)
Estimated Taxable Assessed Valuation as of July 1, 2024	$	121,819,560	(b)
Direct Debt:			
The Outstanding Bonds	$	6,860,000	
The Utility Bonds	$	3,690,000	
The Road Bonds	$	1,630,000	
Total	$	12,180,000	
Estimated Overlapping Debt	$	2,470,954	(c)
Total Direct and Estimated Overlapping Debt	$	14,650,954	(c)
Direct Debt Ratios:			
As a percentage of the 2024 Certified Taxable Assessed Valuation		15.60	%
As a percentage of the Estimated Taxable Assessed Valuation as of July 1, 2024		10.00	%
Direct and Estimated Overlapping Debt Ratios:			
As a percentage of the 2024 Certified Taxable Assessed Valuation		18.77	%
As a percentage of the Estimated Taxable Assessed Valuation as of July 1, 2024		12.03	%
Utility System Debt Service Fund Balance (as of the Date of Delivery)	$	318,263	(d)
Road System Debt Service Fund Balance (as of September 19, 2024)	$	91,454	(e)
General Fund Balance (as of September 19, 2024)	$	546,399	
Road Capital Projects Fund Balance (as of September 19, 2024)	$	173,513	(f)

(a) As certified by the Brazoria County Appraisal District (the "Appraisal District") as of January 1, 2024. See "TAXING PROCEDURES."

(b) Provided by the Appraisal District for information purposes only. Represents new construction within the District as of July 1, 2024. This estimate is based upon the same unit value used in the taxable assessed valuation. No taxes will be levied on this estimate. See "TAXING PROCEDURES."

(c) See "Estimated Direct and Overlapping Debt Statement" herein.

(d) The amount shown above includes eighteen (18) months of capitalized interest that will be deposited into the District's Utility System Debt Service Fund on the Date of Delivery. Amounts on deposit in the Utility System Debt Service Fund are to be used for bonds issued for the purpose of constructing or acquiring the Utility System (including the Utility Bonds) or bonds issued for the purpose of refunding such bonds or bonds issued for the purposes of constructing or acquiring the Park System and for refunding of such bonds and may not be used to pay debt service on bonds issued by the District for the Road System (including the Road Bonds). Neither Texas law nor the Utility Bond Resolution requires that the District maintain any particular sum in the Utility System Debt Service Fund.

(e) An amount equal to twelve (12) months of capitalized interest will be deposited into the District's Road System Debt Service Fund on the Date of Delivery and such amount is not included in the above balance. Amounts on deposit in the Road System Debt Service Fund are to be used for bonds issued for the purpose of constructing or acquiring the Road System (including the Road Bonds) or bonds issued for the purpose of refunding such bonds and may not be used to pay debt service on bonds issued by the District for the Utility System or Park System. Neither Texas law nor the Road Bond Resolution requires that the District maintain any particular sum in the Road System Debt Service Fund.

(f) It is expected that $170,000 of such fund balance will be applied towards the issuance of the Road Bonds. See "THE BONDS – Use and Distribution of Proceeds of the Road Bonds."

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Estimated Direct and 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 or general revenue purposes in addition to taxes for payment of their debt, and some are presently levying and collecting such taxes.

			Debt as of	Overlapping	
Taxing Jurisdiction	Tax Year	AV	8/31/2024	Percent	Amount
Brazoria County, Texas	2023	$ 51,336,786,384	$ 202,278,313	0.08%	$ 167,972
Angleton Independent School District	2023	5,912,860,196	287,670,000	0.72%	2,074,026
Port Freeport	2023	22,874,862,187	122,855,000	0.19%	228,956
Total Estimated Overlapping Debt					$ 2,470,954
District Direct Debt (a)					$ 12,180,000
Total Direct Debt and Estimated Overlapping Debt					$ 14,650,954

(a) Includes the Outstanding Bonds and the Bonds.

Debt Ratios

	Percentage of 2024 Certified Taxable Assessed Valuation	Percentage of Estimated Taxable Assessed Valuation as of July 1, 2024
Direct Debt (a)	15.60%	10.00%
Total Direct and Estimated Overlapping Debt (a)	18.77%	12.03%

(a) Includes the Outstanding Bonds and the Bonds.

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 issued for the Road System payable from taxes which the District may hereafter issue (see "RISK FACTORS—Future Debt"), and to pay the expenses of assessing and collecting such taxes. The Board is also 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 bonds issued for the Utility System payable from taxes which the District may hereafter issue, and to pay the expenses of assessing and collecting such taxes. The District agrees in the Bond Resolutions 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, the Utility System, Road System, and Park System and for the payment of certain contractual obligations. See "TAX DATA—Maintenance Tax."

Property Tax Code and County-Wide Appraisal District

Title I of the Texas Tax Code (the "Property 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 appraisal district. The Appraisal District has the responsibility of appraising property for all taxing units within the County, including the District. Such appraisal values will be subject to review and change by the Brazoria 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

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. 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 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. This exemption will also apply to a residence homestead that was donated by a charitable organization at some cost to such veterans. Also, the surviving spouse of a member of the armed forces who was killed in action is 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 service member's death and said property was the service member's residence homestead at the time of death. Such exemption may be transferred 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.

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 transferred 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.

<u>Residential Homestead Exemptions</u>: The Property Tax Code authorizes the governing body of each political subdivision in the State to exempt up to twenty percent (20%) of the appraised market value of residential homesteads from ad valorem taxation. Where ad valorem taxes have previously been pledged for the payment of debt, the governing body of a political subdivision may continue to levy and collect taxes against the exempt value of the homesteads until the debt is discharged, if the cessation of the levy would impair the obligations of the contract by which the debt was created. The adoption of a homestead exemption may be considered each year, but must be adopted by before July 1. The District has never adopted a homestead exemption. See "TAX DATA."

Freeport Goods and Goods-in-Transit Exemption: A “Freeport Exemption” applies to goods, wares, ores, and merchandise other than oil, gas, and petroleum products (defined as liquid and gaseous materials immediately derived from refining petroleum or natural gas), and to aircraft or repair parts used by a certified air carrier acquired in or imported into Texas which are destined to be forwarded outside of Texas and which are detained in Texas for assembling, storing, manufacturing, processing or fabricating for less than 175 days. Although certain taxing units may take official action to tax such property in transit and negate such exemption, the District does not have such an option. A “Goods-in-Transit” Exemption is applicable to the same categories of tangible personal property which are covered by the Freeport Exemption, if, for tax year 2013 and prior applicable years, such property is acquired in or imported into Texas for assembling, storing, manufacturing, processing, or fabricating purposes and is subsequently forwarded to another location inside or outside of Texas not later than 175 days after acquisition or importation, and the location where said property is detained during that period is not directly or indirectly owned or under the control of the property owner. For tax year 2012 and subsequent years, such Goods-in-Transit Exemption includes tangible personal property acquired in or imported into Texas for storage purposes only if such property is stored under a contract of bailment by a public warehouse operator at one or more public warehouse facilities in Texas that are not in any way owned or controlled by the owner of such property for the account of the person who acquired or imported such property. A property owner who receives the Goods-in-Transit Exemption is not eligible to receive the Freeport Exemption for the same property. Local taxing units such as the District may, by official action and after public hearing, tax goods-in-transit property. A taxing unit must exercise its option to tax goods-in-transit property before January 1 of the first tax year in which it proposes to tax the property at the time and in the manner prescribed by applicable law. The District has taken official action to allow taxation of all such goods-in-transit personal property for all prior and subsequent years.

Tax Abatement

The County may designate all or part of the area within the District as a reinvestment zone. Thereafter, the County and the District, at the option and discretion of each entity, may enter into tax abatement agreements with owners of property within the zone. Prior to entering into a tax abatement agreement, each entity must adopt guidelines and criteria for establishing tax abatement which each entity will follow in granting tax abatement to owners of property. The tax abatement agreements may exempt from ad valorem taxation by each of the applicable taxing jurisdictions, including the District, for a period of up to ten (10) years, all or any part of any increase in the assessed valuation of property covered by the agreement over its assessed valuation in the year in which the agreement is executed on the condition that the property owner make specified improvements or repairs to the property in conformity with the terms of the tax abatement. Each taxing jurisdiction has discretion to determine terms for its tax abatement agreements without regard to the terms approved by the other taxing jurisdictions. At this time, the County 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 10 percent 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, 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% physically damaged by a disaster and located within an area declared to be a disaster area by the governor of the State of Texas. This temporary exemption is automatic if the disaster is declared prior to a taxing unit, such as the District, adopting its tax rate for the tax year. A taxing unit, such as the District, may authorize the exemption at its discretion if the disaster is declared after the taxing unit has adopted its tax rate for the tax year. The amount of the exemption is based on the percentage of damage and is prorated based on the date of the disaster. Upon receipt of an application submitted within the eligible timeframe by a person who qualifies for a temporary exemption under the Property Tax Code, the Appraisal District is required to complete a damage assessment and assign a damage assessment rating to determine the amount of the exemption. The temporary exemption amounts established in the Property Tax Code range from 15% for property less than 30% damaged to 100% for property that is a total loss. Any such temporary exemption granted for disaster-damaged property expires on January 1 of the first year in which the property is reappraised.

District and Taxpayer Remedies

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

The Property 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 Code also establishes a procedure for notice to property owners of reappraisals reflecting increased property values, appraisals that are higher than renditions and appraisals of property not previously on an appraisal roll.

Levy and Collection of Taxes

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

Tax Payment Installments After Disaster

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

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

Rollback of Operation and Maintenance Tax Rate

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

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

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

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

The District: A determination as to the District's status as a Special Taxing Unit, Developed District or Developing District will be made by the Board of Directors on an annual basis. For the 2024 tax year, the Board of Directors designated the District as a Developing District. The District cannot give any assurances as to what its classification will be at any point in time or whether the District's future tax rates will result in a total tax rate that will reclassify the District into a new classification and new election calculation.

District's Rights in the Event of Tax Delinquencies

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

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

TAX DATA

General

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

Tax Rate Limitation

Debt Service:	Unlimited (no legal limit as to rate or amount).
Maintenance:	$1.50 per $100 taxable assessed valuation.
Road Maintenance:	$0.25 per $100 taxable assessed valuation.

Maintenance Tax

The Board has the statutory authority to levy and collect an annual ad valorem tax for maintenance of the District's improvements if such maintenance tax is authorized by vote of the District's electors. The Board is authorized by the District's voters to levy such maintenance tax in an amount not to exceed $1.50 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. The District has also authorized a road maintenance tax that could be levied in an amount not to exceed $0.25 per $100 of assessed valuation but has not levied such a tax at this time. See "Tax Rate Distribution" herein.

Additional Penalties

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

Tax Rate Calculations

The tax rate calculations set forth below are presented to indicate the tax rates per $100 of taxable assessed valuation which would be required to meet certain debt service requirements of the Outstanding Bonds and the Bonds if no growth in the District's tax base occurs beyond the 2024 Certified Taxable Assessed Valuation ($78,057,862) or the Estimated Taxable Assessed Valuation as of July 1, 2024 ($121,819,560). The calculations assume collection of 95% of taxes levied, the Outstanding Bonds, and the sale of the Bonds but not the sale of any additional bonds by the District.

Average Annual Debt Service Requirement (2025-2049)	$	864,902
Debt Service Tax Rate of $1.17 on the 2024 Certified Taxable Assessed Valuation	$	867,613
Debt Service Tax Rate of $0.75 on the Estimated Taxable Assessed Valuation as of July 1, 2024	$	867,964
Maximum Annual Debt Service Requirement (2048)	$	915,450
Debt Service Tax Rate of $1.24 on the 2024 Certified Taxable Assessed Valuation	$	919,522
Debt Service Tax Rate of $0.80 on the Estimated Taxable Assessed Valuation as of July 1, 2024	$	925,829

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—Estimated Direct and 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 an estimation of all taxes per $100 of assessed valuation levied by such jurisdictions. No recognition is given to local assessments for civic association dues, emergency medical service contributions, fire department contributions or any other charges made by entities other than political subdivisions. The following chart includes the 2023 taxes per $100 of assessed valuation levied by all such taxing jurisdictions and the District's levied 2024 tax rate. None of the overlapping jurisdictions have levied a 2024 tax rate. No prediction can be made of the tax rates that will be levied in future years by the respective taxing jurisdictions.

Taxing Jurisdiction		2023 Tax Rate
The District (a)	$	1.500000
Brazoria County		0.270664
Angleton Independent School District		1.034200
Angleton-Danbury Hospital District		0.088875
Brazoria County Drainage District No. 5		0.100472
Brazoria County ESD No. 3		0.077385
Brazoria County Road and Bridge Fund		0.043284
Port Freeport		0.016007
Estimated Total Tax Rate	$	3.130887

(a) Represents the District's levied 2024 tax rate.

Historical Tax Collections

Year	Assessed Valuation	Tax Rate per $100 (a)	Tax Levy	% of Current Collections	Tax Year Ended 9/30	Collections as 9/30/2024
2021	$3,463,070	$ 1.00	$ 34,631	100.00%	2022	100.00%
2022	6,801,940	1.00	68,019	100.00%	2023	100.00%
2023	42,630,178	1.50	639,453	100.00%	2024	100.00%
2024	78,057,862	1.50	1,170,868	(b)	2025	(b)

(a) Tax rate per $100 of taxable value. See "Tax Rate Distribution" below.
(b) In process of collection. 2024 taxes are due by January 31, 2025.

Tax Rate Distribution

	2024	2023	2022	2021
Road Debt Service	$ 0.64	$ -	$ -	$ -
Utility Debt Service	0.25	-	-	-
Maintenance and Operations	0.61	1.50	1.00	1.00
Total	$ 1.50	$ 1.50	$ 1.00	$ 1.00

Taxable Assessed Valuation Summary

The following represents the types of property comprising the District assessed taxable value for each of the 2021-2024 tax years.

Type of Property	2024 Certified Taxable Assessed Valuation	2023 Certified Taxable Assessed Valuation	2022 Certified Taxable Assessed Valuation	2021 Certified Taxable Assessed Valuation
Land	$ 28,048,290	$ 20,587,430	$ 5,626,200	$ 3,497,820
Improvements	51,013,989	20,469,458	672,060	-
Personal Property	1,462,230	1,575,810	541,810	-
Exemptions	(2,466,647)	(2,520)	(38,130)	(34,750)
Total	$78,057,862	$42,630,178	$6,801,940	$3,463,070

Principal Taxpayers

The following are the principal taxpayers in the District as shown on the District's certified appraisal rolls for the 2024 tax year.

Taxpayer		2024 Tax Year	% of Tax Roll
WB Pradera Oaks 1 LLC (a)	$	14,133,283	18.11%
Ocean HOU1 Global Investments LLC (b)		12,665,229	16.23%
WB Pradera Oaks Land 1 LLC (a)		6,323,840	8.10%
WB Pradera Oaks 2 and 3 Holding LLC (a)		6,084,699	7.80%
WB Churchill II LLC (a)		5,267,414	6.75%
Cerulean Holding LLC		3,223,618	4.13%
Metro-H20 Ltd.		1,437,130	1.84%
Individual (b)		1,254,633	1.61%
Individual (b)		1,024,715	1.31%
WB Pradera Oaks 4 and 5 LP (a)		1,020,971	1.31%
Total		52,435,532	67.18%

(a) See "PRINCIPAL LANDOWNERS/DEVELOPER."
(b) See "RISK FACTORS—Rental Homes."

LEGAL MATTERS

Legal Opinions

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

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

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

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

No-Litigation Certificate

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

No Material Adverse Change

The obligations of the Initial Purchasers 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 Preliminary Official Statement, as it may have been supplemented or amended through the date of sale.

TAX MATTERS

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

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

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

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

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

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

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

Tax Accounting Treatment of Original Issue Discount Bonds

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

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

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

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

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

Qualified Tax-Exempt Obligations

The Code requires a pro rata reduction in the interest expense deduction of a financial institution to reflect such financial institution's investment in tax-exempt obligations acquired after August 7, 1986. An exception to the foregoing provision is provided in the Code for "qualified tax-exempt obligations," which include tax-exempt obligations, such as the Bonds, (a) designated by the issuer as "qualified tax-exempt obligations" and (b) issued by or on behalf of a political subdivision for which the aggregate amount of tax-exempt obligations (not including private activity bonds other than qualified 501(c)(3) bonds) to be issued during the calendar year is not expected to exceed $10,000,000.

The District has designated the Bonds as "qualified tax-exempt obligations" and represents that the aggregate amount of tax-exempt bonds (including the Bonds) issued by the District and entities aggregated with the District under the Code during calendar year 2024 is not expected to exceed $10,000,000 and that the District and entities aggregated with the District under the Code have not designated more than $10,000,000 in "qualified tax-exempt obligations" (including the Bonds) during calendar year 2024.

Notwithstanding these exceptions, financial institutions acquiring the Bonds will be subject to a 20% disallowance of allocable interest expense.

CONTINUING DISCLOSURE OF INFORMATION

In the Bond Resolutions, the District has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The District is required to observe these agreements 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, as well as timely notice of specified events, to the Municipal Securities Rulemaking Board or any successor to its function as a repository (the "MSRB"), through its Electronic Municipal Market Access ("EMMA") system.

Annual Reports

The District will provide certain updated financial information and operating data annually to the MSRB. The information to be updated with respect to the District includes all quantitative financial information and operating data with respect to the District of the general type included in this Official Statement included under the headings "DISTRICT DEBT" (except under the subheading "Estimated Direct and Overlapping Debt Statement"), "TAX DATA," and in "APPENDIX A" (Audited Financial Statements of the District). The District will update and provide this information to the MSRB within six months after the end of each of its fiscal years ending in or after 2025. Any information so provided shall be prepared in accordance with generally accepted auditing standards or other such principles as the District may be required to employ from time to time it must be provided. If the audit report is not complete within such period, then the District shall provide unaudited financial statements for the applicable fiscal year to the MSRB within such six month period, and audited financial statements when the audit report becomes available.

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

Event Notices

The District will provide timely notices of certain events to the MSRB, but in no event will such notices be provided to the MSRB in excess of ten business days after the occurrence of an event. The District will provide notice of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds, or other material 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 the Rule; (13) consummation of a merger, consolidation, or acquisition involving the District or other obligated person within the meaning of the Rule or the sale of all or substantially all of the assets of the District or other obligated person within the meaning of the Rule, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the District or obligated person, any of which reflect financial difficulties. The term "material" when used in this paragraph shall have the meaning ascribed to it under federal securities laws. Neither the Bonds nor the Bond Resolutions makes any provision for debt service reserves or liquidity enhancement. The terms "obligated person" and "financial obligation" when used in this paragraph shall have the meanings ascribed to them under SEC Rule 15c2-12 (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 material events only as described above. The District has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The District makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell bonds at any future date. The District disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement, or from any statement made pursuant to its agreement, although holders and beneficial owners of Bonds may seek a writ of mandamus to compel the District to comply with its agreement.

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

Compliance with Prior Undertakings

Since entering into its first continuing disclosure agreement with the issue of the Outstanding Bonds in 2023, the District has complied in all material respects with its continuing disclosure obligations made in accordance with the Rule.

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 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 the Official Statement relating to engineering and to the description of the Utility System and the Road System, and, in particular, that engineering information included in the sections entitled "THE DISTRICT—Description," "THE UTILITY SYSTEM," and "THE ROAD SYSTEM" has been provided by Gannett Fleming and has been included herein in reliance upon the authority of said firm as experts in the field of civil engineering.

The information contained in the 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 Bob Leared Interests, Inc. and the Appraisal District. Such information has been included herein in reliance upon Bob Leared Interests, Inc.'s authority as an expert in the field of tax collection and the Appraisal District's authority as an expert in the field of tax assessing.

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 Purchasers, of any adverse event which causes the Official Statement to be materially misleading, and unless the Initial Purchasers elects to terminate its obligation to purchase the Bonds, the District will promptly prepare and supply to the Initial Purchasers an appropriate amendment or supplement to the Official Statement satisfactory to the Initial Purchasers; 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 Purchasers, unless the Initial Purchasers notify the District in writing on or before such date that less than all of the Bonds have been sold to ultimate customers, in which case the District's obligations hereunder will extend for an additional period of time (but not more than 90 days after the date the District delivers the Bonds) until all of the Bonds have been sold to ultimate customers.

CONCLUDING STATEMENT

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

This Official Statement was approved by the Board of Directors of Brazoria County Municipal Utility District No. 44 as of the date shown on the cover page.

/s/ Joel Michael
President, Board of Directors
Brazoria County Municipal Utility District No. 44

ATTEST:

/s/ Julie Roberts
Secretary, Board of Directors
Brazoria County Municipal Utility District No. 44

APPENDIX A

FINANCIAL STATEMENTS OF THE DISTRICT

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

BRAZORIA COUNTY, TEXAS

ANNUAL FINANCIAL REPORT

MAY 31, 2024

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

T A B L E   O F   C O N T E N T S

McCALL GIBSON SWEDLUND BARFOOT PLLC
Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708

PO Box 29584
Austin, TX 78755-5126
(512) 610-2209
www.mgsbpllc.com
E-Mail: mgsb@mgsbpllc.com

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Brazoria County Municipal Utility District No. 44
Brazoria County, Texas

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Brazoria County Municipal Utility District No. 44 (the "District") as of and for the year ended May 31, 2024, 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 major fund of the District as of May 31, 2024, and the respective changes in financial position 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 the Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Board of Directors
Brazoria County Municipal Utility District No. 44

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 supplementary information required by the Texas Commission on Environmental Quality as published in the *Water District Financial Management Guide* is presented for purposes of additional analysis and is 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 supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide an assurance, 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 information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

September 19, 2024

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MAY 31, 2024

Management's discussion and analysis of the financial performance of Brazoria County Municipal Utility District No. 44 (the "District") provides an overview of the District's financial activities for the year ended May 31, 2024.

USING THIS ANNUAL REPORT

This annual report consists of a series of financial statements. The basic financial statements include: (1) combined fund financial statements and government-wide financial statements and (2) notes to the financial statements. The combined fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Funds Balance Sheet and (2) the Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances. This report also includes required and other supplementary information in addition to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The District's annual report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide financial statements provide both long-term and short-term information about the District's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

The Statement of Net Position includes all of the District's assets and liabilities with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District as a whole is improving or deteriorating. Evaluation of the overall health of the District would extend to other non-financial factors.

The Statement of Activities reports how the District's net position changed during the current year. All current year revenues and expenses are included regardless of when cash is received or paid.

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has three governmental fund types. The General Fund accounts for resources not accounted for in another fund, customer service revenues, operating costs and general expenditures. The Debt Service Fund accounts for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes. The Capital Projects Fund accounts for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

FUND FINANCIAL STATEMENTS (Continued)

Governmental funds are reported in each of the financial statements. The focus in the fund statements provides a distinctive view of the District's governmental funds. These statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the current period. They are useful in evaluating annual financing requirements of the District and the commitment of spendable resources for the near-term.

Since the government-wide focus includes the long-term view, comparisons between these two perspectives may provide insight into the long-term impact of short-term financing decisions. The adjustments columns, the Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Position and the Reconciliation of the Governmental Funds Statement of Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities explain the differences between the two presentations and assist in understanding the differences between these two perspectives.

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements.

OTHER INFORMATION

In addition to the financial statements and accompanying notes, this report also presents certain required supplementary information ("RSI") and other supplementary information. A budgetary comparison schedule is included as RSI for the General Fund.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of the District's financial position. In the case of the District, liabilities exceeded assets by $13,676,058 as of May 31, 2024. A portion of the District's net position reflects its net investment in capital assets which includes the water, wastewater and detention facilities less any debt used to acquire those assets that is still outstanding.

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The following table summarizes the Statement of Net Position for the years ended May 31, 2024, and May 31, 2023.

	Summary of Changes in the Statement of Net Position		
	2024	2023	Change Positive (Negative)
Current and Other Assets	$ 1,252,797	$ 358,833	$ 893,964
Capital Assets (Net of Accumulated Depreciation)	9,455,277	8,966,705	488,572
Total Assets	$ 10,708,074	$ 9,325,538	$ 1,382,536
Due to Developer	$ 17,263,143	$ 21,844,446	$ 4,581,303
Bonds Payable	6,860,000		(6,860,000)
Other Liabilities	260,989	147,252	(113,737)
Total Liabilities	$ 24,384,132	$ 21,991,698	$ (2,392,434)
Net Position:			
Net Investment in Capital Assets	$ (13,989,299)	$ (12,370,596)	$ (1,618,703)
Restricted	168,093		168,093
Unrestricted	145,148	(295,564)	440,712
Total Net Position	$ (13,676,058)	$ (12,666,160)	$ (1,009,898)

The following table summarizes the District's operations for the years ended May 31, 2024, and May 31, 2023.

	Summary of Changes in the Statement of Activities		
	2024	2023	Change Positive (Negative)
Revenues:			
Property Taxes	$ 639,453	$ 68,019	$ 571,434
Charges for Services	861,692	535,761	325,931
Other Revenues	22,266	433	21,833
Total Revenues	$ 1,523,411	$ 604,213	$ 919,198
Expenses for Services	2,533,309	9,647,096	7,113,787
Change in Net Position	$ (1,009,898)	$ (9,042,883)	$ 8,032,985
Net Position, Beginning of Year	(12,666,160)	(3,623,277)	(9,042,883)
Net Position, End of Year	$ (13,676,058)	$ (12,666,160)	$ (1,009,898)

FINANCIAL ANALYSIS OF THE DISTRICT'S GOVERNMENTAL FUNDS

The District's combined fund balances as of May 31, 2024, were $1,087,627, an increase of $876,046 from the prior year.

The General Fund fund balance increased by $440,712, primarily due to property tax revenues and service revenues exceeding the costs of purchased services, administrative costs, and professional fees.

The Debt Service Fund fund balance increased by $263,912, primarily due to the receipt of capitalized interest from the sale of Series 2023 Road Bonds and the payment of Series 2023 Road Bond interest.

The Capital Projects Fund fund balance increased by $171,422. The District sold its Series 2023 Road Bonds and used a portion of the proceeds to reimburse its developer, as more fully discussed in Note 13.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of Directors adopted a General Fund budget for the current fiscal year. The budget was amended to reflect increases in anticipated property tax revenues, purchased services, and maintenance costs as well as a decrease in anticipated developer advances. Actual revenues were $442,045 more than budgeted revenues and actual expenditures were $13,183 more than budgeted expenditures which resulted in a positive budget variance of $428,862. See the budget to actual comparison for more information.

CAPITAL ASSETS

Capital assets as of May 31, 2024, total $9,455,277 (net of accumulated depreciation) and include the water, wastewater and detention systems. Additions to capital assets included the Pradera Oaks Lift Station.

Capital Assets At Year-End

	2024	2023	Change Positive (Negative)
Capital Assets Subject to Depreciation:			
Water System	$ 1,606,338	$ 1,606,338	$
Wastewater System	3,781,270	3,068,815	712,455
Detention System	4,587,589	4,587,589	
Less Accumulated Depreciation	(519,920)	(296,037)	(223,883)
Total Net Capital Assets	$ 9,455,277	$ 8,966,705	$ 488,572

LONG-TERM DEBT ACTIVITY

As of May 31, 2024, the District had total bond debt payable of $6,860,000. The changes in the debt position of the District during the fiscal year ended May 31, 2024, are summarized as follows:

Bond Debt Payable, June 1, 2023	$ - 0 -
Add: Bond Sale - Series 2023	6,860,000
Bond Debt Payable, May 31, 2024	$ 6,860,000

The District's Series 2023 Road Bonds do not carry underlying nor insured ratings.

CONTACTING THE DISTRICT'S MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Brazoria County Municipal Utility District No. 44, c/o Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUNDS BALANCE SHEET
MAY 31, 2024

	General Fund	Debt Service Fund
ASSETS		
Cash	$ 132,081	$ 34,233
Investments	571,018	279,477
Receivables:		
Service Accounts	64,566	
Due from Other Funds	49,798	
Capital Assets (Net of Accumulated Depreciation)		
TOTAL ASSETS	$ 817,463	$ 313,710
LIABILITIES		
Accounts Payable	$ 150,300	$
Accrued Interest Payable		
Due to Developer		
Due to Other Funds		49,798
Security Deposits	14,870	
Long-Term Liabilities:		
Bonds Payable, Due After One Year		
TOTAL LIABILITIES	$ 165,170	$ 49,798
FUND BALANCES		
Restricted for Authorized Construction	$	$
Restricted for Debt Service		263,912
Unassigned	652,293	
TOTAL FUND BALANCES	$ 652,293	$ 263,912
TOTAL LIABILITIES AND FUND BALANCES	$ 817,463	$ 313,710
NET POSITION		
Net Investment in Capital Assets		
Restricted for Debt Service		
Unrestricted		
TOTAL NET POSITION		

The accompanying notes to the financial statements are an integral part of this report.

	Capital Projects Fund	Total	Adjustments	Statement of Net Position
	$ 28,812	$ 195,126	$	$ 195,126
	142,610	993,105		993,105
		64,566		64,566
		49,798	(49,798)	
			9,455,277	9,455,277
	$ 171,422	$ 1,302,595	$ 9,405,479	$ 10,708,074
	$	$ 150,300	$	$ 150,300
			95,819	95,819
			17,263,143	17,263,143
		49,798	(49,798)	
		14,870		14,870
			6,860,000	6,860,000
	$ -0-	$ 214,968	$ 24,169,164	$ 24,384,132
	$ 171,422	$ 171,422	$ (171,422)	$
		263,912	(263,912)	
		652,293	(652,293)	
	$ 171,422	$ 1,087,627	$ (1,087,627)	$ -0-
	$ 171,422	$ 1,302,595		
			$ (13,989,299)	$ (13,989,299)
			168,093	168,093
			145,148	145,148
			$ (13,676,058)	$ (13,676,058)

The accompanying notes to the financial statements are an integral part of this report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
MAY 31, 2024

Total Fund Balances - Governmental Funds		$ 1,087,627
Amounts reported for governmental activities in the Statement of Net Position are different because:		
Capital assets in governmental activities are not current financial resources and, therefore, are not reported as assets in the governmental funds.		9,455,277
Certain liabilities are not due and payable in the current period and, therefore, are not reported as liabilities in the governmental funds. These liabilities at year end consist of:		
Due to Developer	$ (17,263,143)	
Accrued Interest Payable	(95,819)	
Bonds Payable	(6,860,000)	(24,218,962)
Total Net Position - Governmental Activities		$ (13,676,058)

The accompanying notes to the financial
statements are an integral part of this report.

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BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
FOR THE YEAR ENDED MAY 31, 2024

	General Fund	Debt Service Fund
REVENUES		
Property Taxes	$ 639,453	$
Water Service	379,895	
Wastewater Service	241,376	
Penalty and Interest	8,188	
Connection and Inspection Fees	232,233	
Investment and Miscellaneous Revenues	11,775	6,956
TOTAL REVENUES	$ 1,512,920	$ 6,956
EXPENDITURES/EXPENSES		
Service Operations:		
Professional Fees	$ 124,929	$
Contracted Services	41,516	12,065
Purchased Services	476,078	
Repairs and Maintenance	218,716	
Depreciation		
Other	210,969	3,530
Capital Outlay		
Developer Interest		
Excess Conveyance of Assets in Prior Year		
Debt Service:		
Bond Interest		110,724
Bond Issuance Costs		
TOTAL EXPENDITURES/EXPENSES	$ 1,072,208	$ 126,319
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES/EXPENSES	$ 440,712	$ (119,363)
OTHER FINANCING SOURCES (USES)		
Proceeds from Issuance of Long-Term Debt	$ -0-	$ 383,275
NET CHANGE IN FUND BALANCES	$ 440,712	$ 263,912
CHANGE IN NET POSITION		
FUND BALANCES/NET POSITION - JUNE 1, 2023	211,581	
FUND BALANCES/NET POSITION - MAY 31, 2024	$ 652,293	$ 263,912

The accompanying notes to the financial statements are an integral part of this report.

Capital Projects Fund	Total	Adjustments	Statement of Activities
$	$ 639,453	$	$ 639,453
	379,895		379,895
	241,376		241,376
	8,188		8,188
	232,233		232,233
3,535	22,266		22,266
$ 3,535	$ 1,523,411	$ -0-	$ 1,523,411
$	$ 124,929	$	$ 124,929
	53,581		53,581
	476,078		476,078
	218,716		218,716
		223,883	223,883
75	214,574		214,574
5,237,243	5,237,243	(5,237,243)	
506,741	506,741		506,741
		(56,515)	(56,515)
	110,724	95,819	206,543
564,779	564,779		564,779
$ 6,308,838	$ 7,507,365	$ (4,974,056)	$ 2,533,309
$ (6,305,303)	$ (5,983,954)	$ 4,974,056	$ (1,009,898)
$ 6,476,725	$ 6,860,000	$ (6,860,000)	$ -0-
$ 171,422	$ 876,046	$ (876,046)	$
		(1,009,898)	(1,009,898)
	211,581	(12,877,741)	(12,666,160)
$ 171,422	$ 1,087,627	$ (14,763,685)	$ (13,676,058)

The accompanying notes to the financial statements are an integral part of this report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED MAY 31, 2024

Net Change in Fund Balances - Governmental Funds	$ 876,046
Amounts reported for governmental activities in the Statement of Activities are different because:	
Governmental funds do not account for depreciation. However, depreciation expense is recorded in the Statement of Activities.	(223,883)
Governmental funds report capital outlay and developer reimbursements as expenditures in the period purchased. In the government-wide financial statements, capital assets are increased by new purchases or the related developer liability is reduced.	5,237,243
Assets conveyed to other governmental entities are recorded as expenses in the Statement of Activities.	56,515
Governmental funds report interest expenditures on long-term debt as expenditures in the year paid. However, in the Statement of Net Position, interest is accrued on the long-term debt through fiscal year-end.	(95,819)
Governmental funds report bond proceeds as other financing sources. Bond sales increase long-term liabilities in the Statement of Net Position.	(6,860,000)
Change in Net Position - Governmental Activities	$ (1,009,898)

The accompanying notes to the financial statements are an integral part of this report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
NOTES TO THE FINANCIAL STATEMENTS
MAY 31, 2024

NOTE 1. CREATION OF DISTRICT

Brazoria County Municipal Utility District No. 44 (the "District") was organized, created and established pursuant to Senate Bill No. 1871 in the 79th Regular Session of the Texas Legislature, codified as Chapter 8153, Special District Local Laws Code in accordance with Article XVI, Section 59 of the Texas Constitution effective September 1, 2005. Pursuant to the provisions of Chapters 49 and 54 of the Texas Water Code, the District is empowered to purchase, operate and maintain all facilities, plants, and improvements necessary to provide water, sanitary sewer service, storm sewer drainage, irrigation, roads, solid waste collection and disposal, including recycling, and to construct parks and recreational facilities for the residents of the District. The Board of Directors held its organizational meeting on December 19, 2006.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board ("GASB"). In addition, the accounting records of the District are maintained generally in accordance with the *Water District Financial Management Guide* published by the Texas Commission on Environmental Quality (the "Commission").

The District is a political subdivision of the State of Texas governed by an elected board. GASB has established the criteria for determining whether or not an entity is a primary government or a component unit of a primary government. The primary criteria are that it has a separately elected governing body, it is legally separate, and it is fiscally independent of other state and local 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 statement as component units.

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting ("GASB Codification").

The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which include a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net position into three components: Net Investment in Capital Assets; Restricted; and Unrestricted.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation (Continued)

These classifications are defined as follows:

- Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.

- Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.

- Unrestricted Net Position – This component of net position consists of assets that do not meet the definition of Restricted or Net Investment in Capital Assets.

When both restricted and unrestricted resources are available for use, generally it is the District's policy to use restricted resources first.

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information about the District as a whole. The District's Statement of Net Position and Statement of Activities are combined with the governmental fund financial statements. The District is viewed as a special-purpose government and has the option of combining these financial statements.

The Statement of Net Position is reported by adjusting the governmental fund types to report on the full accrual basis, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. Any amounts recorded due to and due from other funds are eliminated in the Statement of Net Position.

The Statement of Activities is reported by adjusting the governmental fund types to report only items related to current year revenues and expenditures. Items such as capital outlay are allocated over their estimated useful lives as depreciation expense. Internal activities between governmental funds, if any, are eliminated by adjustment to obtain net total revenue and expense of the government-wide Statement of Activities.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fund Financial Statements and Governmental Funds

The District's fund financial statements are combined with the government-wide financial statements. The fund financial statements include a Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances. The District has three governmental funds and considers each to be a major fund.

General Fund - To account for resources not required to be accounted for in another fund, customer service revenues, operating costs and general expenditures.

Debt Service Fund - To account for ad valorem taxes and financial resources restricted, committed or assigned for servicing bond debt and the cost of assessing and collecting taxes.

Capital Projects Fund - To account for financial resources restricted, committed or assigned for acquisition or construction of facilities and related costs.

Basis of Accounting

The District uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both "measurable and available." Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The District considers revenues reported in the governmental funds to be available if they are collectable within sixty days after year end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Property taxes considered available by the District and included in revenue include the taxes collected during the year and taxes collected after year-end, which were considered available to defray the expenditures of the current year. Deferred inflows of resources related to property tax revenues are those taxes which the District does not reasonably expect to be collected soon enough in the subsequent period to finance current expenditures.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Funds Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis. The Debt Service Fund owed the General Fund $49,798 for maintenance tax collections as of fiscal year end.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets, are reported in the government-wide Statement of Net Position. All capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their fair market value on the date donated. Repairs and maintenance are recorded as expenditures in the governmental fund incurred and as an expense in the government-wide Statement of Activities. Capital asset additions, improvements and preservation costs that extend the life of an asset are capitalized and depreciated over the estimated useful life of the asset. Engineering fees and certain other costs are capitalized as part of the asset. Utilities infrastructure and detention ponds owned by the District are capitalized if they have an original cost greater than $5,000 and a useful life over two years. Depreciation is calculated on each class of depreciable property using the straight-line method of depreciation over estimated useful lives ranging from 10 to 45 years.

Certain land, roads and storm sewer infrastructure are conveyed to Brazoria County for ownership and maintenance. Since inception, the District has conveyed infrastructure totaling $12,018,044.

Budgeting

A budget is adopted each year for the General Fund by the District's Board of Directors and is prepared using the same method of accounting as for financial reporting. The original General Fund budget for the current year was amended. The Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – General Fund presents the budgeted amounts compared to the actual amounts of revenues and expenditures for the current year.

Pensions

A pension plan has not been established. The District does not have employees, except that the Internal Revenue Service has determined that directors are considered to be "employees" for federal payroll tax purposes only.

Measurement Focus

Measurement focus is a term used to describe which transactions are recognized within the various financial statements. In the government-wide Statement of Net Position and Statement of Activities, the governmental activities are presented using the economic resources measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position, financial position, and cash flows. All assets and liabilities associated with the activities are reported. Fund equity is classified as net position.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the Balance Sheet, and the reported fund balances provide an indication of available spendable or appropriable resources. Operating statements of governmental fund types report increases and decreases in available spendable resources. Fund balances in governmental funds are classified using the following hierarchy:

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

Restricted: amounts that can be spent only for specific purposes because of constitutional provisions, or enabling legislation, or because of constraints that are imposed externally.

Committed: amounts that can be spent only for purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the District. This action must be made no later than the end of the fiscal year. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. 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 expenditures are incurred for which restricted, committed, assigned or unassigned fund balances are available, the District considers amounts to have been spent first out of restricted funds, then committed funds, then assigned funds, and finally unassigned funds.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
NOTES TO THE FINANCIAL STATEMENTS
MAY 31, 2024

NOTE 3. LONG-TERM DEBT

	Series 2023
Amount Outstanding – May 31, 2024	$ 6,860,000
Interest Rates	5.00% - 6.00%
Maturity Dates – Serially Beginning/Ending	September 1, 2025/2048
Interest Payment Dates	September 1/ March 1
Callable Dates	September 1, 2030 *

* By lot or other customary random selection at a price equal to the principal amount thereof plus accrued to the date fixed for redemption. Series 2023 term bonds maturing September 1, 2030, 2033, 2036, 2039, 2042, and 2048 are subject to mandatory redemption beginning September 1, 2028, 2031, 2034, 2037, 2040, and 2043, respectively.

The debt service requirements on the bonds outstanding were as follows:

Fiscal Year	Principal	Interest	Total
2025	$	$ 383,275	$ 383,275
2026	150,000	379,525	529,525
2027	155,000	371,900	526,900
2028	165,000	363,901	528,901
2029	175,000	355,400	530,400
2030-2034	1,020,000	1,631,458	2,651,458
2035-2039	1,310,000	1,329,880	2,639,880
2040-2044	1,695,000	914,555	2,609,555
2045-2049	2,190,000	342,000	2,532,000
	$ 6,860,000	$ 6,071,894	$ 12,931,894

Bonds payable activity for the current fiscal year is summarized in the following table:

	June 1, 2023	Additions	Retirements	May 31, 2024
Bonds Payable	$ -0-	$ 6,860,000	$ -0-	$ 6,860,000

Amount Due Within One Year	$ -0-
Amount Due After One Year	6,860,000
Total Bonds Payable	$ 6,860,000

NOTE 3. LONG-TERM DEBT (Continued)

The District's authorized but unissued bonds include the following: $66,700,000 for the purchase or construction of water, sewer, and drainage facilities and $66,700,000 for refunding of such bonds; $25,140,000 for the purchase or construction of road facilities and $32,000,000 for refunding of such bonds; and $32,500,000 for recreational facilities and $16,250,000 for refunding of such bonds.

The bonds are payable from the proceeds of an ad valorem tax levied upon all property subject to taxation within the District, without limitation as to rate or amount. The District did not levy a debt service tax in the current fiscal year.

NOTE 4. SIGNIFICANT BOND RESOLUTION AND LEGAL REQUIREMENTS

The District has covenanted that it will take all necessary steps to comply with the requirement that rebatable arbitrage earnings on the investment of the gross proceeds of the bonds, within the meaning of section 148(f) of the Internal Revenue Code, be rebated to the federal government. The minimum requirement for determination of the rebatable amount is on each five-year anniversary of the bonds. The bond resolution states that the District is required to provide to certain information repositories continuing disclosure of annual financial information and operating data with respect to the District. The information is of the general type included in the annual audit report and must be filed within six months after the end of each fiscal year.

NOTE 5. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, the District will not be able to recover deposits or collateral securities that are in the possession of an outside party. At fiscal year-end, the carrying amount of the District's deposits was $195,126 and the bank balance was $346,280. The District was not exposed to custodial credit risk at year end. The carrying values of the deposits at year end are summarized in the following table:

	Cash
GENERAL FUND	$ 132,081
DEBT SERVICE FUND	34,233
CAPITAL PROJECTS FUND	28,812
TOTAL DEPOSITS	$ 195,126

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Deposits (Continued)

The District's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes which require that all cash balances shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the District of securities eligible under the laws of Texas to secure the funds of the District, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged.

Investments

The District is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all District funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the District's financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The District's investments must be made "with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived." No person may invest District funds without written authority from the Board of Directors. Texas statutes include specifications for and limitations applicable to the District and its authority to purchase investments as defined in the Public Funds Investment Act. The District has adopted a written investment policy which is reviewed annually and may be more restrictive than the Public Funds Investment Act. As of May 31, 2024, the District had the following investments and maturities:

Funds and Investment Type	Fair Value	Maturities of Less Than 1 Year
GENERAL FUND		
Texas CLASS	$ 571,018	$ 571,018
DEBT SERVICE FUND		
Texas CLASS	279,477	279,477
CAPITAL PROJECTS FUND		
Texas CLASS	142,610	142,610
TOTAL INVESTMENTS	$ 993,105	$ 993,105

NOTE 5. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

The District invests in Texas Cooperative Liquid Assets Securities System Trust ("Texas CLASS"), a public funds investment pool. Public Trust Advisors, LLC serves as the pool's administrator and investment advisor and UMB Bank, N.A., serves as the custodian for the pool. Texas CLASS is subject to the general supervision of the Board of Trustees and its Advisory Board, both of which are elected by the Texas CLASS participants. The investments are considered to be Level I investments because their fair value is measured by quoted prices in active markets. There are no limitations or restrictions on withdrawals from Texas CLASS.

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The District's investments in Texas CLASS were rated AAAm by Standard and Poor's. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The District considers the investments in Texas CLASS to have a maturity of less than one year since the share position can usually be redeemed each day at the discretion of the District, unless there has been a significant change in value.

Restrictions - All cash and investments of the Debt Service Fund are restricted for the payment of debt service and the cost of assessing and collecting taxes. All cash and investments of the Capital Projects Fund are restricted for the purchase of capital assets.

NOTE 6. CAPITAL ASSETS

Capital asset activity for the current fiscal year is summarized in the following table:

	June 1, 2023	Increases	Decreases	May 31, 2024
Capital Assets Subject to Depreciation				
Water System	$ 1,606,338	$	$	$ 1,606,338
Wastewater System	3,068,815	712,455		3,781,270
Detention System	4,587,589			4,587,589
Total Capital Assets Subject to Depreciation	$ 9,262,742	$ 712,455	$ -0-	$ 9,975,197
Accumulated Depreciation				
Water System	$ 35,783	$ 35,794	$	$ 71,577
Wastewater System	71,270	85,863		157,133
Detention System	188,984	102,226		291,210
Total Accumulated Depreciation	$ 296,037	$ 223,883	$ -0-	$ 519,920
Total Capital Assets, Net of Accumulated Depreciation	$ 8,966,705	$ 488,572	$ -0-	$ 9,455,277

NOTE 7. MAINTENANCE TAX

On May 12, 2007 and May 7, 2022, the voters of the District approved the levy and collection of a maintenance tax not to exceed $1.50 per $100 of assessed valuation of taxable property within the District. This maintenance tax is to be used by the General Fund to pay expenditures of operating the District's facilities as well as any other lawfully authorized purpose. During the year ended May 31, 2024, the District levied an ad valorem maintenance tax rate of $1.50 per $100 of assessed valuation, which resulted in a tax levy of $639,453 on the adjusted taxable valuation of $42,630,178 for the 2023 tax year.

On May 7, 2022, the voters of the District approved the levy and collection of a road maintenance tax not to exceed $0.25 per $100 of assessed valuation of taxable property within the District which are to be used to maintain the District's roads. The District did not levy an ad valorem road maintenance tax during the current fiscal year.

All property values and exempt status, if any, are determined by the 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.

NOTE 8. WATER SUPPLY AND WASTEWATER SERVICE AGREEMENT

On October 20, 2020, the District entered into a wholesale water supply and wastewater service agreement (the "Agreement") with Metro Water Systems, Inc. ("Metro") and Wan Bridge Land LLC. The Agreement was amended on April 21, 2022, and again on August 17, 2023. The Agreement provides the terms and conditions under which Metro will provide wholesale potable water supply and wastewater treatment to the District in sufficient quantities to meet the District's total projected demand at full development. The District pays Metro wholesale rates as set forth in the Agreement to provide service to the District. The District is the only customer of the Metro plants, which are located in the District.

Metro's water plant consists of 2 water wells with a capacity of 500 gallons per minute and one ground storage tank with a capacity of 240,000 gallons and one hydropneumatics tank with a capacity of 15,000 gallons. Metro owns and operates 0.135 million gallon per day wastewater treatment plant with the potential for future expansions. Metro is responsible for the cost of operating and maintaining its water plant and wastewater treatment plant. The District is responsible for designing, constructing, operating and maintaining all internal facilities necessary for the distribution of water supplies received from Metro to its customers and for the collection of wastewater from its customers and delivery of such wastewater to Metro. The District contracts with Municipal District Services to operate and maintain the District's water and wastewater facilities and bill District customers.

NOTE 8. WATER SUPPLY AND WASTEWATER SERVICE AGREEMENT (Continued)

The term of the Agreement is 50 years beginning October 20, 2020, and will be automatically extended for additional 50 years terms thereafter unless either party gives written notice of cancellation to the other party no later than one year prior to the termination date.

NOTE 9. BRAZORIA COUNTY GROUNDWATER CONSERVATION DISTRICT

The District is located within the boundaries of the Brazoria County Groundwater Conservation District (the "Conservation District"). The Conservation District was created under Article 16, Section 59 of the Texas Constitution by House Bill 3602 (the "Act"), as passed by the 77th Texas Legislature in 2001, and confirmed by county voters in an election held November 8, 2005. The Act empowers the Conservation District to maintain and protect the groundwater resources of Brazoria County. The Conservation District imposes fees on certain municipal, industrial and commercial users, and may collect additional fees on groundwater exported from the county.

NOTE 10. EMERGENCY WATER SUPPLY AGREEMENT

On March 21, 2024, the District entered into an emergency water supply agreement with Brazoria County Municipal Utility District No. 64. The agreement outlines the terms and conditions under which the districts will provide potable water to each other for use during emergency conditions. The agreement has a term of 40 years.

NOTE 11. UNREIMBURSED DEVELOPER COSTS

The District has executed financing agreements which call for the developer to fund costs associated with the construction of utilities and road infrastructure as well as operating advances. Reimbursement to the developer will come from future bond sales. The following table summarizes the current year activity related to unreimbursed developer costs for completed projects and operating advances:

Due to Developer, beginning of year	$ 21,844,446
Plus Additions	712,455
Less Reimbursements	(5,293,758)
Due to Developer, end of year	$ 17,263,143

NOTE 12. RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, theft of, damage to and destruction of assets; errors and omissions; and natural disasters. The District carries commercial insurance for its fidelity bonds and participates in the Texas Municipal League Intergovernmental Risk Pool (TML) to provide general liability, automobile, and errors and omissions coverage. The District, along with other participating entities, contributes annual amounts determined by TML's management. As claims arise, they are submitted and paid by TML. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

NOTE 13. BOND SALE

On November 17, 2023, the District issued its Unlimited Tax Road Bonds, Series 2023 in the amount of $6,860,000. Proceeds were used to reimburse the developer for land costs as well as construction and engineering of road facilities serving Pradera Oaks Sections 0, 1, 2, 3, 4, 5, 6, 8, 9, 10, and 11. Proceeds were also used to pay certain bond issuance costs, developer interest, and capitalized interest.

NOTE 14. SUBSEQUENT EVENT – PENDING BOND SALES

During the fourth quarter of 2024, subsequent to the audit report date, the District anticipates closing on the sale of its $3,690,000 Series 2024 Unlimited Tax Bonds. Proceeds of the bonds will be used to reimburse the developer for land as well construction costs for the water, wastewater, and drainage facilities serving Pradera Oaks, Sections 0 and 1. Bond proceeds will also be used to pay bond issuance costs, developer interest, operating costs, and capitalized interest.

During the fourth quarter of 2024, subsequent to the audit report date, the District also anticipates closing on the sale of its $1,630,000 Series 2024 Unlimited Tax Road Bonds. Proceeds of the bonds will be used to reimburse the developer for land as well construction costs for paving which serves Pradera Oaks, Sections 10 and 11. Bond proceeds will also be used to pay bond issuance costs, developer interest, and capitalized interest.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

REQUIRED SUPPLEMENTARY INFORMATION

MAY 31, 2024

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND
FOR THE YEAR ENDED MAY 31, 2024

	Original Budget	Final Amended Budget	Actual	Variance Positive (Negative)
REVENUES				
Property Taxes	$ 425,000	$ 615,000	$ 639,453	$ 24,453
Water Service	156,500	156,500	379,895	223,395
Wastewater Service	130,000	130,000	241,376	111,376
Penalty and Interest	6,000	6,000	8,188	2,188
Connection and Inspection Fees	163,275	163,275	232,233	68,958
Investment and Miscellaneous Revenues	100	100	11,775	11,675
TOTAL REVENUES	$ 880,875	$ 1,070,875	$ 1,512,920	$ 442,045
EXPENDITURES				
Service Operations:				
Professional Fees	$ 116,750	$ 116,750	$ 124,929	$ (8,179)
Contracted Services	38,000	38,000	41,516	(3,516)
Purchased Services	550,000	572,540	476,078	96,462
Repairs and Maintenance	75,000	116,400	218,716	(102,316)
Other	213,735	215,335	210,969	4,366
TOTAL EXPENDITURES	$ 993,485	$ 1,059,025	$ 1,072,208	$ (13,183)
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	$ (112,610)	$ 11,850	$ 440,712	$ 428,862
OTHER FINANCING SOURCES (USES)				
Developer Advances	$ 112,610	$ -0-	$ -0-	$ -0-
NET CHANGE IN FUND BALANCE	$ -0-	$ 11,850	$ 440,712	$ 428,862
FUND BALANCE - JUNE 1, 2023	211,581	211,581	211,581	
FUND BALANCE - MAY 31, 2024	$ 211,581	$ 223,431	$ 652,293	$ 428,862

See accompanying independent auditor's report.

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BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44

SUPPLEMENTARY INFORMATION – REQUIRED BY THE

WATER DISTRICT FINANCIAL MANAGEMENT GUIDE

MAY 31, 2024

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
SERVICES AND RATES
FOR THE YEAR ENDED MAY 31, 2024

1. SERVICES PROVIDED BY THE DISTRICT DURING THE FISCAL YEAR:

X	Retail Water		Wholesale Water	X	Drainage
X	Retail Wastewater		Wholesale Wastewater		Irrigation
	Parks/Recreation		Fire Protection		Security
	Solid Waste/Garbage		Flood Control	X	Roads
	Participates in joint venture, regional system and/or wastewater service (other than emergency interconnect)				
	Other (specify): ______				

2. RETAIL SERVICE PROVIDERS

a. RETAIL RATES FOR A 3/4" METER (OR EQUIVALENT):

The following rates are based on the rate order effective January 19, 2023. The rate order was subsequently amended on June 20, 2024, after year end.

	Minimum Charge	Minimum Usage	Flat Rate Y/N	Rate per 1,000 Gallons over Minimum Use	Usage Levels
WATER:	$ 55.00	N/A	N	$ 6.00	0,001 and up
WASTEWATER:	$ 54.00	N/A	Y		

SURCHARGE:
Groundwater Reduction Fees — $0.03 per each 1,000 gallons

District employs winter averaging for wastewater usage? ______ Yes   X No

Total monthly charges per 10,000 gallons usage: Water: $115.00 Wastewater: $54.00 Surcharge: $0.30

2. RETAIL SERVICE PROVIDERS (Continued)

b. WATER AND WASTEWATER RETAIL CONNECTIONS: (Unaudited)

Meter Size	Total Connections	Active Connections	ESFC Factor	Active ESFCs
Unmetered			x 1.0	
≤¾"	467	467	x 1.0	467
1”	1	1	x 2.5	3
1½”			x 5.0	
2”			x 8.0	
3”			x 15.0	
4”			x 25.0	
6”			x 50.0	
8”			x 80.0	
10”			x 115.0	
Total Water Connections	468	468		470
Total Wastewater Connections	466	466	x 1.0	466

3. TOTAL WATER CONSUMPTION DURING THE FISCAL YEAR ROUNDED TO THE NEAREST THOUSAND: (UNAUDITED)

Gallons billed to customers:	30,359,000	Water Accountability Ratio: 100% (Gallons billed/Gallons purchased)
Gallons purchased:	30,359,000	From: Metro Water Systems, Inc. (Pradera Oaks Water System)

See accompanying independent auditor’s report.

4. STANDBY FEES (authorized only under TWC Section 49.231):

Does the District have Debt Service standby fees? Yes __ No _X_

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

5. LOCATION OF DISTRICT:

Is the District located entirely within one county?

Yes _X_ No ____

County in which District is located:

Brazoria County, Texas

Is the District located within a city?

Entirely ____ Partly ____ Not at all _X_

Is the District located within a City's extraterritorial jurisdiction (ETJ)?

Entirely _X_ Partly ____ Not at all ____

ETJ in which District is Located

Village of Bonney, Texas

Are Board Members appointed by an office outside the District?

Yes ____ No _X_

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
GENERAL FUND EXPENDITURES
FOR THE YEAR ENDED MAY 31, 2024

PROFESSIONAL FEES:		
Auditing	$	9,500
Engineering		12,352
Legal		103,077
TOTAL PROFESSIONAL FEES	$	124,929
PURCHASED SERVICES	$	476,078
CONTRACTED SERVICES:		
Bookkeeping	$	9,629
Operations and Billing		31,887
TOTAL CONTRACTED SERVICES	$	41,516
REPAIRS AND MAINTENANCE	$	218,716
ADMINISTRATIVE EXPENDITURES:		
Director Fees, Including Payroll Taxes	$	10,225
Insurance		13,292
Legal Notices		2,460
Meetings and Other		921
TOTAL ADMINISTRATIVE EXPENDITURES	$	26,898
OTHER EXPENDITURES:		
Chemicals, Labs and Permit Fees	$	1,044
Connection and Inspection Fees		179,157
Utilities		1,484
TCEQ Regulatory Assessment		2,386
TOTAL OTHER EXPENDITURES	$	184,071
TOTAL EXPENDITURES	$	1,072,208

See accompanying independent auditor’s report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
INVESTMENTS
MAY 31, 2024

Funds	Identification or Certificate Number	Interest Rate	Maturity Date	Balance at End of Year	Accrued Interest Receivable at End of Year
GENERAL FUND					
Texas CLASS	XXXX0001	Varies	Daily	$ 571,018	$ -0-
DEBT SERVICE FUND					
Texas CLASS	XXXX0003	Varies	Daily	$ 279,477	$ -0-
CAPITAL PROJECTS FUND					
Texas CLASS	XXXX0002	Varies	Daily	$ 142,610	$ -0-
TOTAL - ALL FUNDS				$ 993,105	$ -0-

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED MAY 31, 2024

	Maintenance Taxes	
TAXES RECEIVABLE -		
JUNE 1, 2023	$ -0-	
Adjustments to Beginning Balance		$ -0-
Original 2023 Tax Levy	$ 639,453	
Adjustment to 2023 Tax Levy		639,453
TOTAL TO BE ACCOUNTED FOR		$ 639,453
TAX COLLECTIONS:		
Prior Years	$ -0-	
Current Year	639,453	639,453
TAXES RECEIVABLE - MAY 31, 2024		$ -0-

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
TAXES LEVIED AND RECEIVABLE
FOR THE YEAR ENDED MAY 31, 2024

	2023	2022	2021
PROPERTY VALUATIONS:			
Land	$ 20,587,430	$ 5,626,200	$ 3,497,820
Improvements	20,469,458	672,060	
Personal Property	1,575,810	541,810	
Exemptions	(2,520)	(38,130)	(34,750)
TOTAL PROPERTY VALUATIONS	$ 42,630,178	$ 6,801,940	$ 3,463,070
TAX RATES PER $100 VALUATION:			
Maintenance	$ 1.50	$ 1.00	$ 1.00
ADJUSTED TAX LEVY*	$ 639,453	$ 68,019	$ 34,631
PERCENTAGE OF TAXES COLLECTED TO TAXES LEVIED	100.00 %	100.00 %	100.00 %

* Based upon the adjusted tax levy at the time of the audit for the fiscal year in which the tax was levied.

Maintenance Tax – Maximum tax rate of $1.50 per $100 of assessed valuation approved by voters on May 12, 2007 and May 7, 2022.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
LONG-TERM DEBT SERVICE REQUIREMENTS
MAY 31, 2024

	SERIES-2023 ROAD		
Due During Fiscal Years Ending May 31	Principal Due September 1	Interest Due September 1/ March 1	Total
2025	$	$ 383,275	$ 383,275
2026	150,000	379,525	529,525
2027	155,000	371,900	526,900
2028	165,000	363,901	528,901
2029	175,000	355,400	530,400
2030	185,000	346,400	531,400
2031	195,000	336,901	531,901
2032	200,000	326,900	526,900
2033	215,000	316,266	531,266
2034	225,000	304,991	529,991
2035	235,000	293,056	528,056
2036	250,000	280,324	530,324
2037	260,000	266,937	526,937
2038	275,000	252,550	527,550
2039	290,000	237,013	527,013
2040	305,000	220,650	525,650
2041	320,000	203,062	523,062
2042	340,000	184,087	524,087
2043	355,000	164,106	519,106
2044	375,000	142,650	517,650
2045	395,000	119,550	514,550
2046	415,000	95,250	510,250
2047	435,000	69,750	504,750
2048	460,000	42,900	502,900
2049	485,000	14,550	499,550
	$ 6,860,000	$ 6,071,894	$ 12,931,894

See accompanying independent auditor’s report.

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BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
CHANGES IN LONG TERM BOND DEBT
FOR THE YEAR ENDED MAY 31, 2024

Description	Original Bonds Issued	Bonds Outstanding June 1, 2023
Brazoria County Municipal Utility District No. 44 Unlimited Tax Road Bonds - Series 2023	$ 6,860,000	$ -0-

Bond Authority:	Tax Bonds	Road Bonds	Park Bonds
Amount Authorized by Voters	$ 66,700,000	$ 32,000,000	$ 32,500,000
Amount Issued		(6,860,000)	
Remaining to be Issued	$ 66,700,000	$ 25,140,000	$ 32,500,000

Debt Service Fund cash and investment balances as of May 31, 2024:	$ 313,710
Average annual debt service payment (principal and interest) for remaining term of all debt:	$ 517,276

See Note 3 for interest rate, interest payment dates and maturity dates.

Note: The District also has refunding bonds authorized but unissued as follows:
$66,700,000 for utilities, $32,000,000 for roads, and $16,250,000 for parks.

See accompanying independent auditor’s report.

Current Year Transactions				
	Retirements		Bonds Outstanding	
Bonds Sold	Principal	Interest	May 31, 2024	Paying Agent
$ 6,860,000	$ -0-	$ 110,724	$ 6,860,000	BOKF, NA Dallas, TX

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
GENERAL FUND - THREE YEARS

	Amounts		
	2024	2023	2022
REVENUES			
Property Taxes	$ 639,453	$ 68,019	$ 34,631
Water Service	379,895	180,014	10,934
Wastewater Service	241,376	151,457	8,411
Penalty and Interest	8,188	5,051	722
Connection and Inspection Fees	232,233	199,239	95,917
Investment and Miscellaneous Revenues	11,775	433	263
TOTAL REVENUES	$ 1,512,920	$ 604,213	$ 150,878
EXPENDITURES			
Professional Fees	$ 124,929	$ 104,849	$ 178,124
Contracted Services	41,516	36,843	11,565
Purchased Services	476,078	85,339	
Repairs and Maintenance	218,716	72,200	8,687
Other	210,969	157,151	68,455
TOTAL EXPENDITURES	$ 1,072,208	$ 456,382	$ 266,831
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	$ 440,712	$ 147,831	$ (115,953)
OTHER FINANCING SOURCES (USES)			
Developer Advances	$ -0-	$ 43,000	$ 190,000
NET CHANGE IN FUND BALANCE	$ 440,712	$ 190,831	$ 74,047
BEGINNING FUND BALANCE (DEFICIT)	211,581	20,750	(53,297)
ENDING FUND BALANCE	$ 652,293	$ 211,581	$ 20,750

See accompanying independent auditor's report.

Percentage of Total Revenues		
2024	2023	2022
42.3 %	11.2 %	22.9 %
25.1	29.8	7.2
16.0	25.1	5.6
0.5	0.8	0.5
15.3	33.0	63.6
0.8	0.1	0.2
100.0 %	100.0 %	100.0 %
8.3 %	17.4 %	118.1 %
2.7	6.1	7.7
31.5	14.1	
14.5	11.9	5.8
13.9	26.0	45.4
70.9 %	75.5 %	177.0 %
29.1 %	24.5 %	(77.0) %

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
COMPARATIVE SCHEDULE OF REVENUES AND EXPENDITURES
DEBT SERVICE FUND - THREE YEARS

	Amounts		
	2024	2023	2022
REVENUES			
Investment and Miscellaneous Revenues	$ 6,956	$ -0-	$ -0-
EXPENDITURES			
Tax Collection Expenditures	$ 15,595	$	$
Debt Service Interest and Fees	110,724		
TOTAL EXPENDITURES	$ 126,319	$ -0-	$ -0-
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	$ (119,363)	$ -0-	$ -0-
OTHER FINANCING SOURCES (USES)			
Proceeds from Issuance of Long-Term Debt	$ 383,275	$ -0-	$ -0-
NET CHANGE IN FUND BALANCE	$ 263,912	$	$
BEGINNING FUND BALANCE			
ENDING FUND BALANCE	$ 263,912	$ -0-	$ -0-
TOTAL ACTIVE RETAIL WATER CONNECTIONS	468	271	84
TOTAL ACTIVE RETAIL WASTEWATER CONNECTIONS	466	271	83

See accompanying independent auditor's report.

Percentage of Total Revenues				
2024		2023		2022
100.0	%	N/A		N/A
224.2	%			
1,591.8				
1,816.0	%	N/A		N/A
(1,716.0)	%	N/A		N/A

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
MAY 31, 2024

District Mailing Address	-	Brazoria County Municipal Utility District No. 44 c/o Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
District Telephone Number	-	(713) 860-6400

Board Members:	Term of Office (Elected or Appointed)	Fees of Office for the year ended May 31, 2024	Expense Reimbursements for the year ended May 31, 2024	Title
Joel Michael	05/2024 05/2028 (Elected)	$ 1,918	$ 60	President
Melanie Folkert	05/2022 05/2026 (Elected)	$ 1,918	$ 131	Vice President
Julie Roberts	05/2023 05/2026 (Appointed)	$ 2,289	$ 66	Secretary
Ryan Derong	05/2024 05/2028 (Elected)	$ 1,697	$ 101	Assistant Secretary
Joseph Manning	06/2023 05/2026 (Appointed)	$ 1,547	$ 64	Assistant Vice President

Notes: No Director has any substantial business or family relationships (as defined by the Texas Water Code) with major landowners in the District, with the District's developers or with any of the District's consultants. The limit on Fees of Office that a Director may receive during a fiscal year is the maximum amount allowed by law as set by Board Resolution on December 19, 2006. Fees of Office are the amounts actually paid to a Director during the District's current fiscal year.

Submission date of most recent District Registration Form: May 16, 2024

See accompanying independent auditor's report.

BRAZORIA COUNTY MUNICIPAL UTILITY DISTRICT NO. 44
BOARD MEMBERS, KEY PERSONNEL AND CONSULTANTS
MAY 31, 2024

Consultants:	Date Hired	Fees / Compensation for the year ended May 31, 2024	Title
Allen Boone Humphries Robinson LLP	06/25/19	$ 103,077	General Counsel
		$ 184,063	Bond Counsel
McCall Gibson Swedlund Barfoot PLLC	06/16/22	$ 9,500	Auditor
		$ 16,500	Bond Related
L & S District Services, LLC	05/21/20	$ 10,529	Bookkeeper
DEC	02/19/07	$ 12,352	Engineer
Robert W. Baird & Co. Incorporated	04/16/20	$ 139,717	Financial Advisor
Tiffany Carden	01/19/23	$ -0-	Investment Officer
Municipal District Services, LLC	07/15/21	$ 350,927	Operator
BLICO, Inc.	03/18/21	$ 15,328	Tax Assessor/ Collector
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	10/14/21	$ -0-	Delinquent Tax Attorney

See accompanying independent auditor's report.